

January 08, 2020

Corp. Office: 2/9, lst Floor, W.H.S. Kirti Nagar, New Delhi-110015 (India) Ph: 011 - 45642555, 42852022 E-mail: corporate@archidply.com

ARCHIDPLY INDUSTRIES LTD.

The General Manager
Department of Corporate Services
BSE Limited
Floor 25th, P J Towers,
Dalal Street
Mumbai — 400 001

Scrip Code - 532994

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

NSE Stock Code – Archidply

Dear Sir,

Subject: Submission of public announcement dated January 07, 2021 ("Public Announcement") for the Buy-back of up to 22,00,000 equity shares of face value of Rs. 10/- each ("Equity Shares") at a price of Rs. 37/- by Archidply Industries Limited (the "Company") for an amount not exceeding Rs. Rs. 8,14,00,000/- from tender offer route pursuant to the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (the "Buyback Regulations") and the Companies Act 2013 (the

This is in furtherance to our letter dated January 06, 2021 informing the outcome of the Board Meeting held on the same date that approved, inter alia, the Buyback of our Equity Shares from tender offer route.

"Companies Act"), each as amended (the "Buyback")

In this connection, we are pleased to inform you that pursuant to Regulation 7 of the Buyback Regulations, the Company has published, the Public Announcement dated January 07, 2020, for the Buyback on January 08, 2021 in the newspapers mentioned below:

Name of the Newspaper	Language	Editions
Financial Express	English	All Editions
Jan Satta	Hindi	All Editions
Uttaranchal Darpan	Hindi	Uttarakhand Edition (Hindi also being the regional
		language where the registered office of the
		Company is situated)

In this regard, we would like to submit the following documents:

- 1. A copy of the Public Announcement that has been published in the aforesaid newspapers on January 08, 2021; and
- 2. Certified true copy of the resolution passed by the Board of Directors on January 06, 2021 for approving the Buyback, in compliance with Regulation 5(vii) of the Buyback Regulations.

You are requested to kindly take the same on record.

Thanking You!

Yours Faithfully

For Archidply Industries Limited
For ARCHIDPLY INDUSTRIES LTD.

Atul Krishna Rompany Secretary
Company Secretary & Compliance Officer

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PUBLIC ANNOUNCEMENT FOR THE ANNOUNCEMENT OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF ARCHIDPLY INDUSTRIES LIMITED

Registered Office -Plot No. 7, Sector -9, Integrated Industrial Estate, Sidcul, Pant Nagar, Rudrapur, Udham Singh Nagar, Rudrapur - 263153 Correspondence Office - First Floor, 2/9, WHS, Kirti Nagar, New Delhi - 110015, Tel: +91-011-45642555,

Email- cs@archidply.com; Website: www.archidply.com, Corporate Identification Number: L85110UR1995PLC008627

THIS PUBLIC ANNOUNCEMENT("PUBLIC ANNOUNCEMENT") IS BEING MADE IN RELATION TO THE BUY BACK OF EQUITY SHARES (AS DEFINED HEREAFTER) PURSUANT TO THE PROVISIONS OF REGULATION 7(I) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE OF MIDIA (BUY BACK OF SECURITIES AND EXCHANGE OF FINDIA (BUY BACK OF SECURITIES AND EXCHANGE OF FORE INCLUDING ANY STATUTORY MODIFICATIONS AND AMENDMENTS FROM TIME TO TIME ("BUY BACK REGULATIONS") AND CONTAIN DISCLOSURES AS SPECFIFED IN SCHEDULE II OF BUY BACK REGULATIONS READ WITH SCHEDULE I OF THE BUY BACK REGULATIONS.

OFFER FOR BUY BACK OF EQUITY SHARES NOT EXCEEDING 22.00,000 (TWENTY TWO LAKHS) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF RS. 37/- (RUPEES THRTY SEVEN ONLY) PER FULLY PAID UP EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS.

PART A - Disclosures in accordance with Schedule I of the Buyback regulations

DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

- DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

 Pursuant to Article 6 of the Articles of Association of the company and provisions of section 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Share Capital and Debentures) Rules, 2014 (Share Capital Rules) and the Companies (Share Capital and Debentures) Rules, 2014 (Ashare Capital Rules) and the Companies, 2014 (Changement Rules), to the extent applicable, the Securities and Exchange Board of India (Listing Obligations an Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and in compliance with Securities and Exchange Board of India (Buy-Back of Securities), Regulations, 2018 ("Buy back Regulations") as amended from time to time, the Board of Directors of the Company (hereinalter referred to as the "Board", which expression includes any committee duly constituted by the Board to exercise its powers, and / or the powers conferred by the Board resolution), at its meeting held on January 06, 2021, and subject to such other approvals, permission, sanctions and exemption as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanction and exemption or governmental authorities as may be required under applicable laws, approved the Buy-back of the company up to 19,000 ("Ruyenty Two lakhs) equity shares representing up to 9,97% of the total issued and paid-up equity share capital of the company at a price of Rs. 37' (Thirty Seven) per Equity Share (the "Buy Back Price") payable in cash for an aggregate consideration of up to Rs. 8,14,00,000/. (Ruyees Eight CroresFourteen lakhs only) ("Buyback Size"), which is 9,97% and 9,28% of the aggregate of the fully paid-up Equity Share capital and free reserves of the Company as per the latest audited balance sheet, respectively, as at September 30, 2020, on a proportionate basis through the "ender offer" routs as prescribed
- 1.2
- The Buyback Size does not include any transaction costs viz. brokerage, applicable taxes such as buyback tax ("Buyback Tax"), securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. Buyback Tax does not form part of the Buyback Size and will be appropriated out of the freereserves of the Company.
- The Equity Shares are listed on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (hereinafter together referred to as the "Stock Exchanges").
- In addition to the regulations/statutes referred to in paragraph 1.1 above, the Buyback is also in accordance with the Companies (Management and Administration) Rules, 2014, to the extent applicable and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company as on the Record Date (as defined below) (Eligible Shareholders') through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIPI/CRE/LI/2015 dated April 13, 2015 read with the circular bearing reference number CIPI/CRE/LI/2015 fated December 9, 2016, as amended from time to time ("SEBI Circuliars"). In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating lendering of Equity Sharesunder the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.
- Participation in the Buyback by Eligible Shareholders may trigger tax on distributed income to such shareholders (Buyback Tax) in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder. Consequently, any income received by Eligible Shareholders pursuant to the Buyback of shares is exempt and hence not includable in the total taxable income of such shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by non-resident Eligible Shareholders may trigger capital gains tax in the hands of such shareholders in their country of residence. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders sareadvised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
- A copy of this Public Announcement is available on the website of Company at www.archidply.com is expected to be available on the website of SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.bseindia.comandwww.nseindia.com.

- The Buyback is being undertaken by the Company to return surplus funds to its equity shareholders which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. The Buyback is being undertaken for the following reasons:
 - a) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Sharesbroadly in proportion to their shareholding, thereby enhancing the overall returns t
 - b) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for 'small' shareholders' (as defined below). The Company believes that this reservation of up to 15% for small shareholders would benefit a large number of the Company's public shareholders, who would be classified as 'small shareholders'.
 - c) The Buy-back will help in achieving optimal capital structure
- The Buyback would help in improving financial ratios like earnings per share and return on equity, byreducing the equity base of the Company; and
- The Buyback gives the Eligible Shareholders the choice to either (A) participate in the Buyback and receivecash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in theBuyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

post the Buyback without additional investment. After considering the above mentioned factors and benefits to the Equity Shareholders, the Board decided torecommend Buyback of not exceeding 22,00,000 (Twenty Two Lakhs) Equity Shares (representing9.97% of the total number of equity shares in the paid-up share capital of the Company) at a price of Rs. 371-(Rupees Thirty-Seven only) per Equity Share for an aggregate consideration of notexceeding Rs. 8,14,00,000/-(Rupees Eight CroresFourteen Lakhs only) excluding any taxes payable under Income Tax Act, 1961 and any expenses incurred or to be incurred forthe Buyback, which represents 9.97% and 9.28% of the aggregate of the Company's paid-up capital and freereserves as per the financial statements of the Company as on September 30, 2020, respectively.

MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company is proposing to buyback up to 22,00,000 (Twenty Two Lakh) fully paid-up equityshares of face value of Rs. 10/- (Rupees Ten Only) each representing 9.97% of the total number of Equity Shares in the total paid-upshare capital of the Company (calculated on the basis of the total paid-up equity share capital of the Company as on September 30, 2020).

BUYBACK PRICE AND BASIS OF DETERMINING THE PRICE OF THE BUYBACK

The Buyback offer price of Rs. 37/-(Rupees Thirty-Seven only) per Equity Share has been arrived a after considering various factors such as the average closing prices of the Equity Shares on the Stocl

Exchanges where the Equity Shares of the Company are listedand the impact of the Buyback on the key financial ratios of the Company.

- The Buyback Offer Price of Rs. 37/- (Rupees Thirty-Seven only) per Equity Share represents: (i) premium of 33.74% on BSE and 31.65% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for 3 months preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback; (ii) premium of 27.51% on BSE and NSE respectively for 2 weeks preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback; (iii) premium of 21.71% on BSE and SE for NSE over the closing market price of the Equity Shares on BSE and NSE so so the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback; (iii) premium of 21.71% on BSE and NSE so on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback.
- MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID-UPCAPITAL AND FREE RESERVES
- The maximum amount required for Buyback will not exceed 8,14,00,000(Rupees Eight CroresFourteen lakhs only) excluding Transaction Cost.
- The maximum amount mentioned aforesaid represents 9.97% and 9.28% of the aggregate of the Company'spaid-up capital and cumulatively, Company's paid-up capital&free reserves as per the financial statements of the Company as on September 30, 2020, respectively.
- The funds for the Buyback will be met out of internally generated cash resources of the Company or such othersource as may be permitted by the Buyback Regulations or the Companies Act.
- The funds borrowed, if any from banks and financial institutions will not be used for the Buyback

METHOD TO BE ADOPTED FOR THE BUYBACK

The method to be adopted for the purpose of the Buyback shall be through the Tender Offer route as prescribedunder the Buyback Regulations and circulars issued thereunder, including the "Mechanism for acquisition of shares through Stock Exchange" notified by the SEBI Circulars, or such other mechanism, for the Buy Back throughTender Offer route, as may be applicable. Please refer to Paragraph 13 below for details regarding the RecordDate and shareholders entitlement for tender in the Buyback.

DETAILS OF PROMOTERS SHAREHOLDING AND OTHER DETAILS

The aggregate shareholding of the promoters and members of the promoter group (collectively referred to as the Promoters and Promoter Group") and persons who are in control of the Company; directors of the promoterand member of promoter group, where such promoter or member of promoter group; is a company; and the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. Wednesday, January 06, 2021is given below:

Shareholding of the Promoters and Promoter Group and person in control of the Company:

S. No.	Name of Shareholder	No. of Equity	No. of Equity	Percentage
		Shares held	Shares heldin	(%) of issued
			de materialize d	Equity Share
			form	Capital
1.	DeenDayal Daga (HUF)	20,000	20,000	0.09
2.	Shyam Daga	5,73,685	5,73,685	2.59
3.	SangeetaBharadia	4,100	4,100	0.02
4.	DeenDayal Daga	7,71,620	7,71,620	3.49
5.	Usha Daga	7,60,300	7,60,300	3.45
6.	Rajiv Daga	8,86,500	8,86,500	4.02
7.	Assam Timber Products	41,71,750	41,71,750	18.91
	Private Limited			
8.	The Mysore Chipboards	17,97,431	17,97,431	8.15
	Limited			
9.	Varraj Suppliers Pvt. Ltd	39,43,509	39,43,509	17.87
10.	Ravi Marketing And	28,27,850	28,27,850	12.82
	Services Private Limited			
11.	Shree Shyam Tea Private	2,77,900	2,77,900	126
	Limited			
	Total	1,60,34,615	1,60,34,645	72.67

Shareholding of Directors of the Promoters and Promoter Group entity (i.e. Assam Timbe Products Private Limited) ('ATPPL')in the Company

a Na	Xana	ATPOL.	No of Equity Shares held in the company	Percentage prigorities and Equatry Share Capital
1.	Despita yal Daga	Director	76200	2.004
2.	Rate Daga	Director	43-600	4.175
	Total		131,600	11.12

iii) Shareholding of directors of the Promoters and Promoter Group entity (i.e. The Mysore Chipboards

Lilling	Limited) (TMCL) in the Company.							
S. No.	Name	Designation	No. of Equity	Percentage				
		TMCL	Shares held in	(%) of issued				
			the company	Equity Share				
				capital				
1.	Deendayal Daga	Director	9,71,860	16.80%				
2.	Shyam Daga	Director	7,11,430	12.30%				
3.	Rajiv Daga	Director	30,000	0.52%				
	Total		17.13.290	29.62				

iv) Shareholding of directors of the Promoters and Promoter Group entity (i.e. Vanraj Suppliers Private Limited) ('VSPL') in the Company:

S No	Xane	VSFL	No of Equity Shares held in thorompany	Percentage (No of June) Squdy Sham Cupital
1.	Dennitural Daga	Director	166	148
2.0	Mirror Against.	Director.	716	201
	Total		Mil	748

Shareholding of directors of the Promoters and Promoter Group entity (i.e. Ravi Marketing and Services Private Limited) ('RMSPL') in the Company:

S. No.	Name	Designation RMSPL	No. of Equity Shares held in the company	Percentage (%) of issued Equity Share capital
1.	Deendayal Daga	Director	31,000	2.35%
2.	ManojAgarwal	Director	2000	0.15%
3.	Kabindra Singh Bothra	Director	2000	0.15%
	Total		35,000	2.65





nareholding of directors of the Promoters and Promoter Group entity (i.e. Shree Shyam Tea Private Limited) ('SSTPL') in the Company:

No.	Name	SSTEL.		Percentage (Percentage Equity Shi expital
.7.	Shyam Dage	Director	310	3131
120	U the Dage	Daketox	2510	206%
	Tala	150.000	2518	E.88

Apart from the above, no other directors of the entities forming part of the Promoters and Promoter

Group as disclosed in 7.1(i) to vi) above, hold Equity Shares in the Company Shareholding of the Directors and Key Managerial Personnel of the Company:

S. No.	Name	Designation	No. of Equity	Percentage
		Awhidply	Shares heldin	(%) of issued
		Industries	the company	Equity Share
		Limit ed		capital
1.	DeenDayal Daga	Whole Time	7,71,620	3.50%
		Director		
2.	Shyam Daga	Director	5,73,685	2.60%
3.	Rajiv Daga	Managing	8,86,500	4.02%
		Director		
4.	Anil Sureka	CFO(KMP)	3,250	0.01%
	Total		22,35,055	10.13

Apart from the above, none of the Directors or Key Managerial Personnel of the Company hold any Equity Sharesin the Company.

No Equity Shares or other specified securities in the Company, have been either purchased or sold (either throughthe Stock Exchanges or off market transactions) by Promoters and Promoter Group and persons who are in controll of the Company; directors of the promoter and member of promoter group, where such promoter or member of promoter group is a company; and the Directors and Key Managerial Personnel of the Company during a periodof six months preceding the date of the Board Meeting and from the date of Board Meeting till the date of PublicAnnouncement, other than the following: 7.2

Aggregate No of equity shares Purchased or Sold	Nature of Transaction	Maximum Price (In Rs.)	Date of Transaction	Minimum (In Rs.)	Transaction Min Price (In Rs.)
3014	Assan	Timber Prod	lucts Private Lim	ited	
1,40,000	Sale	31.90	21.12.20	26.50	28.35#
1,00,000	Sale	30.50	23.11.20	2725	28.13
	•	Rajiv	Daga	•	•
1,40,000	Buy	31.90	21.12.20	26.50	28.35#
1,00,000	Buy	30.50	23.11.20	2725	28.14

#inclusive of brokerage price

Intention of Promoters and Promoter Group to participate in the Buyback:

In terms of the Buyback Regulations, under the Tender Offer route, the promoter and members of promoter groupof the Company have an option to participate in the Buyback. In this regard, certain members of the Promoters and up to an aggregate maximum number of 22,00,000(Twenty Two Lakhs) Equity Shares or such lower number of Equity Shares asrequired in compliance with Buyback Regulations.

S.Na	Nume of Gurekoider	No of Equity Shares held	of Equity Shares intended to finder
1	Arrest Timber Frederic Prinste Leathed	41717#	# M.000
2	The Mysore Chapbonds Lauried	17/97/4/01	15,00'000
5	Vacua Suppliers Private Limited	36.45.300	28.00 000
	Fact Marketing and Services Private Limited	38.27.8 (6)	2.00,000
0.	Stone Shyum Tea Private Limited	3,77,960	2,50,000
4	Trid	1,30,18,440	1,17,00,008

Since the entire shareholding of the Promoters and Promoter Group who intends to participate in the Buyback is inthe demat mode, the details of the date and price of acquisition/ sale of entire Equity Shares that the participatingPromoters and Promoter Group has acquired/sold till date as per the information provided by Promoters and PromoterGroup, each vide their letter dated January 06, 2021.

Date of Transaction	No. of Equity	Acquisition/Sale Consideration	Nature of Transaction / Consideration
TIAMSACTION	strates	(In Rs.)	Consideration
	Assam Ti	mber Products Private Li	mite d
21.12.20	1,40,000	39,53,297.66/-^	Market Sale
23.11.20	1,00,000	28,01,825.66/-^	Market sale
	•	Rajiv Daga	
21.12.20	1,40,000	39,99,471.51/-^	Market Purchase
23.11.20	1,00,000	28,35,804.34/-^	Market Purchase

^net inclusive of brokerage charges

NO DEFAULTS

The Board confirms that the Company has not defaulted in the repayment of the deposits accepted either before orafter the commencement of the Companies Act, interest payment thereon, redem of debentures or preferenceshares or payment of dividend to any shareholder or repayment of term loan or interest payable thereon to anyfinancial institutions or banking company.

CONFIRMATION BY THE BOARD OF DIRECTORS
The Board has confirmed on the date of Board Meeting (i.e. Wednesday, January 06, 2021) that it has made a fullenquiry into the affairs and prospects of the Company and has formed an opinion that:
a) Immediately following the date of the Board Meeting, there will be no grounds on which the

Immediately following the date of the Board Meeting, there will be no grounds on which the Company could be found to be unable to pay its debts;
As regards the Company's prospects for the year immediately following date of the Board Meeting and having regardto the Board's intentions with respect to the management of Company's business during that year and to the amountand character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within aperiod of one year from that date of Board Meeting; and In forming the opinion, the Board has taken into account the liabilities as if the Company were plant wound the underther envisions of the Companies Act 1956 or Companies Act 2013 and

being wound up underthe provisions of the Companies Act 1956 or Companies Act 2013 and Insolvency and Bankruptcy Code 2016, asthe case may be (including prospective and contingent

REPORT BY THE COMPANY'S STATUTORY AUDITOR
The text of the report dated January 06, 2021 received from Priti Jhawar & Co., Chartered Accountants, the statutoryauditor of the Company, addressed to the Board of Directors of the Company is reproduced below

Quote

The Board of Directors

The board of Directors Archidply Industries Limited Plot no 7, Sector-9, Integrated Industrial Estates,Sidcul, Pant Nagar, Rudrapur, Dist. Udham Singh Nagar, Uttarakhand, India-263153

Statutory Auditor's Report in respect of proposed buyback of equity shares pursuant to the requirements of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations")

1. The Board of Directors of Archidply Industries Limited ("the Company") have approved a proposal for

buy-back of equity shares by the Company at its meeting held on January 06, 2021, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended ('the Act') and the

Buyback Regulations.

We have been requested by the Management of the Company to provide a report on the accompanying Statement of Permissible Capital Payment (including securities premium) ('Annexure A') as at September 30, 2020 (the 'Statement') prepared by the Management of the Company, which we have initialed for

identification purposes only. Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the provisions of the Act and the compliance with 3. The preparation of the Statement in accordance with the provisions of the Act and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment (including securities premium), the preparation and maintenance of oil accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approximate haveless of its equity states and will not be rendered.

Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares and will not be rendered insolvent within a period of one year from the said date and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016. Further, a declaration is signed by two directors of the Company in this respect inaccordance with the requirements of the Section 68(6) of the Act and the Buyback Regulations.

Auditors Responsibility

- Pursuant to the requirements of clause (xi) of Schedule I of the Buyback Regulations, it is our responsibility to provide a reasonable assurance:
- Whether we have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements as at and for the year ended March31, 2020 (the 'Audited Financial
- Statements'); ii) Whether the amount of permissible capital payment (including securities premium) as stated in Annexure for the proposed buyback of equity shares has been properly determined considering the Audited FinancialStatements and is within the permissible limit and computed in accordance with the provisions of Section68(2) of the Act; and Regulation 4(i) of the Buyback Regulations; and iii) Whether the Board of Directors of the Company, in their meeting held on January 06, 2021, have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations on reasonable arounds that the Company, will be able to pay its debts from the show-mentioned date and will be.
- grounds that the Company will be able to pay its debts from the above-mentioned date and will not, having regard to its state of affairs be rendered insolvent within a period of one year from the above-mentioned date.
- 6. We have also obtained appropriate representations from the Company's manage

- 1. Based on our examination as above, and the information and explanations given to us,we report that:

 The amount of permissible capital payment (including securities premium) towards the proposed buy back of equity shares as computed in the Statement, in our view has been properly determined in accordance with Section 68(2) of the Act and Regulation 4(i) of the Buyback Regulations. The amounts
- accordance with section 68(2) of the Act and Regulation 4(1) of the Buylpack Regulations. The amounts of share capital and free reserves, as given in the 'Annexure A' have been extracted from the Unaudited Financial Statements prepared by the management and submitted to SEBI.

 ii. The Board of Directors of the Company, in their meeting held on January 06, 2021 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares and will not, having regard to its state of affairs, be rendered insolvent within a part of the payment from the notified the period of one year from the said date

Restriction on Use

- This report has been issued at the request of the Company solely for use of the Company

- 8. Inis report has been issued at the request of the Company solely for use of the Company (i) In connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act, and the Buyback Regulations, (ii) To enable the Board of Directors of the Company to include in the public announcement, and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and

(b) Inecentral Depository Services (india), Limited, National Securities Depository Limited and (iii) May be submitted to the manager for the said by back, each for the purpose of extinguishment of equity shares of the Company inpursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations.
Therefore, this report is not intended to be and should not be used by anyone other than the abovementioned purpose without our prior consent in writing. Further, we assume no responsibility to update this report for events and circumstances occurring after the date of this report.
For Priti Jhawar & Co.

Chartered Accountants

Firm Registration No.: 328818E

Priti.Ihawar

Proprietrix
Membership No: 303053
UDIN: 21303053AAAAAA8357

Place: Bangalore Date: 06/01/2021

Annexure A

The amount of permissible capital payment towards buy-back of equity shares, as given below is properly determined in accordance with section 68 (2) (c) of the Companies Act, 2013:

Frationari en en 36 - Syptember, 2000	Alterest
Field up disen capital: 2.20.00.000 Equate Thases of Pc. 10.000 acts	12 mo tos
Tem Seasons	ADS-MARK
Terresda's Commission	147.445.091
Parplin is the statement of Party and Long.	598.779.551
Tetal	EX.HIGH
Missings insented perguited for buy-back as pay Act and Regulations (i.e. upon 1976 of the total goals agree(1976) and two preserves.	STARME.
Furfield offer Sim pensitted by Found Bescheben dated Jacoby Dr. 1821	55,600,000
Fig. back offer Size is a percentage of total peod top capital and the e Recent on	\$20¢

Anil Sureka Chief Financial Officer Place: Bangalore

Date:January 06,2021

Process and Methodology to be adopted for the Buyback Process
The Buyback is open to all Equity Shareholders, i.e., the shareholders who on the Record Date were holding-Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Datewere holding-Equity Shares in the dematerialized form ("Demat Shares"). The Buyback will be implemented by the Company using the "Mechanism for acquisition of shares through StockExchange" notified by SEBI vide circular no. CIRICFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCH2/CIRP/2016/131 dated December 09, 2016 following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

For implementation of the Buyback, the Company has appointed K.K Securities Limited as theregistered broker to the Company (the "Company's Broker") through whom the purchases and settlements onaccount of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Broker are as follows

KK Securities Limited Regd. Office - 76-77, First Floor, Scindia House, Janpath,

Hegd. Office - 76-77, First Floor, Scindia House Connaught Place, New Delh - 110001 Telephone: +91 11-46890000, 9811168570 Email:kksl@kksecurities.com Contact Person:Mr.Sanjay Bansal Website:www.kksecurities.com SEBI Registration Number:NSE: INZ000155732 CIN: U74899DL1994PLC060238



- The Company will request BSE to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by eligible Equity Shareholders who wish to tender Equity Shares in the Buyback. For the purpose of this Buyback, BSE would be the designated stock exchange ("Designated Stock Exchange"). The details of the Acquisition Window will be as specified by BSE from time to time. In the event Shareholder Broker(s) of eligible Equity Shareholder is not registered with BSE, then the eligible Equity Shareholders enighte Equity Shareholder is not registered with ISSE, then the enignite Equity Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the eligible Equity Shareholders are unable to register using UCC facility through any other BSE registered broker, eligible Equity Shareholders may approach Company'sBroker i.e., K K Securities Limited to place their bids.

 At the beginning of the tendering period, the order for buying Equity Shares will be placed
- At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the acquisition window by eligible Equity Shareholders through their respective stock-brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders receivedfrom the eligible Equity Shareholders. The reporting requirement of Non-Resident Shareholders under the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, for remittance of funds, shall be made by the eligible Equity Shareholderand/or the Shareholder Broker through which the eligible Equity Shareholder places the bid. Modification cancellation of orders and multiple bids from a single eligible Equity Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single eligible Equity Shareholder for sellinesquity Shares shall be clubbed and considered as
- eligible Equity Shareholder for sellingEquity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

 The cumulative quantity tendered shall be made available on the website of BSE
- (www.bseindia.com&www.nseindia.com) throughoutthe trading session and will be
- www.bseniola.com/www.nseinola.com/ infrodignoturite trading session and will be updated at specific intervals during the tendering period.

 Procedure to be followed by eligible Equity Shareholders holding Demat Shares:
 Equity Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- tender under the Buyback. The Shareholder Broker would be required to place an order/bid on behalf of the Shareholders who wish tolender Equity Shares in the Buyback using the acquisition window of the BSE. Before placing the order/bid, the eligible Equity Shareholder would require to transfer the number of Equity Shares tendered to the specialaccount of BSE Clearing Limited ("Clearing Corporation" / "NCL"), by using the early pay in mechanism priorto placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issueopening circular that will be issued by the BSE or the Clearing Corporation. Corporation.

- Corporation.

 c) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generatedby the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has beenplaced. TRS will contain details of order submitted like Bid ID No., Application No., DP ID. Client ID, No. ofEquity Shares tendered etc.

 d) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in theaccounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such EquityShareholder shall be deemed to have been accepted.

 11.10 Procedure to be followed by Equity Shareholders holding Physical Shares:

 a. Equity Shareholders who are holding physical Equity Shares and intend to participate in the Buyback willbe required to approach their respective Shareholder Broker along with the complete set of documents forverification procedures to be carried out before placement of the bid. Such documents will include the (i) theTender Form duly signed by all Equity Shareholders (in case shares are in joint names, in the same order inwhich they placement of the bid. Such documents will include the (i) theTender Form duly signed by all Equity Shareholders (in case shares are in joint names, in the same order inwhich they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/ Form SH 4 dulyfilled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimensignatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Equity Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Shareholder is deceased, etc., as applicable. In addition, if the address of the Equity Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Equity Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: validAadhar card, voter identity card or passport.

 Based on these documents, the concerned Shareholder Boker shall place an order/bid on behalf of the Equity Shareholders holding Physical Shares who wish to tender Equity
 - on behalf of the Equity Shareholders holding Physical Shares who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Equity Shareholder. TRS will contain the details of order submitted like folio no.,
 - certificateno., distinctive no., no. of Equity Shares tendered etc.

 Any Shareholder Broker/Equity Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback Offer i.e. Skyline Financial Services Private Limited (at the address mentioned at paragraph 14 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Archidply Industries Limited - Buyback Offer 2021". One copy of the TRS will be retained by Registrar to theBuyback offer and it will provide acknowledgement of the same to the Shareholder Broker.

 Equity Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance
 - Shares will not be accepted unless the complete set of documents is submitted. Acceptance Snares will not be accepted unless the compiete set of oocuments is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback Offer will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrarto the Buyback Offer confirms the bids, they will be treated as 'confirmed bids'.

 METHOD OF SETTLEMENT

- Upon finalization of the basis of acceptance as per Buyback Regulations:
 The Company will pay consideration to Company's Broker who will transfer the funds
 pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed
- pertaining to the pulyack to the cleaning Corporation's barin account as per the presoned schedule. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds pay-out in their bank account from the ClearingCorporation. The Demat Shares bought back would be transferred directly to the demat account of the Company openedfor the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker to the Company. Demat account on receipt of the Equity Shares from the clearing and settlement mechanism of the SEC.
- The eligible Equity Shareholders will have to ensure that they keep the depository participant
- The eligible Equity Shareholders will have to ensure that they keep the depository participant ("DP") account activeand unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptancein the Buyback.

 Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the eligible Equity Shareholderswould be returned to them by the Clearing Corporation. Any excess Physical Shares pursuant to proportionateacceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrarto the Buyback. The Company is authorized to split the share certificate and issue new consolidated sharecrificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are lessthan the Physical Shares in case the Physical Shares have been shared to the Euclidean Shares that the Physical Shares and prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under theBuyback, such beneficial owners will receive funds payout in their bank account as provided by the depositorysystem directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation and will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder sbank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank offlodia ("RBI") bank(s), due to any reasons, then the rejected by the Reserve Bank ofIndia ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will betransferred to the Shareholder Broker for onward transfer to such shareholders
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific

- regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasingthe same to such shareholder's account
- The Shareholder Broker would issue contract note to the Eligible Shareholders tendering
- The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Sharesaccepted under the Buyback.

 Equity Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment of any cost, charges and expenses (including brokerages that may be levied by the Shareholder Broker upon the selling Equity Shareholders for tendering Equity Shares in the Buyback (secondary market transaction)). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses(including brokerage) incurred solely by the selling Equity Shareholders.

 The Equity Shares bought back will be extinguished in the manner and following the procedure prescribed inthe Buyback Regulations.

 RECORD DATE AND SHAREHOLDER ENTITLEMENT

 As required under the Buyback Regulations, the Company has fixed Tuesday, January 19,

- As required under the Buyback Regulations, the Company has fixed Tuesday, January 19, 2021 as the record date(the "Record Date") for the purpose of determining the entitlement
- 2021 as the record date(the "Hecord Date") for the purpose of determining the entitlement and the names of the shareholders, who areeligible to participate in the Buyback. The Equity Shares proposed to be bought back by the Company, as part of this Buyback Offer shall be divided into two categories: (a) reserved category for Small Shareholders (A "Small Shareholder" is defined in the BuybackRegulations as a shareholder, who holds equity shares or other specified securities whose market value, on thebasis of closing price of the Equity Shares on the recognized stock exchange registering the highest trading valuement respect for such shares as or record date, is not more than Ps. 2.00.00. trading volumein respect of such shares, as on record date, is not more than Rs. 2,00,000
- trading volumein respect of such shares, as on record date, is not more than Rs. 2,00,000 (Rupees Two Lakh Only); and (b) thegeneral category for all other shareholders. In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen per cent) of the number of EquityShares which the Company proposes to Buyback, or number of Equity Shares entitled as per shareholding ofSmall Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. Based on shareholding as on the Record Date, the Company will determine the entitlement of each shareholder tender their Equity Shares in the Buyback. This entitlement for each shareholder as on the Record Date and the ratio of Buybacks per buyback. Based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buybackspolicable in the category to which such shareholder belongs. In order to ensure that the same eligible Equity Shareholders with multiple demat accounts
- In order to ensure that the same eligible Equity Shareholders with multiple demat accounts/ folios do not receivea higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares heldby such shareholders with a common PAN for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Company will club together the Equity Shares held incases where the sequence of the PANs of the joint shareholders is identical. In case of shareholders holding PhysicalShares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, theCompany will check the sequence of the names of the joint holders and club together the Equity Shares held in suchcases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutionalinvestors like mutual funds, pension funds/ trusts, insurance companies, foreign institutional investors/ foreignportfolio investors etc., with common PAN are not proposed to be clubbed together for determining their entitlementand will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and havea different demat account nomenclature based on information prepared by the Registrar to the Buyback as per theshareholder records received from prepared by the Registrar to the Buyback as per theshareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearingmembers" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on for determining their entitlement and willbe considered separately, where these Equity Shares are assumed to be held on behalf of clients.

 The eligible Equity Shareholders' participation in the Buyback will be voluntary. The Equity
- Shareholders can choose to participation in the Buyback will be voluntary. In equity Shareholders can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Equity Shareholders may also accept a part of their entitlement. The Equity Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfallcreated due to non-participation of some other Equity Shareholders, if at all.

 The maximum tender under the Buyback by any shareholder cannot exceed the number of
- Equity Shares heldby the shareholder as on the Record Date.
- The Equity Shares tendered as per the entitlement by shareholders as well as additional shares tendered, if any,will be accepted as per the procedure laid down in Buyback Regulations.
- Detailed instructions for participation in the Buyback (tendering of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Equity Shareholders as on Record Date and the Company shall comply with the SEBI circular Nos. SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020 and SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020 on "Relaxations relating topocodural matter." Expenses and Buyback" - Takeovers and Buy-back".

The Company has designated Mr.Atul Krishna Pandey as the compliance officer for the purpose of the Buyback.

Mr. Atul Krishna Pandey, Company Secretary

Archidelt industrial Limited Secretary

Archidply Industries Limited Corp. Office - First Floor, 2/9, WHS, Kirti Nagar, New Delhi - 110015 Tel: 01145642555;

Corp. Office - First Floor, 2/9, WHS, Kirti Nagar, New Delhi - 110015 Tel: 01145642555; Email:cs@archidply.com; Website: www.archidply.com Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during officehours i.e. 10:00 a.m. IST to 5:00 p.m. IST on all working days except Saturday, Sunday and public holidays. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK OFFER In case of any query, the shareholders may contact the Registrar to the Buyback on any day except Saturday, Sunday and public holiday from 10:00 a.m. IST to 5:00 p.m. IST i.e., at the following address:

Skyline

D-153A, First Floor, Okhla Industrial Area, Ph-1, New Delhi - 110020
Telephone:+91 11 - 40450193 / 011 26812682-83 Email: admin@skylinerta.com
Investor grievance email:grievances@skylinerta.com Contact Person:Ms.Sarita Singh
Website: www.skylinerta.com SEBI Registration Number: INR000003241
CIN: U74899DL1995PTC071324
MANAGER TO THE OFFER

FAST TRACK FINSEC PRIVATE LIMITED

FAST I HACK FINSEC PHIVATE LIMITED
Correspondence Office - 611, 6th Floor, Pragati Tower, Rajendra Place, New Delhi - 110008
Regd. Off. - 8 502, Statesman House, 148 Barakhamba Road, New Delhi - 110001, India.
Telephone: +911-4141600 Email:pawanmahur@ftfinsec.in Contact Person:Pawan Kumar Mahur
Investor grievance email:investor@ftfinsec.com, Website:www.ftfinsec.com
SEBI registration number: INM000012500, CIN: U65191DL2010PTC200381

SEBI registration number: IMM000012500, CIN: U65191DL2010P1C200381
DIRECTORS' RESPONSIBILITY
As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and finalresponsibility for the information contained in this Public Announcement or any other information, advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information issued before the feature of the processing information and december. information insuch document contains true, factual and material information and does not contain any misleading information. For and on behalf of the Board of Directors of Archidply Industries Limited

Sd/-Deendayal Daga Raiiv Daga Managing Director (DIN - 01412917) Wholetime Director

Sd/-Atul Krishna Pandey Company Secretary (DIN- 00497806)

Place - New Delhi Date - January 07, 2021





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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE FOURTH BOARD MEETING OF THE BOARD OF DIRECTORS OF ARCHIDPLY INDUSTRIES LTD., HELD ON WEDNESDAY 06TH JANUARY 2021 AT ITS CORPORATE OFFICE AT 2/9, IST FLOOR, W.H.S, BLOCK A, KIRTI NAGAR INDUSTRIAL AREA, KIRTI NAGAR, NEW DELHI, DELHI 110015 AT 11:00 A.M.

APPROVAL FOR BUY-BACK OF EQUITY SHARES OF THE COMPANY

"RESOLVED THAT pursuant to Article 6 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Share Capital and Debenture) Rules, 2014, and the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, ("Buyback Regulations"), as amended from time to time, and subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company ("Board", which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the Board be and hereby approves buyback of up to 22,00,000 (Twenty Two lakh) of its fully paid-up equity shares of face value of Rs. 10 (Rupee Ten) each ("Equity Shares") (representing 9.97% of the total issued and paid-up equity share capital of the Company) at a price of Rs. 37 (Rupees Thirty Seven only) per Equity Share payable in cash for an aggregate consideration not exceeding Rs. 8,14,00,000/- (Rupees Eight Crores Fourteen lakhs only) (excluding transaction costs, applicable taxes and other incidental and related expenses) which is not exceeding 10% of the aggregate of the paid-up share capital and free reserves as per standalone interim financial statements of the Company as on September 30, 2020, to be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act, from all the equity shareholders/beneficial owners of the equity shares of the company, including the promoter(s) (as defined hereinafter) as on the record date January 19, 2021, on a proportionate basis, through the Tender Offer route as prescribed under the Buyback Regulations ("Buyback")."

"RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force."



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"RESOLVED FURTHER THAT the current surplus and/or cash balances and/or cash available from internal accruals be utilized for the purpose of Buyback."

"RESOLVED FURTHER THAT the Company may buyback Equity Shares from all the existing Members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations."

"RESOLVED FURTHER THAT the Buyback of Equity Shares from non-resident Members of the Company, including Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs), Members of foreign nationality, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any."

"RESOLVED FURTHER THAT the Board do hereby confirm that they have made a full enquiry into the affairs and prospects of the Company and have formed an opinion that –

- i. Immediately following the date of this resolution, there will be no grounds on which the Company could be found unable to pay its debts.
- ii. As regards the Company's prospects for the year immediately following the date of this resolution and having regard to Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution.
- iii. In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Act/ Insolvency and Bankruptcy Code, 2016, as amended from time to time, as applicable."

"RESOLVED FURTHER THAT Mr. Atul Krishna Pandey, Company Secretary, be and is hereby appointed as Compliance Officer under the Buyback Regulations for the implementation of the Buyback."

"RESOLVED FURTHER THAT the Board hereby confirms that:

i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of expiry of the Buyback period;



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- ii. The Company shall not raise further capital for a period of one year or six months, as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith, from the expiry of the Buyback period, except in discharge of subsisting obligations;
- iii. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer or declaration of records date for Buyback is made;
- iv. The Company shall not buyback locked-in equity shares and non-transferable shares till the pendency of the lock-in or till the shares or other specified securities become transferable;
- v. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- vi. All the equity shares of the Company are fully paid-up;
- vii. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date;
- viii. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback based on both audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company;
- ix. The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.
- x. The Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- xi. There are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- xii. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- xiii. That funds borrowed from Banks and Financial Institutions will not be used for the Buyback;



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xiv. The aggregate amount of the Buyback i.e. Rs. 8,14,00,000/- (Rupees Eight Crores Fourteen lakhs only) does not exceed 10% of the total paid-up capital and free reserves as per financial statements of the Company as on September 30, 2020;

xv. The maximum number of equity shares proposed to be purchased under the Buyback (up to 22,00,000 Equity Shares, does not exceed 10% of the total number of equity shares in the paid-up equity share capital as per the standalone balance sheet as on September 30, 2020;

xvi. The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buy-back, if any."

"RESOLVED FURTHER THAT the Board do hereby authorize Mr. Rajiv Daga, Chief Executive Officer and Managing Director, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary & Compliance Officer, severally, to exercise the following powers:-

- i. To seek all regulatory approvals, if any, including of the Securities and Exchange Board of India ("SEBI") and RBI for implementing the Buyback.
- ii. To decide the specified date /record date for the purpose of Buyback.
- iii. To appoint, authorize, enter into agreements with and issue necessary instructions to Merchant Bankers, Registrar, Custodians, advertising agencies, escrow agents, brokers, depository participants and all other intermediaries, advisors, consultants etc. as may be required, desired or considered expedient for the implementation of the Buyback.
- iv. To open, operate and close one or more bank accounts including escrow accounts required, if any, and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such bank accounts including escrow accounts.
- v. To open, operate and close one or more depository account/ trading account/buyer broker account and to open, operate and close special trading window account with both BSE Limited and National Stock Exchange of India Limited and to decide the authorized signatories for depository account/trading account/buyer broker account/special trading window account.
- vi. To authorize bankers to act upon the instructions of the Merchant Banker as required under the Buyback Regulations.

vii. To adopt text of and to make Public Announcement, Draft Letter of Offer, Letter of Offer and all offer documents with respect to the Buyback ("Buyback Offer Documents") and any revision thereto.



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viii. To file copies of the Buyback Offer Documents and any revision thereto with SEBI, the stock exchanges and other appropriate authorities.

ix. To decide on opening date for commencing of offer for Buyback and closing date thereof.

x. To decide the 'designated stock exchange' for the Buyback.

xi. To decide on the time-table from the opening of the offer till the extinguishment of the shares.

xii. To carry out management discussion and analysis on the likely impact of the Buy Back on the Company's earnings, public holdings, holdings of NRIs/FIIs, etc., promoters' holdings and change in management structure.

xiii. To issue, furnish and make disclosures, certificates, returns, confirmations etc. as may be required under the Act, Buyback Regulations or other applicable law and to file such documents with the relevant persons as may be required under the Act, Buyback Regulations or other applicable law.

xiv. To deal with stock exchanges (including their clearing corporations) where the equity shares of the Company are listed, and to sign, execute and deliver such documents as may be necessary or desirable in connection with implementation of the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force.

xv. To make and file 'Compliance Certificate' as required under the Buyback Regulations.

xvi. To establish Investor Service Centre/s.

xvii. To adopt text of and publish the relevant Buyback Offer Documents before and after Buyback.

xviii. To verify offer/acceptances received.

xix. To finalize basis of acceptance.

xx. To pay to the shareholders consideration for shares bought back pursuant to the Buyback.

xxi. To issue rejection letters, if any.



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xxii. To extinguish shares bought back within the time limit specified under the Buyback Regulations and to destroy share certificates upon the completion of the Buy Back.

xxiii. To file 'Return of Buyback' with Registrar and other statutory authorities.

xxiv. To maintain 'Register of Securities bought back'.

xxv. To take appropriate action for the removal of difficulties if any and to decide on all matters in connection with or incidental to, the implementation of the Buyback.

xxvi. To authorize the merchant bankers, Registrar or other agencies appointed for the purpose of buyback to carry out any of the above activities.

xxvii. To do all such acts, matters and things incidental or necessary in connection with the Buyback and sign and deliver such documents as may be necessary, desirable or expedient."

RESOLVED FURTHER THAT Fast Track Finsec Private Limited, be and is hereby appointed as the Manager to the Buyback and KK Securities Limited, as the Stock Broker to the Buyback in accordance with the relevant provisions of the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letters, and that Mr. Rajiv Daga, Managing Director & CEO, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign the same (including any amendment thereto) for and on behalf of the Company.

RESOLVED FURTHER THAT SkyLine Financial Services Private Limited, be and is hereby appointed and designated as the Investor Service Centre and Registrar for the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter and Mr. Rajiv Daga, Managing Director & CEO, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company.

RESOLVED FURTHER THAT the BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

RESOLVED FURTHER THAT the Company shall, before opening of the Buyback offer, create an escrow account, either in form of bank guarantee or cash deposit or a combination thereof, towards security performance of its obligations as may be prescribed under the Companies Act and the SEBI Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit.

RESOLVED FURTHER THAT the draft of the public announcement in respect of the Buyback (the "Public Announcement"), be and is hereby approved, in accordance with the



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SEBI Buyback Regulations for filing with the SEBI, BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") and such other authorities or persons as may be required by applicable law.

RESOLVED FURTHER THAT the Public Announcement (including any modification or amendment or corrigendum thereto) be signed by Mr. Rajiv Daga, Managing Director & CEO, Mr. Deen Dayal Daga, Whole Time Director and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company.

RESOLVED FURTHER THAT Mr. Rajiv Daga, Managing Director & CEO, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company of the Company be and are hereby severally authorized to make corrections or alterations, as may be required for purposes of filing the Public Announcement with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deed, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT January 19, 2021 be and is hereby appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the Buyback Committee comprising of Mr. Rajiv Daga, Managing Director & CEO, Mr. Mohammed Shahid Aftab, Independent Director, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary as Members of the Committee (the "Buyback Committee").

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may approve by passing appropriate resolutions (including by way of circular resolution) in connection with the above.

RESOLVED FURTHER THAT the Buyback Committee through Committee Meeting or by way of circular Resolutions, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to:

- finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, record date, entitlement ratio, the timeframe for completion of the Buyback;
- negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;



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- determining limits on the participation of the promoter of the Company in the Buyback, if any;
- earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts (including escrow account), special account, and authorizing persons to operate the such accounts;
- appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- preparing, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including affidavit for declaration of solvency, public announcement, draft and final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- extinguishment of the Equity Shares and filing of certificate of extinguishment required to be filed
- in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- providing such confirmation and opinions as may be required in relation to the Buyback;
- creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. circular SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated 19, 2018 January SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, including any amendments or statutory modifications for the time being in force.
- proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the said Buyback including declaring a reduction/extension of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;
- to sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- proposing the final acceptance of Equity Shares tendered under the Buyback process;



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- settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- to do all such acts, deeds, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient; and
- delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

RESOLVED FURTHER THAT that for the purpose of giving effect to this resolution, Buyback Committee be and is hereby authorized to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.

RESOLVED FURTHER THAT no information/ material likely to have a bearing on the decision of the shareholders has been/shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buy back any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer, be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT all the Directors of the Company and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations; to file necessary eforms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.



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RESOLVED FURTHER THAT the common seal of the Company be affixed on relevant documents required to be executed for the Buyback if any, in accordance with the relevant provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT a copy of this Resolution duly certified to be true by any of the Director(s) of the Company or Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company be issued as may be necessary to give effect to the above resolutions.

Certified True Copy

For Archidply Industries Limited

Atul Krishna Romanany Secretary

Company Secretary & Compliance Officer