

Ref: AIL/BSE/SEC-02/

17th August 2017

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

Dear Sir/Madam,

Sub: Submission of Notice of Annual General Meeting.

Ref: BSE Scrip Code: 532994

NSE: Stock Code: Archidply

Please find enclosed herewith a copy of Notice of 22nd Annual general Meeting (AGM) of the members of Archidply Industries Limited Schedule to be held on Tuesday 12th September 2017 at 10:30 A.M at Hotel Citrine, S.C Road, Sheshadripuram, Bengaluru - 560020 .

This is for your information and record.

Thanking you.
Yours faithfully,

For Archidply Industries Limited


(Rajneesh Sharma)
Company Secretary



Encl: a/a

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

NOTICE OF MEETING

NOTICE is hereby given that the **TWENTY SECOND ANNUAL GENERAL MEETING of ARCHIDPLY INDUSTRIES LIMITED** will be held on Tuesday 12th September, 2017 at 10.30 a.m. at CITRINE HOTEL, No- 211, S C Road, Sheshadripuram, Bengaluru -560 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 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.
2. To appoint a Director in place of Mr. Shyam Daga (DIN:0056180) who retires by rotation as per Section 152(6) of Companies Act 2013 and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration by passing the following resolution, with or without modification(s), 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 Priti Jhavar & Co. Chartered Accountant ICAI (Firm Reg. No.328818E), be and is hereby appointed as the Statutory Auditor of the Company to hold office for a term of 5(Five) Consecutive year from the conclusion of this Annual General meeting until the Conclusion of 27th (Twenty Seventh) Annual General Meeting and Subject to ratification of the appointment for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment.

RESOLVED FURTHER 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.”

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Place : Bengaluru
Date : 30th May, 2017

Rajneesh Sharma
Company Secretary & Vice President

Registered Office:

29/2 G.K. Manor, 1st Floor, Nehru Circle,
Sheshadripuram, Bengaluru 560 020.
CIN: L85110KA1995PLC018710

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office of the company not less forty eight hours before the commencement of the meeting. A proxy form for the Agm is enclosed.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. In terms of the relevant provision of the Companies Act 2013, it is proposed to appoint Priti Jhawar & Co. Chartered Accountant as Statutory Auditors as per details contained in the resolution relating to Item No. 3 of this Notice in place of M/S GRV & PK Chartered Accountant. The change in the Statutory Auditors is proposed in the recognition of the regulatory changes prescribed under the Companies Act, 2013 and the rules made there under.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 4th September, 2017 to 12th September 2017 (both days inclusive) in connection with the Annual General Meeting.
5. Interm of Section 149 read with Section 152 of the Companies Act 2013 the provisions of retirement by Rotation are not applicable to Independent Directors. Therefore the Director to retire by rotation is been Executive Director, Mr. Shyam Daga who is eligible for Re-appointment
6. Members may please bring the Admission Slip duly filed in and may hand over the same at the entrance to the Meeting Hall.
7. Members/Proxy holders are requested to bring their copies of the Annual Report to the meeting as no further copies would be made available as a measure of austerity.
8. The shareholders seeking information on accounts published herein are requested to furnish their queries to the Company at least ten days before the date of the meeting to facilitate satisfactory replies.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The relevant documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the meeting.
11. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited Unit Archidply Industries Limited, Karvy Selenium, Tower- B, Plot No 31 & 32., Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032.

12. E-voting

(1) PROCEDURE AND INSTRUCTIONS FOR E-VOTING& INSTAPOLL

The procedure and instructions for e-voting & Instapoll are as follows:

1. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

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

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email SCRUTINIZER@SCRUTINIZER.COM with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/ Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- ii. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

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

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B. Venkata Kishore (Unit: COMPANY NAME) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 4th September 2017, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

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

Example for NSDL:

MYEPWD <SPACE> IN30039412345678 (DP-ID + CL-ID)

Example for CDSL:

MYEPWD <SPACE> 1202300012345678 (16 DIGITS NUMERIC)

Example for Physical:

MYEPWD <SPACE> XXXX1234567890 (EVEN NO. + FOLIO NO.)
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- (2) In case of any query pertaining to evoting, please visit Help & FAQ's section of evoting user manual for shareholders available at the download section of <http://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at toll free no.1-800-3454-001.
- (3) Member can cast their vote online from 9:00 A.M on 6th September 2017 to 5:00 P.M on 11th September, 2017.
- (4) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut- off date , being Monday, 4th September, 2017.
- (5) The Board of Directors have appointed Mr.Deepak Sadhu, Company Secretary in practice, as a Scrutinizer to scrutinize the e- voting process in a fair and transparent manner
- (6) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting unblock the votes in the presence of at least two (2) witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (7) The results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolution (s)
- (8) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, www.archidply.com and Service provider's Website (<https://evoting.karvy.com>) within 2 days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges

AS PER THE REQUIREMENT OF SEBI (LODR) REGULATION 2015 AND SECTION 152 OF COMPANIES ACT 2013 ON CORPORATE GOVERNANCE FOR RE-APPOINTMENT OF THE RETIRING DIRECTOR, A STATEMENT CONTAINING DETAIL OF THE CONCERNED DIRECTOR ARE GIVEN BELOW:

| | |
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| Name Of Director | Mr. Shyam Daga |
| Director Identification Number(DIN) | 00561803 |
| Date of Birth | 13.02.1975 |
| Date of Appointment | 18.01.2004 |
| Qualification | Commerce Graduate from St.Xavier's Calcutta University. |
| Expertise in specified functional area | Having 20 years of Experience in managing the overall administration operation Finance & Account in the wood panel industry. |
| Shareholding in Archidply Industries Limited | 766160 |
| List of outside Directorship held excluding Alternate Directorship / Foreign Company and Private Companies. | The Mysore Chipboards Limited |
| Chairman/ Member of the Committee of the Board of Directors of the Company | Refer to Report on CORPORATE GOVERNANCE |

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Place : Bengaluru
Date : 30th May, 2017

Rajneesh Sharma
Company Secretary & Vice President

Registered Office:
29/2 G.K. Manor, 1st Floor, Nehru Circle,
Sheshadripuram, Bengaluru 560 020.
CIN: L85110KA1995PLC018710