

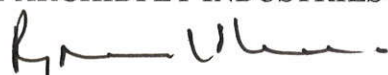
### Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Archidply Industries Limited

Quarter ending on: 31<sup>st</sup> December 2014

| Particulars                                    | Clause of Listing | Compliance Status Yes/No/N. | Remarks  |
|--|-------------------|-----------------------------|--|
| <b>II. Board of Directors</b>                  | 49 (II)           |                             |  |
| (A) Composition of Board                       | 49 (IIA)          | Yes                         |  |
| (B) Independent Directors                      | 49 (IIB)          | Yes                         |  |
| (C) Non-executive Directors' compensation &    | 49 (IIC)          | Yes                         |  |
| (D) Other provisions as to Board and           | 49 (IID)          | Yes                         |  |
| (E) Code of Conduct                            | 49 (IIE)          | Yes                         |  |
| (F) Whistle Blower Policy                      | 49 (IIF)          | Yes                         |  |
| <b>III. Audit Committee</b>                    | 49 (III)          |                             |  |
| (A) Qualified & Independent Audit              | 49 (IIIA)         | Yes                         |  |
| (B) Meeting of Audit Committee                 | 49 (IIIB)         | Yes                         |  |
| (C) Powers of Audit Committee                  | 49 (IIIC)         | Yes                         |  |
| (D) Role of Audit Committee                    | 49 (IIID)         | Yes                         |  |
| (E) Review of Information by Audit             | 49 (IIIE)         | Yes                         |  |
| <b>IV. Nomination and Remuneration</b>         | 49 (IV)           | Yes                         |  |
| <b>V. Subsidiary Companies</b>                 | 49 (V)            | N.A                         |  |
| <b>VI. Risk Management</b>                     | 49 (VI)           | Yes                         |  |
| <b>VII. Related Party Transactions</b>         | 49 (VII)          | Yes                         |  |
| <b>VIII. Disclosures</b>                       | 49 (VIII)         |                             |  |
| (A) Related party transactions                 | 49 (VIIIA)        | Yes                         |  |
| (B) Disclosure of Accounting Treatment         | 49 (VIIIB)        | N.A                         |  |
| (C) Remuneration of Directors                  | 49 (VIII C)       | Yes                         | For the Year 2014-15, will be complied in the Annual Report  |
| (D) Management                                 | 49 (VIII D)       | Yes                         | For the Year 2014-15, will be complied in the Annual Report  |
| (E) Shareholders                               | 49 (VIII E)       | Yes                         | For the Year 2014-15, will be complied in the Annual Report  |
| (F) Proceeds from public issues, rights issue, | 49 (VIII F)       | N.A                         |  |
| <b>IX. CEO/CFO Certification</b>               | 49 (IX)           | Yes                         | For the Year 2014-15, will be complied at the board meeting at which the Audited Financial Statements of the Company for the Year 2014-15 will be considered |
| <b>X. Report on Corporate Governance</b>       | 49 (X)            | Yes                         | For the Year 2014-15, will be complied in the Annual Report  |
| <b>XI. Compliance</b>                          | 49 (XI)           | Yes                         | For the Year 2014-15, will be complied in the Annual Report  |

For ARCHIDPLY INDUSTRIES LIMITED



**RAJNEESH SHARMA**  
COMPANY SECRETARY

Dated: 14<sup>th</sup> Jan, 2015



CIN: L85110KA1995PLC018710