

ANNUAL REPORT

2018-19

ARCHIDPLY®
Since 1976
INDUSTRIES LIMITED

CORPORATE INFORMATION

Board of Directors

Deen Dayal Daga
Chairman

Rajiv Daga
Managing Director & CEO

Shyam Daga
Executive Director

Mr. Mohammed Shahib 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,
Pant Nagar, Rudrapur,
Udham Singh Nagar,
Uttarakhand - 263153
Ph : 05944 - 250270, 250269
e-mail : info@archidply.com
Website : archidply.com
CIN : L85110UR1995PLCO08627

Auditors :

M/s. Priti Jhawar & 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 :

Survey No. 19, KSSIDC Industrial Area,
Katamachanahalli, Chintamani,
Chikkaballapur, Karnataka, 563125

Rudrapur Unit :

Plot No. 7, Sector 9, IIE, SIDCUL,
Pant Nagar, Rudrapur,
Udham Singh Nagar,
Uttarakhand - 263153

Registrar Share Transfer Agent :

Karvy Fintech Private Limited
Karvy Selenium, Tower - B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally Mandal,
Hyderabad - 500032
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,
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 FOURTH ANNUAL GENERAL MEETING (AGM)** of **ARCHIDPLY INDUSTRIES LIMITED** will be held on Wednesday, 25th September, 2019 at 10.30 a.m. at Plot No 7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 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. Deendayal Daga (DIN: 00497806) who retires by rotation as per Section 152(6) of Companies Act 2013 is being eligible offers himself for re-appointment.

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Place: Bengaluru
Date: 16/05/2019

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.
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. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2019 to 24th September, 2019 (both days inclusive) in connection with the Annual General Meeting.
4. 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. Deendayal Daga is eligible for Re-appointment.
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 Fintech 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 Fintech Private Limited Unit Archidply Industries Limited, Karvy Selenium, Tower- B, Plot No 31 & 32., Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032.

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 Fintech 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) 4946 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 – 4946 (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 Fintech 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., 17th September 2019, 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 Fintech 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 2019 to 5:00 P.M on 24th September, 2019.
 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,2019
 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. Deendayal Daga
Director identification Number (DIN)	00497806
Date of Birth	10.04.1942
Date of Appointment	30/05/2015
Qualification	Bachelor of Laws(LLB)
Expertise in specified functional area	Industrialist having 46years of expertise in establishing and successfully running the woodpanel & tea industry.
Shareholding in Archidply Industries Limited	771620
List of outside Directorship held excluding Alternate Directorship/ Foreign Company and Private Companies	The Mysore Chip Boards 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: 16/05/2019

Rajneesh Sharma
Company Secretary & Vice President

Registered Office:

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

DIRECTORS' REPORT

TO THE MEMBERS OF ARCHIDPLY INDUSTRIES LIMITED

Your Directors are pleased to present the Twenty fourth Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2019.

FINANCIAL RESULTS

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

(Rs. In Lakhs)

Particulars	Year ended 31.03.19	Year ended 31.03.18
Revenue from Operations	33,042.23	30,872.29
Other Income	156.81	293.93
Total Income	33,199.04	31,166.22
Profit Before Financial expenses & Depreciation	2133.49	1904.99
Less: Depreciation & Amortization Expenses	641.15	522.86
Less: Finance Costs	983.47	998.68
Profit before tax	508.87	383.45
Taxation	62.57	132.56
Profit after tax	446.30	250.89
Other Comprehensive Income	(0.85)	(4.71)
Total Comprehensive Income	445.45	246.18

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 6.52% from Rs. 31,166.22 lakhs to Rs.33,199.04 lakhs.
- The Profit Before Tax (PBT) increased by 32.71 % from Rs. 383.45 lakhs in the previous year to Rs. 508.87 Lakh.
- Profit after tax (PAT) increased by 77.89 % from Rs. 250.89 lakhs in the previous year to Rs. 446.30 Lakh.

DEMERGER OF THE COMPANY

The petition for approval of scheme of arrangement for Demerger of Chintamani Unit of the Company into Archidply Décor Limited has been filed with the National Company Law Tribunal, Allahabad and the matter is under consideration.

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.