



ANNUAL REPORT 2017 - 18



Laminates • Veneers • Plywood • Pre-Lam

CORPORATE INFORMATION

Board of Directors

Mr. Deen Dayal Daga
Chairman

Mr. Rajiv Daga
Managing Director & CEO

Mr. Shyam Daga
Executive Director

Mr. Mohammed Shahid Aftab
Director

Mr. Bharath Kumar Hukumchand Rathi
Director

Smt. Shanti Varadaraj Mallar
Director

Chief Financial Officer

Mr. Anil Sureka

Company Secretary & Compliance Officer

Mr. Rajneesh Sharma

Registered Office

Plot No. 7, Sector - 9, IIE, SIDCUL
Pantnagar, Rudrapur,
Udham Singh Nagar - 263153
Ph : 05944 - 250270, 250269
E-mail: info@archidply.com Website:
www.archidply.com
CIN : L85110UR1995PLC008627

Auditors

M/s Priti Jhavar & CO
Chartered Accountants,
Ganapathi Plaza, #58,
59th A Cross Road, 4th N Block,
Rajaji Nagar, Bengaluru - 560 010.
Ph: 080 - 23120689

Plant Location

Chintamani Unit

19, KSSIDC Industrial Area,
Kathamachanahalli, Chintamani,
Chickaballapur, Karnataka - 563 125.

Rudrapur Unit

Plot - 7, Sector - 9, IIE, SIDCUL
Pant Nagar, Rudrapur Unit,
Udham Singh Nagar,
Uttarakhand - 263 153.

Registrar Share Transfer Agent

Karvy Computershare Pvt. Ltd.
Karvy Selenium, Tower - B, Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad - 500 032.
Tel: 91 04 67161500
Email Id : einward.ris@karvy.com

Bankers

State Bank of India

SME South Extension Branch,
N - 3, Ring Road, South Extension - I,
New Delhi - 110049.

Vijaya Bank

Corporate Banking Branch,
Head Office Building,
42/1, M.G. Road,
Bengaluru - 560 001.

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NOTICE OF MEETING

NOTICE is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING (AGM)** of **ARCHIDPLY INDUSTRIES LIMITED** will be held on Tuesday, 25th September, 2018 at 10.30 a.m. at HOTEL RUDRA CONTINENTAL KASHIPUR BYPASS ROAD RUDRAPUR. , Uttarakhand -263153 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 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. Rajiv Daga (DIN: 1412917) who retires by rotation as per Section 152(6) of Companies Act 2013 is being eligible offers himself for re-appointment.
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. Priti Jhavar & Co. Chartered Accountant (ICAI Firm Reg. No. 328818E), as the Statutory Auditors of the Company, to hold office as such till the conclusion of the 24th AGM, be and is hereby ratified to hold office from the conclusion of 23rd AGM to the conclusion of the 24th 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."

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Place: Bengaluru
Date: 30th May, 2018

Rajneesh Sharma
Company Secretary & Vice President

Registered Office:

Plot no. 7, Sector-9,
IIE SIDCUL Pantnagar,
Rudrapur, Udham Singh Nagar,
Uttarakhand -263153
CIN: L85110UR1995PLC008627

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.

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.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive) in connection with the Annual General Meeting.
3. In terms 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. Rajiv Daga is eligible for Re-appointment.
4. At the Annual General Meeting held on 12th September, 2017, M/s Priti Jhavar & Co., Chartered Accountants (ICAI Firm Reg. No. 328818E), were appointed as the Statutory Auditors of the Company for a period of 5 years up to the conclusion of 27th Annual General Meeting to be held in 2022. In terms of the provisions of Section 139 (1) of the Companies Act, 2013, the appointment of Statutory Auditors for the above tenure is subject to ratification by members at every AGM. Accordingly ratification of the members is sought for the business as set out in item 3 of the Notice
5. Members may please bring the Admission Slip duly filed in and may hand over the same at the entrance to the Meeting Hall.
6. 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.
7. 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.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit PAN to their Depository Participant with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agents, Karvy Computershare Private Limited.
9. SEBI vide its notification dated 08/06/2018 has mandated that, except in case of transmission or transposition of securities , requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository. Members holding shares in physical form are therefore requested to dematerialize their share certificates.
10. 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.
11. 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
12. 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 – 500 032.

13. E-voting

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

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

- I. 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) **xxxxx** 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 csdeepak.sadhu@gmail.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: Archidply Industries Limited) 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 2222 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., 17th September, 2018, 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 19th September, 2018 to 5:00 P.M on 24th September, 2018.
- (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 17th September, 2018.
- (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

| | |
|--|---|
| Name Of Director | Mr. Rajiv Daga |
| Director Identification Number(DIN) | 1412917 |
| Date of Birth | 26.04.1978 |
| Date of Appointment | 24.12.2004 |
| Qualification | B.E. (Industrial) |
| Expertise in specified functional area | Having over 16 year's experience in the fields of managing wood based industries. |
| Shareholding in Archidply Industries Limited | 646500 |
| List of outside Directorship held excluding Alternate Directorship / Foreign Company and Private Companies. | The Mysore Chipboards Limited. Archidply Décor 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, 2018

Rajneesh Sharma
Company Secretary & Vice President

Registered Office:
Plot No.7, Sector-9,
IIE SIDCUL Pantnagar,
Rudrapur, Udham Singh Nagar,
Uttarakhand – 263 153.
CIN: L85110UR1995PLC008627

DIRECTORS' REPORT**TO THE MEMBERS OF
ARCHIDPLY INDUSTRIES LIMITED**

Your Directors are pleased to present the Twenty third Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2018.

FINANCIAL RESULTS

The financial results of the Company during the year under review are summarized as under:

| Particulars | (Rs. In Lakhs) | |
|---|--|--|
| | Year ended 31 st March, 2018 | Year ended 31 st March, 2017 |
| Revenue from Operations | 30,872.29 | 29,491.24 |
| Other Income | 293.92 | 188.70 |
| Total Income | 31,166.22 | 29,679.94 |
| Profit Before Financial expenses & Depreciation | 1904.99 | 2297.97 |
| Less: Depreciation & Amortization Expenses | 522.86 | 479.70 |
| Less: Finance Costs | 998.68 | 986.35 |
| Profit before tax | 383.45 | 831.92 |
| Taxation | 132.56 | 162.04 |
| Profit after tax | 250.89 | 669.88 |
| Other Comprehensive Income | (4.71) | (63.23) |
| Total Comprehensive Income | 246.18 | 606.65 |

OPERATIONAL REVIEW:

The highlights of the Company's standalone performance are as under:

- The Total Income of the Company during the year under review increased by 5% from Rs. 29,679.94 lakhs to Rs. 31,166.22 lakhs.
- The Profit Before Tax (PBT) decreased by 53.90% from Rs. 831.92 lakhs in the previous year to Rs. 383.45 Lakh.
- Profit after tax (PAT) decreased by 62.54% from Rs. 669.88 lakhs in the previous year to Rs. 250.89 Lakh.
- The Profits of the Company has decreased during the current financial year because of the following:
 - (i) The company has made the provision of Rs. 1.23 crores towards the advance made to Wartayar Veneer Industries P Limited, Myanmar for supply of Face Veneer, as the production at Wartayar Veneer Ind P Ltd, Myanmar has been stopped due to non-availability of Timber.
 - (ii) The increase in Depreciation due to the capital expenditure by Company for expansion of capacity of Laminate Division.
 - (iii) The increase in the cost of Goods consumed by 19.48% and not able to pass on the same to the customer fully as due to the increased competition

DEMERGER OF THE COMPANY:

In order to achieve geographical operational efficiencies and unlock shareholders value, and to concentrate its growth efforts in a focused manner, introduce different strategies for growth and different focus for alliance / ventures the management of the Company has proposed to separate each business undertaking based on the commercial objectives and relevant geographies of the undertaking into separate company.

At present the company has two manufacturing units, one at Rudrapur- Uttarakhand and another at Chintamani – Karnataka. The demerger of the units in two companies will give each company an opportunity to concentrate its growth efforts in focused manner.

The Board of Directors in the meeting held on 30th May 2018 have approved the scheme of arrangement for demerger of Chintamani Unit into Archidply Décor Ltd., subject to necessary approval of Creditors, Banks, Stock Exchange and National Company Law Tribunal under the Company's Act and other applicable laws. The detailed scheme of Demerger is available on the website of the Company, www.archidply.com.

DIVIDEND:

Keeping in view to further improve the capacity utilization and consolidate its existing facilities, the Board has considered prudent to conserve and retain the profit for further improvement. The Board regrets its inability to recommend any dividend.