

RESULT OF THE POSTAL BALLOT

Result of the voting conducted through postal ballot/e-voting on the special resolution passed pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act"), read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modification or reenactment thereof as applicable from time to time, for entering into a lease agreement with M/s. The Mysore Chipboards Limited:

The Company had appointed S.Anand S.S.Rao, Company Secretary in practice as the Scrutinizer for conducting the Postal Ballot including the e-Voting process in a fair and transparent manner in respect of the resolution to be passed by the members of ARCHIDPLY INDUSTRIES LIMITED.

The Company has on 13th November, 2015 completed the dispatch / sending of emails of Notice of Postal Ballot dated 10th November, 2015, Postal Ballot Form along with postage prepaid business reply envelope to its members whose names appeared on the Register of Members / List of Beneficiaries as on 13th November, 2015. The total number of members as on record date was 9127.

Mr. S.Anand S.S. Rao, Company Secretary in practice, Scrutinizer has submitted his report on December 14, 2015

The details of voting relating to the following Special Resolution passed by the members, by means of Postal Ballot, based on the Report received from Mr. S.Anand S.S. Rao, Scrutinizer, are given below:

Resolution No. 1 as SPECIAL RESOLUTION:

Pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof as applicable from time to time) consent of the members of the Company be and is hereby accorded to the Board of Directors ("Board") for entering into a lease agreement with M/s. The Mysore Chipboards Limited to take on lease land admeasuring 229779 square feet situated at Hootgally, Mysore for a period of 15 years with effect from January 1, 2016 or such other date as may be agreed to by the parties, for future expansion plans/ requirements of the Company, for an monthly lease rental of Rs. 1.25 per square feet, totaling to Rs. 2,87,224 per month and security deposit of Rs. 3 crores on the material terms and conditions set out in this notice.



Sl. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	14	4280	0.02	
B	Less: Invalid Postal Ballot forms	0	0	0.00	
C	Net Valid Postal Ballot in physical (A-B)	14	4280	0.02	
	Electronic Mode				
D	Total Postal Ballot Forms received	20	16073224	72.84	
E	Less: Invalid Postal Ballot forms	4	4234428	19.19	
F	Net Valid Postal Ballot in Electronic (D-E)	16	11838796	53.65	
	Total Net Valid Postal Ballot in physical and electronic mode (C+F)	30	11843076	53.67	100.00
G	Postal Ballot Forms with Assent as Special Resolution – Physical	12	4275	0.04	
H	Postal Ballot Forms with Assent as Special Resolution - Electronic	13	11793438	99.58	



	Total Postal Ballot with ASSENT in physical and electronic mode	25	11797713	99.62	99.62
I	Postal Ballot Forms with Dissent as Special Resolution - Physical	2	5	0.00	
J	Postal Ballot Forms with Dissent as Special Resolution – Electronic	3	45358	0.38	
	Total Postal Ballot with DISSENT in physical and electronic mode	5	45363	0.38	0.38
<p>Issued 22065000 Equity shares of ₹. 10/- fully paid up. In brief, Total Votes polled for SPECIAL RESOLUTION is 99.62% and total Votes Polled Against SPECIAL RESOLUTION is 0.38%</p>					

The number of votes cast in favour of the Resolution (11797713 votes) was more than three times the number of votes cast against the resolution (45363 votes) and hence, the Special Resolution under Section 188 of the Companies Act as set out in the notice of Postal Ballot has been approved by the members with the requisite majority.

RESOLUTION NO.1 HAS BEEN PASSED AS A SPECIAL RESOLUTION

The details of the Voting Results with regard to the Special Resolution, as tabulated in the manner required under clause 35A of the Listing Agreement with the Stock Exchanges, are as under:

Category	Shares Held (1)	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	16047137	11792709	73.48	11792709	0	100.00	0.000
Public-Others	6017863	50367	0.83	5004	45363	9.93	90.06
Total	22065000	11843076	53.67	11797713	45363	99.62	0.38



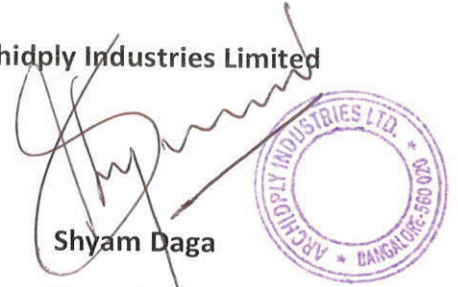
CIN: L65110KA1998PLC004710

The above declared results of the Postal ballot are displayed on the website of the Company www.archidply.com.

Place: Bangalore

Date: 16th December, 2015

For Archidply Industries Limited

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "ARCHIDPLY INDUSTRIES LTD." around the top inner edge and "BANGALORE-560 020" around the bottom inner edge. The signature is written in a cursive style.

Shyam Daga

Managing Director



S ANAND SS RAO

M.Com., LL.B., F.C.S.

COMPANY SECRETARY IN PRACTICE

511, KANCHANJUNGA, ADITYA ENCLAVE,
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14th December, 2015

Hyderabad.

SCRUTINIZER'S REPORT

The Chairman,
ARCHIDPLY INDUSTRIES LIMITED,
No. 29/2, G.K. MANOR, 1st Floor,
Nehru Circle, Seshadripuram,
BANGALORE-560 020

Dear Sir,

The Company had appointed me as the Scrutinizer for conducting the Postal Ballot including the e-Voting process in respect of the resolutions to be passed by the members of **ARCHIDPLY INDUSTRIES LIMITED** (the Company).

I submit my report as under.

1. The Company has on **13 11 2015** completed the dispatch / sending of emails of Notice of Postal Ballot dated **10th November, 2015**, Postal Ballot Form along with postage prepaid business reply envelope to its members whose names appeared on the Register of Members / List of Beneficiaries as on **13th November, 2015**.
2. Particulars of the Postal Ballot Forms received including the votes casted through e-Voting from/by the members have been entered in a register separately maintained for the purpose.
3. The Postal Ballot Forms were kept under my safe custody in sealed and tampered proof ballot boxes before commencing the scrutiny of such Postal Ballot Forms.
4. At **9.00 pm on 13th December, 2015**, I have downloaded the e-Voting Report from the karvy website (<https://evoting.karvy.com>) by using the Scrutinizer's login ID and Password.
5. The Ballot Boxes were opened on **14th December, 2015, at 11.00 AM** in my presence.
6. The Postal Ballot Forms were duly opened in my presence and scrutinized. The shareholding was matched / confirmed with Register of Members of the Company / list of beneficiaries as on **13th November, 2015**.
7. All ballot forms received / votes casted up to the close of working hours (On **13th December, 2015, up to 5.00 PM**) the last date and time fixed by the Company for receipt of the forms / e-Voting were considered for scrutiny.
8. No Envelopes containing the Postal Ballot Forms are received after **5.00 PM on 13th December, 2015**.
9. Envelopes containing the Postal Ballot Forms returned undelivered were not opened and they were kept separately.

10. I did not find any defaced or mutilated ballot papers / forms.

11. Summary of the Postal Ballot Forms Received / Vote Casted through e-Voting are given below:

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RESOLUTIONNO.1 HAS BEEN PASSED AS A SPECIALRESOLUTION

12. I have handed over the Postal Ballot Forms and other related papers / registers and records for the safe custody to the Company Secretary to supervise the Postal Ballot process.

13. You may accordingly declare the result on the voting by Postal Ballot including e-Voting.

Thanking you



(S. Anand S. S. Rao,
Company Secretary in practice
CP NO. 5687

