

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING (AGM) OF ARCHIDPLY INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2022 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 7, SECTOR - 9, INTEGRATED INDUSTRIAL ESTATES, SIDCUL, PANT NAGAR, DIST. UDAM SINGH NAGAR, RUDRAPUR, UTTARAKHAND, 263153 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited standalone financial statements of the company for the financial year ended March 31, 2022, together with 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, 2022, together with the report of the auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
 - (a) **"RESOLVED THAT** the audited standalone financial statements of the company for the financial year ended March 31, 2022 and the reports of the board of directors and auditors thereon as circulated to the shareholders, be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the audited consolidated financial statements of the company for the financial year ended March 31, 2022 and the report of auditors thereon as circulated to the shareholders, be and are hereby considered and adopted."
2. To appoint a Director in place of Mr. Deen Dayal Daga (DIN: 00497806) who retires by rotation as per Section 152(6) of Companies Act 2013 and being eligible offers himself for re appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mr. Deen Dayal Daga (DIN: 00497806), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby appointed as a director of the company, liable to retire by rotation."
3. To appoint M/s GRV & PK Chartered Accountants (Firm Regn. No. 008099S) as the Statutory Auditors of the Company in the place of M/s Priti Jhavar & Co., Chartered Accountants (Firm's Registration No. 328818E) and to fix their remuneration, 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s GRV & PK Chartered Accountants (Firm Regn. No. 008099S), be and are hereby appointed as the Statutory Auditors of the Company in the place of M/s Priti Jhavar & Co., Chartered Accountants (Firm's Registration No. 328818E), the retiring Statutory Auditors, to hold the office from the conclusion of the 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

4. Change in designation of Mr. Shyam Daga (DIN: 0056180) from Executive Director to Non-Executive Director, effective from 1st October, 2022:

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of section 152, of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made thereunder, approval of the Members of the Company be and is hereby accorded to the change in designation of Mr. Shyam Daga from Executive Director to Non-Executive Director of the Company being liable to retire by rotation of Directors with effect from 1st October, 2022.

"RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies and to do all such acts and deeds as may be required to give effect to the above resolution."

**By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED**

**Atul Krishna Pandey
Company Secretary
M. No. A47815**

**Place: Bangalore
Date: 09.08.2022**

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

NOTES:

1. The Explanatory Statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Ordinary Business as set out in Item No. 3 and pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses as set out in Item No. 4 is annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of re-appointment of Mr. Deen Dayal Daga at the 27th Annual General Meeting is also annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (“the Meeting/ AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent 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 a proxy for any other person or shareholder.
3. The proxy holder shall prove his/her identity at the time of attending the Meeting.
4. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall be received by the Company in writing from a Member entitled to vote on any resolution at least three days before the commencement of the Meeting.
6. Corporate Members intending to attend the Meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to rajneeshcs@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. 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.
8. The Register of Member and Share Transfer Books of the Company will remain closed from 24th of September, 2022 to 30th of September, 2022 (both days inclusive) in connection with the Annual General Meeting.
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
10. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
11. Electronic copy of the Annual Report 2021-22, Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company’s Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of the Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to the registered address of the Members of the Company who have not registered their e-mail address in the permitted mode.
12. In keeping with the Ministry of Corporate Affairs’ Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. and also at the AGM. Also, the Notice for this 27th AGM along with requisite documents and the Annual Report for the financial year 2021-22 shall also be available on the Company’s website www.archidply.com. Further, the notice received, if any, under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.

14. In accordance with 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of CDSL to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by CDSL.
15. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 19th September 2022 through email on cs@archidply.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
17. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. 'cs@archidply.com', exclusively for the purpose of registering complaints by investors.
18. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website www.archidply.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
19. The e-voting facility will be available during the following voting period:
- Commencement of remote e-voting: From 10.00 a.m. IST of September 27, 2022.
 - End of remote e-voting: Up to 5.00 p.m. IST of September 29, 2022.
20. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith.
21. Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards:

Name of Director	Deen Dayal Daga	Shyam Daga
Director Identification Number	00497806	00561803
Date of Birth	10.04.1942	13.02.1975
Date of First Appointment	24.12.2004	18.01.2007
Qualification	Bachelor of Law (LLB)	Commerce Graduate from St. Xavier's College, Calcutta University
Expertise in specified functional area	Industrialist having 48 years of expertise in establishing and successfully running the wood panel & tea industry.	Having 23 years of experience in managing the overall administration, operations Finance & Accounts in the wood panel industry
Shareholding in Archidply Industries Limited	771620	573685

List of outside Directorship held excluding Alternate Directorship and Private Companies.	The Mysore Chipboards Limited Assam Timber Products Private Limited Ravi Marketing & Services Private Limited Vanraj Suppliers Private Limited. Archidpanel Industries Private Limited	The Mysore Chipboards Limited Shree Shyam Tea Pvt Ltd Archidply Decor Limited ADL Panels Private Limited ADL Particle Boards & MDF Private Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	Refer to Report on CORPORATE GOVERNANCE	
Last drawn remuneration details along with Remuneration sought to be paid	Last drawn remuneration details are given in MGT-9 annexed with Directors Report. Remuneration details for proposed appointment are given in explanatory statement to the respective resolution	
Relationship with other Directors and KMP	Except for receiving Remuneration as an Executive Chairman Mr. Deen Dayal Daga or any of his relative do not have any pecuniary relationship with the company. Mr. Deen Dayal Daga is father of Mr. Shyam Daga, Executive Director and Mr. Rajiv Daga, Managing Director of the Company.	Except for receiving Remuneration as a Executive Director Mr. Shyam Daga or any of his relative do not have any pecuniary relationship with the company. Mr. Shyam Daga is son of Mr. Deen Dayal Daga, Executive Chairman and brother of Mr. Rajiv Daga, Managing Director of the Company.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
23. The route map showing directions to reach the venue of the Meeting is annexed.
24. Members can send their requests, if any, to cs@archidply.com and kishore.bv@kfintech.com
25. Voting Options

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 27th September 2022, 10 a.m. and ends on 29th September 2022, 5:00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <23rd September 2022> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat**

accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@archidply.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

In terms of Section 139 of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the term of the present Statutory Auditors of the Company, M/s. Priti Jhawar & Co., Chartered Accountants (Firm’s Registration No. 328818E) will be concluded at the end of 27th Annual General Meeting (AGM). The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of 27th AGM till the conclusion of 32nd AGM.

The Board of Directors of the Company at its meeting held on May 20, 2022, after considering the recommendations of the Audit Committee, has recommended the appointment of M/s. GRV & PK Chartered Accountants (Firm Regn. No. 008099S) as Statutory Auditors of the Company for a term of five years from conclusion of 27th AGM, for the approval of the Members.

GRV&PK was established 23 years back in March 1998, by a group of Four young dedicated Chartered Accountants Mr. Ganpatlal Kawad H., Mr. Virchand Nahar G., Mr. Pankaj Rathore & Mr. Kamal Kishore Karnani.

The Brief profile of the partners of GRV&PK are as under:-

Mr. Ganpatlal Kawad H., B.com, LLB, FCA, ACS, DISA, He possess 26 years of Experience in the spheres of Accounting, Auditing, Taxation - Income Tax. He was Chairman of Bangalore Branch of The Institute of Chartered Accountants of India in the year 2006-07 and in managing committee from 2001-2007. Presently he is elected to the managing committee of FKCCI from professional sector and is co-chairman of Central Taxes, Corporate Laws, Economic Affairs and ADR Committee of FKCCI.

Mr. Virchand Nahar G., B.com, FCA, He possesses 25 years of Experience in the spheres of Indirect Taxation – GST , Value Added Tax, Accounting, Auditing, Bank Auditing. He is also member of various social and cultural organisations like Rotary Club of Bangalore Peenya, Healthy Hearts Club. He was President of Rotary club of Bangalore Peenya.

Mr. Pankaj Rathore, B.com, FCA, He possess 25 years of experience in the spheres of GST, Central Excise, Service Tax, Preparation of Management Information System, and Investigation Audits.

He is also member of various social and cultural organisations and held various post in managing committee of Bangalore Garden City Jaycees, Bangalore.

Mr. Kamal Kishore Karnani, B.com (Hons), FCA, He possess 25 years of Experience in the spheres of Company Law Matters, Internal Audit, C&AG audit Project.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. GRV&PK, Chartered Accountants as the Statutory Auditors of the Company for the aforesaid term at a remuneration of 4 lacs towards the statutory audit for the financial year 2022-23 to 2026-27 may be revised based on the recommendations made by the Audit Committee and approved by the Board of Directors and such other authority as may be required. The remuneration payable to the statutory auditors shall be exclusive of applicable taxes and all out of pocket expenses as may be incurred by the statutory auditor in course of their audit.

Pursuant to requirement of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of proposed fees of 4 lacs payable to the statutory auditors for the financial year 2022-23 is mentioned below:

Statutory Audit of standalone and consolidated financial statements including audit of internal financial controls over financial reporting and limited review of quarterly financial results	4 lacs
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Further, there is no change in the fee payable to the new auditors from that paid to the outgoing auditor and the increased scope of work with respect to the limited review of the subsidiaries of the Company whose accounts are consolidated with it as specified in Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolutions set forth in item no. 3 for the approval of Members by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 3 of the Notice.

Item No. 4

The shareholders vide special resolution passed in Annual General Meeting on 29th September, 2020 approved the re-appointment of Mr. Shyam Daga as Executive Director of the Company for a period of five years w.e.f. 30th May, 2020 to

29th May, 2025. The terms and conditions of his re-appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors at their meeting held on 09th August, 2022 noted the request received from Mr. Shyam Daga about his desire to step down as the Executive Director of the Company, due to certain personal reasons. Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 09th August, 2022, has re-designated Mr. Shyam Daga as the Non-Executive Director of the Company w.e.f. 01st October, 2022. Henceforth he shall not be drawing any remuneration from the Company.

The Board recommends the Resolution set forth at Item No. 4 of the Notice for approval of the members as an Ordinary Resolution.

Place: Bangalore

Date: 09.08.2022

Registered Office:

Plot No 7, Sector-9,

Integrated Industrial Estate,

SIDCUL, Pant Nagar, Rudrapur,

Udham Singh Nagar,

Uttarakhand -263153.

CIN: L85110UR1995PLC008627

**By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED**

Atul Krishna Pandey

Company Secretary

M. No. A47815

ATTENDANCE SLIP

Only Shareholders or Proxies will be allowed to attend the meeting

Registered Folio / DP ID & Client ID :

Name and Address of the Shareholder :

Joint Holder(s) :

No. of Shares :

I / We hereby record my / our presence at the 27th Annual General Meeting of the Company being held on Friday, the 30th September, 2022 at 11:30 a.m. at the registered office of the Company at plot no. 7, sector -9, Integrated Industrial Estates, SIDCUL, Pant Nagar, dist. Udam Singh Nagar, Rudrapur, Uttarakhand, 263153.

Signature of Shareholder(s) 1. _____
 2. _____

Signature of Proxy holder(s) _____

Note:

- Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number

Note:

Please read the note no. 25 to the Notice of the 27th Annual General Meeting dated Friday, 30th September, 2022, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. on September 27, 2022 and ends at 5:00 p.m. on 29th September, 2022.

Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L85110UR1995PLC008627
Name of Company	ARCHIDPLY INDUSTRIES LIMITED
Registered Office	PLOT NO. 7, SECTOR - 9, INTEGRATED INDUSTRIAL ESTATES, SIDCUL, PANT NAGAR, DIST. UDAM SINGH NAGAR, RUDRAPUR , UTTARAKHAND, 263153

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No./ Client Id: DP ID:	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint:

- 1) Name: _____
 Address: _____
 Email Id: _____ Signature: _____, or failing him/her
- 2) Name: _____
 Address: _____
 Email Id: _____ Signature: _____, or failing him/her
- 3) Name: _____
 Address: _____
 Email Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday, 30th September, 2022 at 11:30 a.m. at Plot no. 7, Sector - 9, Integrated Industrial Estates, SIDCUL, Pant Nagar, dist. Udam Singh Nagar, Rudrapur , Uttarakhand, 263153 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this _ day of _ 2022.

Signature of Shareholder: _____

Signature of proxy holder(s): _____

Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

