

NOTICE

NOTICE is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of **ARCHIDPLY INDUSTRIES LIMITED** will be held on Monday 29th September, 2014 at 10.00 a.m. at CITRINE HOTEL, No- 211, S C Road, Sheshadripuram, Bangalore-560 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 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 No.01412917) who retires by rotation and being eligible, seeks reappointment
3. To reappoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting (AGM) and to authorize the Board of Directors to fix their remuneration and for the purpose, to pass the following resolution, which will be proposed as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 Messrs. GRV & PK Chartered Accountants, Bangalore, (Firm Registration No.0080995) the retiring auditors, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting (subject to ratification at every AGM) of the company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration as may be determined by Audit Committee for the said period and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:
“RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013, Mr. Mohammed Shahid Aftab, (DIN 01363518) Director of the Company who retires by rotation at the AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Mohammed Shahid Aftab as a candidate for the office of the director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March 2019, not liable to retire by rotation.”

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

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013, Mr. Kamal Kishore Shrigopal Taparia, (DIN 01829829) Director of the Company who retires by rotation at the AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Kamal Kishore Shrigopal Taparia as a candidate for the office of the director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March 2019, not liable to retire by rotation.”

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

“RESOLVED THAT, pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013, Mr. Bharath Kumar Hukumchand Rathi, (DIN 01857860) Director of the Company who retires by rotation at the AGM and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Bharath Kumar Hukumchand Rathi as a candidate for the office of the director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March 2019, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Name of the Related Party	Nature of Transaction	Value of Transaction
Assam Timber Products P Ltd (ATPL)	Purchase of raw materials, semi-finished and Finished Goods from ATPL	Rs. 50 Crores per financial year.

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

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Name of the Related Party	Nature of Transaction	Value of Transaction
Assam Timber Products P Ltd (ATPL)	ATPL to use the Trade Mark in relation to the Plywood and wood panel products and pay the Archidply Industries Limited 5% Royalty on its total gross sales limited up to Rs.50 crores per financial year	Rs. 2.50 Crores per financial year.

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

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Rajneesh Sharma
Company Secretary & Vice President

Place : Bangalore
Date : 28th May, 2014

Registered Office :
29/2, G.K. Manor,
1st Floor, Nehru Circle,
Sheshadripuram,
Bangalore - 560 020.

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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
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 directors to retire by rotation have been reascertained and accordingly, Mr. Rajiv Daga, Joint Managing Director will retire at the ensuing annual general meeting and being eligible offers himself for re-appointment.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd, September, 2014 to 29th September, 2014 (both days inclusive) in connection with the Annual General Meeting.
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. Member's attention is being drawn that pursuant to the provisions of Section 124 of the Companies Act, 2013, Dividend & Refund Orders which remain unpaid or unclaimed for a period of seven years will be transferred to the Investors Education & Protection Fund(IEPF) of the Central Government.
8. Members who have not encashed there in dividend/Refund Orders for the year 2008-09 are requested to write to the Company share Department at its Registered Office or to the Registrar or share Transfer Agent of the Company at M/s Karvy Computer share Private Limited, Plot no 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad-500 086, India; email einward.ris@karvy.com. It may be kindly noted that once the amount in the unpaid dividend accounts are transferred to the Investors Education & Protection Fund(IEPF) of the Central Government, no claim shall lie against the fund of the Company in respect thereof and members would lose their right to claim such dividend
9. 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.
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 Industries Limited, Plot no. 17 to 24, Vithalrao Nagar, Madhavpur, Hyderabad – 500 086.
13. E-voting

(1) PROCEDURE AND INSTRUCTIONS FOR E-VOTING

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

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Form. Your folio/DP

User – ID	For Members holding shares in Demat Form:-
	a) For NSDI :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact Karvy Computershare Pvt. Ltd. toll free No. 1-800-34-54-001 for any further clarifications.
 - iv) Members can cast their vote online from 9:00 am on Tuesday 23rd September, 2014 to 6:00 pm on Thursday 25th September, 2014.
 - v) After entering these details appropriately, click on "LOGIN".
 - vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) You need to login again with the new credentials.
 - viii) On successful login, system will prompt to select the 'Event' i.e., 'Archidply Industries Limited'
 - ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
 - x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
 - xi) 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.
 - xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to vshivaprakash@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- (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) 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 Friday, 22.08.2014.
 - (4) The Board of Directors have appointed Mr. JV Shivaprakash, Company Secretary in practice, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner
 - (5) 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.
 - (6) 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)
 - (7) 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

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

Item No. 4 to 6

Pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. Mohammed Shahid Aftab, Mr. Kamal Kishore Shrigopal Tapararia and Mr. Bharath Kumar Hukumchand Rathi as an Independent Director of the Company to hold office for 5 (five) consecutive years till the conclusion of the 24th Annual general Meeting of the Company in the calendar year 2019.

Further none of them is not disqualified from being appointed as director under section 164 of the Companies Act and has given their consent to act as a director.

The company has received notices in writing from members along with the deposit of the requisite amount under section 160 of the Act proposing the candidature of each of the appointees for the office of director of the Company.

The company has also received declaration from them that they met with the criteria of Independence as prescribed both under sub-section (6) of section 149 of the Act and under Clause 49 of the Listing Agreement.

Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their Relatives are concerned or interested in the proposed Ordinary Resolutions as set out in item nos. 4 to 6 of this notice.

The Board recommends the Ordinary Resolutions set out in Item No. 4 to 6 of the Notice for approval by the shareholders.

As per the requirement of Clause 49 of the listing agreement on Corporate Governance for appointment of the Directors/ re-appointment of the retiring Directors, a statement containing details of the concerned Directors are given below:

Name of Director	Mr. Kamal Kishore Shrigopal Taparia	Mr. Bharath Kumar Hukumchand Rathi	Mr. Mohammed Shahid Aftab	Mr. Rajiv Daga
Date of Birth	27.06.1951	15.08.1947	22.03.1946	26.04.1978
Date of Appointment	03.09.2007	03.09.2007	07.09.2007	22.12.2004
Qualification	B.E. (Mech) from MBM College of Engineering in 1972	B.Arch., A.I.I.A	M.Com, CAIIB	B.E. (Industrial)
Expertise in specified functional area	Having 35 years' experience in the fields of Marketing & Cement Industry	Having 35 years' experience in the field of Architecture & Interior Designing	Having 40 years' experience in the field of Banking and Finance	Having 13 years' experience in the marketing, advertisement and production in the plywood industry
Shareholding in Archidply Industries Limited	NIL	NIL	NIL	812500
List of outside Directorship held excluding Alternate Directorship and Private Companies.	1. D.S.Kulkarni Developers Ltd 2. Universal Construction Machinery & Equipment Ltd.	NIL	Assets Care and Reconstruction Enterprise Ltd	The Mysore Chipboards Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	Member Audit Committee Remuneration Committee Investor Grievance Committee	Member Audit Committee Remuneration Committee Investor Grievance Committee	Chairman Audit Committee Member Remuneration Committee Investor Grievance Committee	Member Investors Grievances Committee
Chairman/ Member of the Committee of the Board of Directors of other Companies in which he or she is a Director	NIL	NIL	NIL	NIL
a. Audit Committee	D.S.Kulkarni Developers Ltd - Member	NIL	NIL	NIL
b. Investor Grievance committee	NIL	NIL	NIL	NIL
c. Remuneration Committee	NIL	NIL	NIL	NIL

Item No.7

Considering the provisions of the Clause 49 of the Equity Listing Agreement which and Section 188 of the Companies Act, 2013 and the rules made thereunder, your Company proposes to purchase raw materials, semi-finished and finished goods from its associate Company i.e. Assam Timber Products P Ltd, in future. The proposed contract or arrangement is in ordinary course of company's business and is being made on arm's –length basis. However, as a matter of abundant precaution and also to exhibit greater transparency while dealing in the Related Party transaction, the Board consider it appropriate to seek approval of the shareholders at the ensuing AGM. The Audit Committee at its meeting held on 28.05.2014 has recommended the aforesaid contract and arrangement.

In keeping with the requirements of the rules framed under the Companies Act, 2013, brief particulars of the above transaction(s) are provided herein below:

Purchase of raw materials, semi-finished and Finished Goods from ATPL

Name of the Related Party	Name of Director or Key Managerial Personnel who is related	Nature of Relationship with Related Party
Assam Timber Products P limited (ATPL)	Mr. Deen Dayal Daga Mr. Shyam Daga Mr. Rajiv Daga	Mr. Deen Dayal Daga & Mr. Rajiv Daga, Directors in the ATPL. Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga, Shareholders of ATPL, holding more than 2% of its paid up capital. ATPL promoter and associate Company.

NATURE, MATERIAL TERMS, MONETARY VALUE AND PARTICULARS OF THE CONTRACT OR ARRANGEMENT AS UNDER:

The Company to purchase the raw materials, semi-finished and Finished Goods from ATPL up to Rs. 50 crores per financial year. The pricing of the product and terms of payment is mutually decided from time to time which fluctuates depending on the demand and supply of the market. There is no tenure of the arrangement however it is carried on till it is beneficial to the Company

The Board Considers the aforesaid arrangement would be immense benefit to the Company and accordingly recommends the resolution set out in item no. 7 of the Notice for approval by the shareholders. None of the Directors or Key Managerial personnel of the Company and their relatives, other than the Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga and their relatives, are interested in the proposed resolution.

Item No.8

Considering the provisions of the Clause 49 of the Equity Listing Agreement which and Section 188 of the Companies Act, 2013 and the rules made thereunder, your Company proposes to grant licence to Assam Timber Products Limited (ATPL) to use the Trade Mark in relation to the Plywood and wood panel products and pay the Company 5% Royalty on its total gross sales purchase raw materials, semi-finished and finished goods in future. The proposed contract or arrangement is in ordinary course of company's business and is being made on arm's –length basis. However, as a matter of abundant precaution and also to exhibit greater transparency while dealing in the Related Party transaction, the Board consider it appropriate to seek approval of the shareholders at the ensuing AGM. The Audit Committee at its meeting held on 28.05.2014 has recommended the aforesaid contract and arrangement.

In keeping with the requirements of the rules framed under the Companies Act, 2013, brief particulars of the above transaction(s) are provided herein below:

Name of the Related Party	Name of Director or Key Managerial Personnel who is related	Nature of Relationship with Related Party
Assam Timber Products P limited (ATPL)	Mr. Deen Dayal Daga Mr. Shyam Daga Mr. Rajiv Daga	Mr. Deen Dayal Daga & Mr. Rajiv Daga, Directors in the ATPL. Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga, Shareholders of ATPL, holding more than 2% of its paid up capital. ATPL promoter and associate Company.

NATURE, MATERIAL TERMS, MONETARY VALUE AND PARTICULARS OF THE CONTRACT OR ARRANGEMENT AS UNDER:

The Company is the owner and proprietor of the trade mark "Archidply", proposes to grant licence to Assam Timber Products Limited (ATPL) to use the Trade Mark in relation to the Plywood and wood panel products and pay the Company 5% Royalty on its total gross sales of ATPL Limited up to Rs.50 crores p.a., i.e. the amount of royalty limited up to Rs 2.50 Crores per financial year. There is no tenure of the arrangement however it is carried on till it is beneficial to the Company

The Board Considers the aforesaid arrangement would be immense benefit to the Company and accordingly recommends the resolution set out in item no. 8 of the Notice for approval by the shareholders. None of the Directors or Key Managerial personnel of the Company and their relatives, other than the Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga and their relatives, are interested in the proposed resolution.

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Rajneesh Sharma
Company Secretary & Vice President

Place : Bangalore
Date : 28th May, 2014

Registered Office :

29/2, G.K. Manor, 1st Floor, Nehru Circle,
Sheshadripuram, Bangalore - 560 020.