



ANNUAL REPORT

2019-20



CORPORATION INFORMATION

Board of Directors:

Deen Dayal Daga
Chairman

Rajiv Daga
Managing Director & CEO

Shyam Daga
Executive Director

Mohammed Shahib Aftab
Director

Bharath Kumar Hukumchand Rathi
Director

Shanthi Varadaraj Mallar
Director

Anil Sureka
Chief Financial Officer

Atul Krishna Pandey
Company Secretary & Compliance Officer

Registered Office:

Plot No. 7, Sector 9, IIE, SIDCUL,
Pant Nagar, Rudrapur,
Udham Singh Nagar, Uttarakhand – 263153
Ph. No. 05944-250270, 250269
Email: cs@archidply.com
Website: www.archidply.com
CIN: L8511UR1995PLC008627

Corporate Office:

2/9, 1st Floor, W.H.S. Kirti Nagar
New Delhi - 110015
Ph. No. 011-45642555, 45530828

Auditors:

M/s. Priti Jhawar & Co.
Chartered Accountants
Ganapathi Plaza, #58,
59th A Cross Road, 4th N Block,
Rajaji Nagar, Bengaluru 560010
Ph. No. 080-23120689

Plant Location:

Rudrapur Unit: Plot No. 7, Sector 9, IIE, SIDCUL,
Pant Nagar, Rudrapur, Udham Singh Nagar, Uttara-
khand – 263153

Registrar Share Transfer Agent:

KFIN Technologies Private Limited

Selenium Tower B, Plot Nos. 31 & 32 | Financial
District, Nanakramguda, Serilingampally Mandal,
Hyderabad - 500 032
Phone: +91 40 6716 1585 (Direct)
Mail id: kishore.bv@kfintech.com
Website: www.kfintech.com

Bankers:

State Bank of India

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

Bank of Baroda

Corporate Financial Service Branch
Head Office Building,
3rd Floor, 42/1, M.G. Road,
Bengaluru - 560001

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NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING (AGM) OF ARCHIDPLY INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, 29TH SEPTEMBER, 2020 AT 11.30 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 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.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and all other applicable guidelines for managerial remuneration issued by the Central Government from time to time or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person, authorized by the Board in this behalf), consent of the Members be and is hereby accorded to the appointment of Mr. Deen Dayal Daga (DIN : 00497806) as the Executive Chairman of the Company, on the terms and conditions as set out below :

Period of Appointment:

5(five) years with effect from 30th May, 2020 to 29th May, 2025 with liberty to either party to terminate the appointment by three months' notice in writing to the other.

Remuneration:

a) Salary: Rs. 2,00,000/- (Rupees Two lakh only) per month with such annual increment (s) as the Board may decide from time to time, subject however, to a ceiling of Rs. 3,00,000/- (Rupees three Lakhs only) per month.

b) Perquisites:

i) Housing:

A) Residential accommodation or house rent allowance @60% of the salary.

B) Expenses pertaining to electricity, water charges, telephone bills and all other expenses for the upkeep and maintenance thereof and the expenditure incurred thereon will be borne / reimbursed by the Company.

C) Company shall provide such furniture, fixtures and furnishings as approved by the Board of Directors (which includes any committee thereof) of the Company from time to time.

ii) Leave / Holiday Travel Expenses : Reimbursement of leave/ holiday Travel expenses (like travel fare, lodging ,boarding , conveyance and other expenses) incurred on one or more occasions in a year whether in India or abroad in respect of himself and family subject to the condition that reimbursement shall not exceed one month's basic salary per annum. The entitlement for any one year to the extent not availed shall be allowed to be accumulated up to next two years

- iii) Medical Expenses: Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) for self and family, which shall include spouse, children and dependent parents, at actual.
- iv) Club Fees: Reimbursement of membership fees for one club in India including admission and life membership fees.
- v) Leave and encashment of leave: Leave with full pay or encashment thereof as per the rules of the Company.
- vi) Personal Accident Policy: Personal Accident Insurance Policy of such amount as may be decided by the Board of Directors (which includes any committee thereof) the premium of which shall not exceed of Rs. 10000/- per annum.
- vii) Contribution to Provident Fund, Superannuation or Annuity Fund: The company's contribution to Provident Fund and Superannuation and Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax, Act, 1961.
- viii) Gratuity and /or contribution to Gratuity Fund of the Company: Gratuity at the rate of half month's salary for each completed year of service.
- ix) Cars: Company maintained one car, as per the Rules of the Company.
- x) Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company as per the rules applicable to the Company. Traveling expenses of spouse accompanying the Chairman on any official overseas or inland trip will be governed as per the Rules applicable to the Company.
- xi) Other Allowance/benefits/perquisites: Any other allowances, benefits and perquisites as per the Rules applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.
- xii) Sitting Fees: The Chairman shall not be entitled to any sitting fees for attending meetings of the Board or any committee thereof.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 196,197,203 and all other applicable provisions of the Act read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law. So long as Mr. Deen Dayal Daga functions as the Chairman of the Company, he shall be subject to retirement by rotation.

For the purposes of Gratuity, provident fund, Superannuation and other like benefits, if any, the service of Mr. Deen Dayal Daga, Chairman will be considered as continuous service with the Company from the date of his joining as Chairman and Managing Director i.e. 1st July, 2007.

RESOLVED FURTHER THAT the consent of the members be and is hereby also accorded for the age of the Chairman being more than 70 years for appointment as Chairman of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the remuneration and perquisites from time to time so as to be in conformity with the Law, for the time being in force.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the fore going amount of remuneration and perquisites shall be paid to Mr. Deen Dayal Daga subject to the applicable provisions of Schedule V of the Act and prior approval of the Central Government, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution,"

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and all other applicable guidelines for managerial remuneration issued by the Central Government from time to time or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person, authorized by the Board in this behalf), consent of the Members be and is hereby accorded to the appointment of Mr. Shyam Daga (DIN : 0056180) as the Executive Director of the Company, on the terms and conditions as set out below :

Period of Appointment:

5(five) years with effect from 30th May, 2020 to 29th May, 2025 with liberty to either party to terminate the appointment by three months' notice in writing to the other.

Remuneration:

a) Salary: Rs. 1,50,000/- (Rupees One lakh fifty thousand only) per month with such annual increment (s) as the Board may decide from time to time, subject however, to a ceiling of Rs. 2,50,000/- (Rupees Two Lakhs fifty thousand only) per month.

b) Perquisites:

i) Housing:

A) Residential accommodation or house rent allowance @50% of the salary.

B) Expenses pertaining to electricity, water charges, telephone bills and all other expenses for the upkeep and maintenance thereof and the expenditure incurred thereon will be borne / reimbursed by the Company.

C) Company shall provide such furniture, fixtures and furnishings as approved by the Board of Directors (which includes any committee thereof) of the Company from time to time.

ii) Leave / Holiday Travel Expenses : Reimbursement of leave/ holiday Travel expenses (like travel fare, lodging ,boarding , conveyance and other expenses) incurred on one or more occasions in a year whether in India or abroad in respect of himself and family subject to the condition that reimbursement shall not exceed one month's basic salary per annum. The entitlement for any one year to the extent not availed shall be allowed to be accumulated up to next two years.

iii) Medical Expenses: Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) for self and family, which shall include spouse, children and dependent parents, at actual.

iv) Club Fees: Reimbursement of membership fees for one club in India including admission and life membership fees.

v) Leave and encashment of leave: Leave with full pay or encashment thereof as per the rules of the Company.

vi) Personal Accident Policy: Personal Accident Insurance Policy of such amount as may be decided by the Board of Directors (which includes any committee thereof) the premium of which shall not exceed Rs. 10000/- per annum.

- vii) Contribution to Provident Fund, Superannuation or Annuity Fund: The company's contribution to Provident Fund and Superannuation and Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax, Act, 1961.
- viii) Gratuity and /or contribution to Gratuity Fund of the Company: Gratuity at the rate of half month's salary for each completed year of service.
- ix) Cars: Company maintained one car, as per the Rules of the Company.
- x) Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company as per the rules applicable to the Company. Traveling expenses of spouse accompanying the Chairman on any official overseas or inland trip will be governed as per the Rules applicable to the Company.
- xi) Other Allowance/benefits/perquisites: Any other allowances, benefits and perquisites as per the Rules applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.
- xii) Sitting Fees: The Chairman shall not be entitled to any sitting fees for attending meetings of the Board or any committee thereof.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 196,197,203 and all other applicable provisions of the Act read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law. So long as Mr. Shyam Daga functions as the Executive Director of the Company, he shall be subject to retirement by rotation.

For the purposes of Gratuity, provident fund, Superannuation and other like benefits, if any, the service of Mr. Shyam Daga, Executive Director will be considered as continuous service with the Company from the date of his joining as Joint Managing Director the 18th January, 2007

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the remuneration and perquisites from time to time so as to be in conformity with the Law, for the time being in force.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and perquisites shall be paid to Mr. Shyam Daga subject to the applicable provisions of Schedule V of the Act and prior approval of the Central Government, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197,203 and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and all other

applicable guidelines for managerial remuneration issued by the Central Government from time to time or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person, authorized by the Board in this behalf), consent of the Members be and is hereby accorded to the appointment of Mr. Rajiv Daga (DIN : 01412917) as the Managing Director & CEO of the Company, on the terms and conditions as set out below :

Period of Appointment:

5(five) years with effect from 30th May, 2020 to 29th May, 2025 with liberty to either party to terminate the appointment by three months' notice in writing to the other.

Remuneration:

a) Salary: Rs. 1,50,000/- (Rupees One lakh fifty thousand only) per month with such annual increment (s) as the Board may decide from time to time, subject however, to a ceiling of Rs. 2,50,000/-(Rupees Two Lakhs fifty thousand only) per month.

b) Perquisites:

i) Housing:

A) Residential accommodation or house rent allowance @60% of the salary.

B) Expenses pertaining to electricity, water charges, telephone bills and all other expenses for the upkeep and maintenance thereof and the expenditure incurred thereon will be borne / reimbursed by the Company.

C) Company shall provide such furniture, fixtures and furnishings as approved by the Board of Directors (which includes any committee thereof) of the Company from time to time.

ii) Leave / Holiday Travel Expenses : Reimbursement of leave/ holiday Travel expenses (like travel fare, lodging ,boarding , conveyance and other expenses) incurred on one or more occasions in a year whether in India or abroad in respect of himself and family subject to the condition that reimbursement shall not exceed one month's basic salary per annum. The entitlement for any one year to the extent not availed shall be allowed to be accumulated up to next two years.

iii) Medical Expenses: Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) for self and family, which shall include spouse, children and dependent parents, at actual.

iv) Club Fees: Reimbursement of membership fees for one club in India including admission and life membership fees.

v) Leave and encashment of leave: Leave with full pay or encashment thereof as per the rules of the Company.

vi) Personal Accident Policy: Personal Accident Insurance Policy of such amount as may be decided by the Board of Directors (which includes any committee thereof) the premium of which shall not exceed Rs. 10000/- per annum.

vii) Contribution to Provident Fund, Superannuation or Annuity Fund: The company's contribution to Provident Fund and Superannuation and Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax, Act, 1961.

viii) Gratuity and /or contribution to Gratuity Fund of the Company: Gratuity at the rate of half month's salary for each completed year of service.

ix) Cars: Company maintained one car, as per the Rules of the Company.

x) Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company as per the rules applicable to the Company. Traveling expenses of spouse accompanying the Chairman on any official overseas or inland trip will be governed as per the Rules applicable to the Company.

xi) Other Allowance/benefits/perquisites: Any other allowances, benefits and perquisites as per the Rules applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.

xii) Sitting Fees: The Chairman shall not be entitled to any sitting fees for attending meetings of the Board or any committee thereof.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 196,197,203 and all other applicable provisions of the Act read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law. So long as Mr. Rajiv Daga functions as the Managing Director & CEO of the Company, he shall be subject to retirement by rotation.

For the purposes of Gratuity, provident fund, Superannuation and other like benefits, if any, the service of Mr. Rajiv Daga, Managing Director & CEO will be considered as continuous service with the Company from the date of his joining as Joint Managing Director the 18th January, 2007

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the remuneration and perquisites from time to time so as to be in conformity with the Law, for the time being in force.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and perquisites shall be paid to Mr. Rajiv Daga subject to the applicable provisions of Schedule V of the Act and prior approval of the Central Government, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

6. To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mrs. Shanthi Varadaraj Mallar (DIN : 07114866), as an Independent Director of the Company for a period of five years with effect from 11th March, 2020 not liable to retire by rotation."

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the Members of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2020 up to the maximum per annum amounts as appended below:

Name of the Related Party	Nature of Transaction	Value of Transaction
Assam Timber Products Pvt Ltd	Sale, Purchase or supply of any goods, materials	Rs. 50 Crore
Assam Timber Products Pvt Ltd	Royalty	Rs. 1 Crore
The Mysore Chipboards Limited	Lease Rent	Rs. 1 Crore
Archid Décor Limited	Rent	Rs. 10 Lac
Archid Décor Limited	Sale, Purchase or supply of any goods, materials	Rs. 25 Crore
Archid Panel Product	Royalty	Rs. 50 Lac

“RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to vary the terms & condition of the aforesaid agreement/arrangement from time to time and to take perform and execute such further steps, acts, deeds and matter as may be necessary proper or expedient to give effect to this resolution.”

Place: Delhi
Date: 28.08.2020

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED
Atul Krishna Pandey
Company Secretary
M. No. A47815

Registered Office:

Plot No 7, Sector-9,
Integrated Industrial Estate,
SIDCUL, Pant Nagar, Rudrapur,
Udham Singh Nagar,
Uttarakhand -263153.
CIN: L85110UR1995PLC008627

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
3. The Register of Member and Share Transfer Books of the Company will remain closed from from 23rd of September, 2020 to 29th of September, 2020 (both days inclusive) in connection with the Annual General Meeting.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM