

Ref: BSE/SEC-02/

November 15, 2017

The General Manager

Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25th P.J. Towers
Dalal Street
Mumbai - 400 001.

Dear Sir,

Sub: Result of postal Ballot

Ref: BSE Scrip Code: 532994

NSE Stock Code: Archidply

Dear Sir,

Please find attached the voting results of the postal ballot with regard to special resolution passed by members for shifting of the Registered Office of the Company from the State of Karnataka to the State of Uttarakhand along with the scrutinizers' report.

This is for your information and record.

Thanking you.

Yours faithfully,

For Archidply Industries Limited



(Rajneesh Sharma)
Company Secretary

Encl :a/a

**The Listing Department
National Stock Exchange of India Ltd.**

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

DECLARATION OF RESULTS OF THE POSTAL BALLOT

Result of the voting conducted through postal ballot/evoting on the special resolution passed pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act"), read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modification or reenactment thereof as applicable from time to time for shifting of the Registered Office of the Company from the State of Karnataka situated at No.29/2, G. K. Manor, 1st Floor, Nehru Circle, Sheshadripuram, Bengaluru , Karnataka- 560020 to the State of Uttarakhand to be situated at Plot no.7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153

The Company had appointed Mr. Deepak Sadhu, Company Secretary in practice as the Scrutinizer for conducting the Postal Ballot including the e-Voting process in a fair and transparent manner in respect of the resolution to be passed by the members of ARCHIDPLY INDUSTRIES LIMITED.

The Company has on 9th October , 2017 completed the dispatch / sending of emails of Notice of Postal Ballot dated 12th September, 2015, Postal Ballot Form along with postage prepaid business reply envelope to its members whose names appeared on the Register of Members / List of Beneficiaries as on 06th October, 2017. The total number of members as on record date was 9966.

Mr. Deepak Sadhu, Company Secretary in practice, Scrutinizer has submitted his report on November 15, 2017

The details of voting relating to the following Special Resolution passed by the members, by means of Postal Ballot, based on the Report received from Mr. Deepak Sadhu, Scrutinizer, are given below:

Resolution No. 1 as SPECIAL RESOLUTION:

RESOLVED THAT subject to the provisions of Section 13(4) and other applicable provisions if any, of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government or the Regional Director, South East Region or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Karnataka situated at No.29/2, G. K. Manor, 1st Floor, Nehru Circle, Sheshadripuram, Bengaluru , Karnataka- 560020 - India to the State of Uttarakhand to be situated at Plot no.7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 .

For ARCHIDPLY INDUSTRIES LTD.,

Executive Director

RESOLVED FURTHER THAT pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and confirmation of the Regional Director, South East Region or any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II:

II. 'The Registered Office of the Company will be situated in the State of Uttarakhand.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director South East Region or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of Karnataka, as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government , the Regional Director, South East Region or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution".

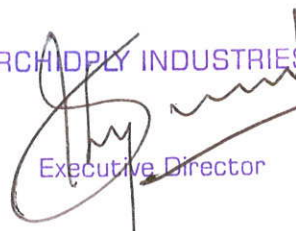
(i) Voted in FAVOUR of the Resolution:		
Number of Members voted through E-Voting system	Number of Votes cast	% of total number of valid votes cast
21	16038488	99.72%

(ii) Voted AGAINST the Resolution:		
Number of Members voted through E-Voting system	Number of Votes cast	% of total number of valid votes cast
02	45331	0.28%

(iii) ABSTAIN Votes:	
Number of Members voted through E-Voting system	Number of Votes cast
01	50

(iv) INVALID Votes:	
Number of Members voted through E-Voting system	Number of Votes cast
00	00

For ARCHIDPLY INDUSTRIES LTD.,



Executive Director

CIN: L85110KA1995PLC018710

The details of the Voting Results with regard to the Special Resolution, as tabulated in the manner required under SEBI(Listing Obligations and Disclosure Requirements) Regulations , 2015 with the Stock Exchanges, are as under:

Resolution required: (Ordinary/ Special)	SPECIAL - SHIFTING OF REGISTERED OFFICE FROM THE STATE OF KARNATAKA TO THE STATE OF UTTARAKHAND.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	16034637	16034637	100.0000	16034637	0	100.0000	0.0000		
	Poll	16034637	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Postal Ballot	16034637	0	0.0000	00	0	0.0000	0.0000		
	E-Voting	51935	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Poll	51935	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot	51935	0	0.0000	00	0	0.0000	0.0000		
Total	E-Voting	5978428	49182	0.8227	3851	45331	7.8301	92.1698		
	Poll	5978428	0	0.0000	00	0	0.0000	0.0000		
Total	Postal Ballot	5978428	0	0.0000	00	0	0.0000	0.0000		
	Total	22065000	16033819	72.8929	16038488	45331	99.7182	0.2818		

For ARCHIDPLY INDUSTRIES LTD.,

 Executive Director

The number of votes cast in favour of the Resolution (16038488 votes) was more than three times the number of votes cast against the resolution (45331 votes) and hence, the Special Resolution under Section 188 of the Companies Act as set out in the notice of Postal Ballot has been approved by the members with the requisite majority.

RESOLUTION NO.1 HAS BEEN PASSED AS A SPECIAL RESOLUTION

The report of the scrutinizer is enclosed herewith

The above declared results of the Postal ballot are displayed on the website of the Company www.archidply.com. Report

For Archidply Industries Limited



Shyam Daga
Executive Director

Place: Bangalore

Date: 15th November, 2017



DEEPAK SADHU & Co
COMPANY SECRETARIES

DEEPAK SADHU
B.Com, MBA (Finance), A.C.S.
ACS No: 39541, CP No: 14992

Web: www.deepaksadhu.com
Email: deepak@deepaksadhu.com

Form No.: MGT-13

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies [Management and Administration] Rules, 2014)

To

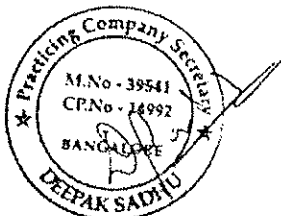
The Chairman
ARCHIDPLY INDUSTRIES LIMITED
NO.29/2, G.K.MANOR, 1ST FLOOR, NEHRU CIRCLE
SHESHADRIPURAM , BENGALURU – 560020

Sub: Consolidated Scrutinizer Report on remote e-voting / Postal ballot forms conducted pursuant to the provision of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015

Dear Sir,

1. I, CS DEEPAK SADHU proprietor of DEEPAK SADHU & CO, COMPANY SECRETARIES, Bangalore appointed as the Scrutinizer for the purpose of e-voting and postal ballot process being carried out, as per Section 110 of the Companies Act, 2013 read with rule 22 of the Companies [Management and Administration] Rules, 2014 for the purpose of scrutinizing, in a fair and transparent manner.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules related for conducting the Postal Ballot including the voting through electronic means in respect of the resolutions contained in the notice of postal ballot to be passed by the members of ARCHIDPLY INDUSTRIES LIMITED (the Company). My responsibility as a scrutinizer

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Tel: 080-26596755, Mob: 98860 96664 / 88843 11947, Web: www.deepaksadhu.com
Email: deepak@deepaksadhu.com



conducting the Postal Ballot including the voting through electronic means is restricted to make a scrutinizer's report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions as per Annexure, based on the reports generated from the e-voting system provided by Karvy Computershare Pvt. Ltd., the authorized agency to provide e-voting facilities, engaged by the Company and of the voting postal ballots received, if any.

3. The Notice is being sent to all the Members by post (and electronically by e-mail to those Members who have registered their e-mail ids with the Company), whose names appear in the Register of Members / Record of Depositories as on 06.10.2017 and those will also be considered for voting. The Notice was also published in "The Financial Express" (English) and "Hosa Digantha" (Kannada) on 10th October, 2017
4. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies [Management and Administration] Rules, 2014 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company provided remote e-voting facility to cast vote through electronic mode which commenced from 00.01 am on October 16th, 2017 to 5.30 pm on November 14th, 2017 on the resolutions as per Annexure by the members of the company.
5. The Company had availed the e-voting facility offered by Karvy Computershare Pvt. Ltd., (i.e., <https://evoting.karvy.com>) for conducting remote e-voting by the shareholders of the company.
6. All votes casted up to the close of working hours (On 14th November, 2017, up to 05:30 PM) the last date and time fixed by the Company for receipt of postal ballot forms / e-Voting were considered for scrutiny.
7. The e-voting process was unblocked by me on November 14th 2017 at 06:00 pm in presence of 2 witnesses who were not in employment of the Company.

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8. There were no postal ballots received till 14th November 2017 at 05:30 pm.
9. The final report generated was tabulated by me and the data regarding the final e-votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of Karvy Computershare Pvt. Ltd., (i.e., <https://evoting.karvy.com>)
10. My consolidated report of the votes cast by shareholders through remote e-voting at the General Meeting with their pattern of voting is, as per the Annexure annexed to this report as under.

ANNEXURE:

The result of e-voting is as under:

1. RESOLUTION NO.1 [(RESOLUTION – SPECIAL, BUSINESS – SPECIAL)] :-

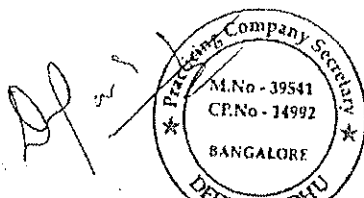
SHIFTING OF REGISTERED OFFICE FROM THE STATE OF KARNATAKA TO THE STATE OF UTTARAKHAND

“RESOLVED THAT subject to the provisions of Section 13(4) and other applicable provisions if any, of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government or the Regional Director, South East Region or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Karnataka situated at No.29/2, G. K. Manor, 1st Floor, Nehru Circle, Sheshadripuram, Bengaluru , Karnataka– 560020 - India to the State of Uttarakhand to be situated at Plot no.7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 . RESOLVED FURTHER THAT pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and confirmation of the Regional Director, South East Region or any other

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authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II: II. The Registered Office of the Company will be situated in the State of Uttarakhand.

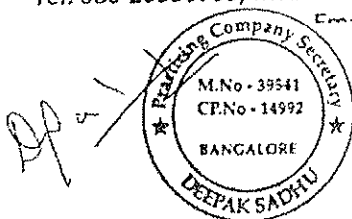
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director South East Region or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of Karnataka, as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government , the Regional Director, South East Region or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

(i) Voted in FAVOUR of the Resolution:		
Number of Members voted through E-Voting system	Number of Votes cast	% of total number of valid votes cast
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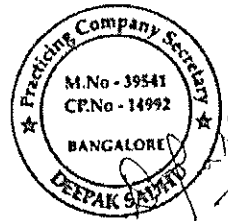
A Compilation of data containing a list of equity shareholders/custodians/proxies who voted in "FAVOUR", "AGAINST" "ABSTAIN" and "INVALID VOTES" for the resolution is enclosed as above.

All the relevant records of e-voting process have been handed over thereafter to the Company Secretary for safe custody.

Thanking You,

Place : Bangalore

Date : 15th November, 2017



Yours Faithfully,

(CS DEEPAK SADHU)

Proprietor

DEEPAK SADHU & CO, COMPANY SECRETARIES

Scrutinizer

Address: No. 450, 9th cross, JP Nagar 2nd phase, Bangalore – 560 078.
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Company Name	ARCHIDPLY INDUSTRIES LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	9966
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required:	SPECIAL - SHIFTING OF REGISTERED OFFICE FROM THE STATE OF KARNATAKA TO THE STATE OF UTTARAKHAND.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16034637	16034637	100.0000	16034637	0	100.0000	0.0000
	Poll	16034637	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	16034637	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	51935	0	0.0000	00	0	0.0000	0.0000
	Poll	51935	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	51935	0	0.0000	00	0	0.0000	0.0000
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	Poll	5978428	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5978428	0	0.0000	00	0	0.0000	0.0000
Total		22065000	16083819	72.8929	16038488	45331	99.7182	0.2818

