

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/58074-I

November 30, 2018

The Company Secretary  
Archidply Industries Limited  
29/2, G.K. Manor,  
1st Floor, Nehru Nagar Circle,  
Seshadripuram,  
Bangalore - 560020

**Kind Attn.: Mr. Rajneesh Sharma**

Dear Sir,

**Sub: Observation Letter for Scheme of Arrangement between Archidply Industries Limited and Archidply Decor Limited and their respective shareholders and creditors.**

We are in receipt of the draft Scheme of Arrangement between Archidply Industries Limited (hereinafter referred to as the “Demerged Company”) by way of Demerger of the Demerged Undertaking i.e Chintamani Undertaking to Archidply Decor Limited (hereinafter referred to as the “Resulting Company”) and its shareholders and creditors vide application dated July 20, 2018.

Based on our letter reference no Ref: NSE/LIST/58074 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (‘Circular’), SEBI vide letter dated November 30, 2018, has given following comments:

- a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.*
- b. *The Company shall duly comply with various provisions of the Circulars.*
- c. *The Company is advised that the observations of SEBI/ Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of

Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The listing of Archidply Decor Limited pursuant to the composite Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Archidply Decor Limited and its group companies in line with the disclosure requirements.
2. Exchange eligibility criteria at the time of listing on the Exchange pursuant to composite Scheme of Arrangement.
3. To publish an advertisement in the newspapers containing all the information about Archidply Decor Limited in line with the details required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company and on National Stock exchange of India Limited.
4. To disclose all the material information about Archidply Decor Limited to National Stock exchange of India Limited on continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.
5. The following provision shall be incorporated in the composite Scheme of Arrangement:
  - i. “The shares allotted pursuant to the Scheme of Arrangement shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.”
  - ii. “There shall be no change in the shareholding pattern or control in Archidply Decor Limited between the record date and the listing which may affect the status of this approval”.
  - iii. “Archidply Decor Limited will not issue/ reissue any shares, not covered under the composite Scheme of Arrangement.”

The validity of this “Observation Letter” shall be six months from November 30, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For **National Stock Exchange of India Ltd.**

Hitesh Malhotra  
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.html](http://www.nseindia.com/corporates/content/further_issues.html)