

MINUTES OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ARCHIDPLY INDUSTRIES LIMITED HELD ON TUESDAY, 27TH SEPTEMBER 2016, AT CITRINE HOTEL, NO- 211 S C ROAD, SHESHADRIPURAM, BENGALURU -560 020 AT 10.30 A.M.

PRESENT

Mr. Shyam Daga, Managing Director & CFO
Mr. Rajiv Daga, Joint Managing Director & CEO
Mr. Kamal Kishore, Statutory Auditor, GRV & PK
Mr. Rajneesh Sharma, VP & Company Secretary

Total of 62 members were present in person and in proxy.

1. CHAIRMAN

Mr. Shyam Daga was elected as the Chairman of the meeting and he presided over the meeting.

2. QUORUM

The Chairman having ascertained the requisite quorum as per section 103 of The Companies Act 2013 was present and called the meeting to order.

3. WELCOME

The Chairman welcomed the members for the Company's 21st Annual General Meeting.

4. REGISTER OF DIRECTORS' SHAREHOLDING & OTHERS

The Chairman informed the members that the Register of Directors' Shareholdings maintained under Section 170 of the Companies Act, 2013 was available at the meeting for inspection by any member till the conclusion of the meeting. The Register of Director's and Key Managerial Personnel, Charge, MOA, Register of Contacts or arrangements in which the directors are interested was available for inspection at the meeting.

5. NOTICE OF THE MEETING

With the consent of the members the Chairman said that the Notice send to members calling the Annual General meeting along with the Directors' report & Auditors' report had been taken as read.

Thereafter the Chairman stated that the Company had provided facility to vote by electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the 21st Annual General Meeting in accordance with the provisions of the



CIN: L85110KA1995PLC018710

Section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules 2013 and applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

The facility to vote by electronic means was open from 10:00 AM on 23rd September 2016 to 5:00 PM on 26th September 2016.

He further stated that Mr. Deepak Sadhu, Practicing Company Secretary was appointed as scrutinizer for conducting the e-voting process.

He further stated that in order to enable the members present at the meeting in person or in proxy to cast the vote by filling up the polling papers and depositing it in the ballot box under the supervision of the scrutinizer.

The Chairman intimated the Members present that the statutory Auditor's Report did not contain any qualification, observations or comments on any financial transaction or matter which have any adverse effect on the functioning of the company. The same was taken as read with the consent of the members present.

The Chairman invited Members present in person to ask questions and offer their comments, if any, on the Annual Report or Notice to the Annual General Meeting. There was no question on specific agenda(s), however certain general queries relating to performance of the Company were raised by some members and that was addressed by the Chairman.

The Chairman also stated that the results of the remote e-voting process and Poll will be announced on receipt of the Scrutinizer's Report and the Scrutiniser's Report will be placed on the Company's website and sent to the Stock Exchanges.

The Chairman thereafter took up the items of Business set out in the Notice of the Meeting:

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon :

"RESOLVED THAT (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2016 including the Audited Balance Sheet as at March 31st 2016 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted."



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Item No.2

To appoint Mr. Deen Dayal Daga (DIN:00497806) who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mr. Deen Dayal Daga (DIN:00497806) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the company and that his period of office be liable to determination by retirement of Directors by rotation.

Item No.3

To ratify the appointment of auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141,142 and other applicable provisions if any, of the Companies Act, 2013 and the allied Rules framed thereunder M/s. GRV & PK Chartered Accountants, Bangalore, as the Statutory Auditors of the Company, to hold office as such till the conclusion of the 22ND AGM be and is hereby ratified to hold office from the conclusion of 21StAGM to the conclusion of the 22nd AGM of the company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties."

SPECIAL BUSINESS:**Item No. 4**

Approval for purchase of raw material,semi finished and finished goods from Wartayar Veneer Industries Pvt.Ltd upto ₹ 50.00 crores per financial year.

"RESOLVED THAT 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 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (LODR) Regulation 2015 with the Stock Exchange(s), consent of the members be and hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2016-17 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Name of the Related Party	Nature of Transaction	Value of Transaction
Wartayar Veneer Industries Private Limited Mynamar	Purchase Raw-Material,Semi-finished and finished goods.	Rs.50 Crores per financial year.



6. VOTE OF THANKS

The meeting terminated with a vote of thanks by Mr. Abhay Chourasia

Declaration of Result

On the basis of the scrutinizers report dated 27.09.2016, the results of e voting and postal ballot was declared on 29.09.2016 and The Chairman declared that all the aforesaid resolutions of Notice of AGM were passed with requisite majority.

Date: 30-09-2016

Place: Bangalore

Chairman



Shyam Daga
Managing Director



DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU

B.Com, MBA (Finance), A.C.S.

ACS No: 39541, CP No: 14992

Web: www.deepaksadhu.com

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Form No.: MGT-13

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies [Management and Administration] Rules, 2014)

To

The Chairman

ARCHIDPLY INDUSTRIES LIMITED

21ST ANNUAL GENERAL MEETING of Equity Share Holders

NO.29/2, G.K.MANOR, IST FLOOR, NEHRU CIRCLE

SHESHADRIPURAM , BENGALURU – 560020

Sub: Consolidated Scrutinizer Report on remote e-voting / Physical ballot forms conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 and voting at the Twenty First Annual General Meeting of the Equity Shareholders of ARCHIDPLY INDUSTRIES LIMITED held on Tuesday, 27th day of September, 2016 at CITRINE HOTEL, No- 211 S C Road, Sheshadripuram, Bengaluru - 560 020, Karnataka at 10:30AM

Dear Sir,

1. I, CS DEEPAK SADHU proprietor of DEEPAK SADHU & CO, COMPANY SECRETARIES, Bangalore appointed as the Scrutinizer for the purpose of e-voting and physical ballot process being carried out , as per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 for the purpose of scrutinizing, in a fair and transparent manner the remote e-voting process, the physical ballot forms received from the shareholders in respect of the

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resolutions passed at the 21st Annual General Meeting of the Equity Shareholders of the Company held on 27th day of September, 2016 at 10:30 AM.

2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to the voting through electronic means and physical ballot voting on the resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process and physical ballot is restricted to make a scrutinizer's report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions as per Annexure, based on the reports generated from the e-voting system provided by Karvy Computershare Pvt. Ltd., the authorized agency to provide e-voting facilities, engaged by the Company and of the voting ballots received at the AGM.
3. The Notice dated 01st Sept, 2016 as per section 101 of the Companies Act, 2013 along with the statement setting out material facts under section 102 of the Act was sent to the shareholders in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "The Financial Express" (English) and "Hosa Digantha " (Kannada).
4. The Notice was also hereby given pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies [Management and Administration Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that the Register of Members of the Company and Share Transfer Books will remain closed from September 21st, 2016 to September 27th, 2016 (both days inclusive).
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company provided remote e-voting facility to cast vote through electronic mode which commenced from 9.00 am on September 23rd, 2016 to 5.00 pm on

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September 26th, 2016 on the resolutions as per Annexure by the members of the company.

6. The Company had availed the e-voting facility offered by Karvy Computershare Pvt. Ltd., (i.e., <https://evoting.karvy.com>) for conducting remote e-voting by the shareholders of the company.
7. The e-voting process was unblocked by me on Sep 26th 2016 at 6:17 pm.
8. The votes cast through e-voting process was unblocked by me on 27th September 2016 at 11.14 am after the adjournment of Annual General Meeting in the presence of 2 witnesses who are not in employment of the Company and who witnessed to the unblocking of votes.
9. The final report generated was tabulated by me and the data regarding the final e-votes and physical votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of Karvy Computershare Pvt. Ltd., (i.e., <https://evoting.karvy.com>)
10. At the Annual General Meeting (AGM) held on 27th September 2016, the chairman of the Annual General Meeting had provided polling papers to enable those shareholders who had not casted their votes by e-voting facility in respect of Resolutions (Items No. 1 to 4 as set out in the Notice of the 21st Annual General Meeting of the Company), to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.
11. My consolidated report of the votes cast by shareholders through remote e-voting and physical ballot at the AGM with their pattern of voting is, as per the Annexure annexed to this report.



ANNEXURE:

The consolidated result of e-voting & physical ballot is as under:

1. RESOLUTION NO.1 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -
Consider and adoption of audited financial statements for the year ended
March 31, 2016, the Board's Report and Auditors thereon.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
46	16118145	100%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	01	0%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
0	0



2. RESOLUTION NO.2 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -
Appointment of Mr. Deen Dayal Daga, who retires by rotation, being eligible, offers himself for re-appointment.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
43	15103525	99.998%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
02	301	0.0020%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
0	0

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
2	1014320

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3. RESOLUTION NO.3 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -
Appointment of GRV &PK, Chartered Accountants, as auditors and fix their remuneration.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
44	16043124	99.5345%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
03	75022	0.4655%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	0

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A Compilation of data containing a list of equity shareholders/custodians/proxies who voted in "FAVOUR", "AGAINST" and "INVALID VOTES" for each resolution is enclosed.

All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 21st Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe custody.

Thanking You,

Place : Bangalore

Date : 27th September, 2016



Yours Faithfully,

(CS DEEPAK SADHU)

Proprietor

DEEPAK SADHU & CO, COMPANY SECRETARIES

Scrutinizer