17th July, 2018.

BSE Limited,
Corporate Relationship Department
P. J. Towers. 1st Floor
Dalal Street, Fort Mumbai-400 001.

Kind Attention: Ms. Siddiqa
Scrip Code : 532994

Subject: Application under regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 for the proposed Scheme of Arrangement between Archidply Industries Limited(AIL)(Demerged company) and Archidply Décor Limited (ADL)(Resulting Company)

Ref : Application No.81869 – your query on listing portal on 16th July, 2018.

Dear Madam,

We refer to your query dated 16th July, 2018 regarding filing of application for seeking your approval under Regulation 37 of SEBI (LODR) Regulation 2015, for the proposed Scheme of Arrangement between Archidply Industries Limited (AIL)(Demerged Company) and Archidply Décor Limited (ADL)(Resulting Company), we have to submit as under.

1. The statement made under the head conclusion for Demerger is correct and there is no typo error. The meaning of the said para is that the shares to be issued by ADL to the shareholders of AIL are in addition to their shareholding in AIL. It is not in exchange for their holding in AIL. This is a Scheme of Arrangement for Demerger and not for amalgamation. In amalgamation, invariably the shareholder gets shares of the Transferee Company in exchange of their holding in Transferor Company and their holding in Transferor Company gets cancelled automatically. However this being a Scheme of Arrangement for Demerger, there is no cancellation of shares

in the Demerged Company (AIL). The shareholders of AIL will get an additional shares of ADL. Hope clarifies the position.

2. Pre and post shareholding pattern with PAN details of the Resulting Company is uploaded.

   Also uploaded the Pre shareholding pattern of AIL. There is no change in the shareholding pattern of the AIL and hence post shareholding pattern is not required to be uploaded.

   The combined shareholding pattern is uploaded in respective TAB.

3. Quarterly Compliance Report on Corporate governance as per Regulation 27(2)(a) of the SEBI(LODR) Regulations, 2015 for the quarter ended on 30th June, 2018 is uploaded in respective TAB

4. Duly worded Compliance Report - Annexure IV – is uploaded under respective TAB

5. Duly legible -Annexure V is uploaded under respective TAB

6. The pre and post shareholding pattern of both the Companies (AIL and ADL) has been incorporated in Annexure V and the same is uploaded in respective TAB

7. Statutory auditor's certificate on compliance of accounting treatment is uploaded under respective Tab.

8. Annual Reports of AIL and ADL for the year ended 31st March, 2017 and 31st March, 2018 are uploaded under respective TAB

i. Details of Directors and promoters in tabular format are enclosed.

ii. Approval from the shareholders through Postal Ballot and e-voting as required under Para (I) (A)(9)(a) of Annexure I of SEBI circular No CFD/DIL 3/CIR/2017/21 dated 10th March, 2017 is applicable to the Company. The Company undertakes to comply with the said requirements and will take approval from public shareholder through e-voting and postal ballot. Further the said undertaking is also given at Para 13.3 and 13.4 of the Scheme of Arrangement.

iii. SEBI fees amounting to Rs. 55,700/- has been paid through Demand Draft no. 884768 dated 30.06.2018 drawn on Kotak Mahindra Bank Limited. The said Demand draft was deposited with BSE Limited on 16th July, 2018.

The working of SEBI fees calculation is as under

	Rs
Existing Capital (ADL)	5,00,000/-
Add: Fresh Issue of Equity Shares	5,51,62,500/-
Total	5,56,62,500/-
Fees @ 0.10%	55,662/-
R/o	55,700/-

iv. Upon this scheme coming into effect, in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms of this scheme, the Resulting Company shall, without any further act or deed, issue and allot to every member of the Demerged Company holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the record date in respect of every four (4) Equity Shares of the face value of Rs. 10 /- each fully paid up held by him / her / it in the

Demerged Company, one (1) new Equity share of the Resulting Company of the face value of Rs.10/- each fully paid up;

We undertake and confirm that the Resulting Company i.e. Archidply Décor Limited, will not issue / reissue shares not covered under the draft Scheme.

v. We undertake and confirm that as on the date of application, there are no outstanding warrants/instruments / agreements which give right to any person to take the equity shares in Archidply Décor Limited the Resulting Company at any future date.

9. ADDITIONAL INFORMATION IN CASE OF DEMERGER

A Clarification as to what will be listing status of the Resulting Company/ies. :-

The shares of Archidply Décor Limited, the Resulting Company will be listed on the Stock Exchanges.

B. Details of Assets and Liabilities of the Demerged division that are being transferred.

The Assets and liabilities of the Demerged division that are being transferred is annexed herewith

C. Confirmation from the Company Secretary, that:

a. There will be no change in Share Capital of the resulting company till the listing of the equity shares of the company on BSE Limited.

b. The shares allotted by the resulting company pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.

D. Confirmation by the director of the resulting Company on the letter head of resulting company is attached.

E. Percentage of Net Worth of the company, that is being transferred in the form of demerged undertaking and percentage wise contribution of the Demerged division to the total turnover and income of the company in the **last two years** as per the following format:

(In Rupees)

	Financial Year	Net worth	% to total	Turnover	% to total	Profit after Tax	% to total
Demerged division	31.03.2018	54,52,47,351	41.33	66,20,50,576	22.04	(2,58,84,642)	(103.17)
	31.03.2017	47,70,12,166	36.85	57,64,05,060	21.43	(1,58,66,798	(23.69)
Other divisions	31.03.2018	77,39,47,471	58.67	234,19,93,943	77.96	5,09,74,184	203.17
	31.03.2017	81,75,64,490	63.15	211,32,00,429	78.57	8,28,55,553	123.69
Total	31.03.2018	131,91,94,822	100	300,40,44,519	100	2,50,89,542	100
	31.03.2017	129,45,76,656	100	268,96,05,489	100	6,69,88,755	100

Hope you will find the aforesaid reply in order which will enable you to process our application and give us approval u/r 37 of SEBI (LODR) regulation 2015 at the earliest and oblige.

In case you need any further information / explanation please inform us.

Thanking you,

Yours Faithfully,
For Archidply Industries Limited

Rajneesh Sharma
Company Secretary & compliance Officer
Encl: - As above.

Details of Directors - **ARCHIDPLY INDUSTRIES LIMITED**

FULL NAME	DESIGNATION	DIN	PAN
Deendayal Daga	Director	00497806	ACBPD8413H
Shyam Daga	Director	00561803	ABRPD9021C
Mohammad Aftab	Director	01363518	AAYPA6944M
Rajiv Daga	Managing Director	01412917	AGQPD7847Q
Bharat Kumar Rathi	Director	01857860	AAMPR6525K
Shanthi Mallar	Director	07114866	ABEPT3216C

Details of Promoter's: **ARCHIDPLY INDUSTRIES LIMITED**

Name of the Promoter	PAN NO.
Deendayal Daga HUF	AAAHD9420P
Shyam Daga	ABRPD9021C
Sangeeta Bharadia	ACAPB4241Q
Deendayal Daga	ACBPD8413H
Usha Daga	ACFPD3879B
Rajiv Daga	AGQPD7847Q
Assam timber Products Private Limited	AABCA6975A
The Mysore Chipboards Limited	AABCT0613L
Vanraj Suppliers Private Limited	AABCV0233C
Ravi Marketing and Services Private Limited	AACCR2511E
Shree shyam Tea Pvt Limited	AAFCS9160B

For ARCHIDPLY INDUSTRIES LTD.,

Company Secretary

ARCHIDPLY INDUSTRIES LIMITED
BALANCE SHEET AS AT 31st March 2018

PARTICULARS	CHINTAMANI	RUDRAPUR	TOTAL
I. EQUITY AND LIABILITIES			
1. SHARE HOLDER'S FUND			
Share Capital		220,650,000	220,650,000
Reserve And Surplus	545,247,351	553,297,472	1,098,544,822
	545,247,351	**773,947,472**	**1,319,194,822**
Demerger Reconstruction Account		64,878,471	
2. SHARE APPLICATION MONEY PENDING ALLOTMENT	-		-
3. NON - CURRENT LIABILITIES			
Long-term borrowings	1,615,245	-	1,615,245
Deferred Tax Liabilities (Net)	-	(1,666,191)	(1,666,191)
Other-Long term liabilities	-		-
Long term provisions	10,234,267	41,270,074	51,504,341
	11,849,512	**39,603,883**	**51,453,395**
4. CURRENT LIABILITIES			
Short-term borrowings	147,951,240	545,098,264	693,049,504
Trade Payables	217,132,791	333,871,418	551,004,210
Other Current Liabilities	25,382,188	67,000,307	92,382,495
Short-term provisions	9,298,146	44,040,291	53,338,437
	399,764,365	**990,010,280**	**1,389,774,646**
TOTAL:	**956,861,228**	**1,868,440,106**	**2,760,422,863**
ASSETS			
1. NON CURRENT ASSETS			
Fixed Assets			
(i) Tangible assets	193,929,031	427,433,259	621,362,290
(ii) Intangible assets	-	35,252,696	35,252,696
(iii) Capital work-in-progress	41,214	444,819	486,033
	193,970,245	**463,130,773**	**657,101,018**

For ARCHIDPLY INDUSTRIES LTD.,

Company Secretary

Non-Current Investments	2,524,350	6,933,551	9,457,901
Long-term loans and advances	110,426,120	66,507,036	176,933,156
Other non-current assets	15,037,061	6,798,740	21,835,801
Demerger Reconstruction Account	64,878,483		
TOTAL OF NON CURRENT ASSETS	**386,836,259**	**543,370,100**	**865,327,876**
2. CURRENT ASSETS			
Inventories	287,803,059	524,633,403	812,436,462
Trade receivables	220,974,403	647,322,988	868,297,391
Cash and Bank Balances	47,410,252	78,083,064	125,493,316
Short-term loans and advances	13,837,255	75,030,552	88,867,807
Other current assets	-		-
TOTAL OF CURRENT ASSETS	**570,024,969**	**1,325,070,007**	**1,895,094,976**
TOTAL:	**956,861,229**	**1,868,440,107**	**2,760,422,852**

For ARCHIDPLY INDUSTRIES LTD.,

Company Secretary

Details of Directors - **ARCHIDPLY DÉCOR LIMITED**

FULL NAME	DESIGNATION	DIN	PAN
Shyam Daga	Director	00561803	ABRPD9021C
Rajiv Daga	Director	01412917	AGQPD7847Q
Arpita Daga	Director	07807524	AGGPD4313D

Details of Promoter's: **ARCHDIPLY DÉCOR LIMITED**

Name of the Promoter	PAN NO.
Shyam Daga	ABRPD9021C
Arpita Daga	AGGPD4313D
Rajiv Daga	AGQPD7847Q
Usha Daga	ACFPD3879B
Rajneesh Sharma	BCCPS9407G
Raj Kishore Prasad	AJNPP9480B
Viresh vyas	ACMPV9284D

For Archidply Decor Limited

Arpita Daga

Director

ARCHIDPLY

ARCHIDPLY DECOR LTD

17th July, 2018.

BSE Limited,
Corporate Relationship Department
P. J. Towers. 1st Floor
Dalal Street, Fort Mumbai-400 001.

We hereby undertake and confirm that

a) Equity shares issued by the company pursuant to the scheme of amalgamation/ arrangement shall be listed on the BSE Limited, subject to SEBI granting relaxation from applicability under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957.

b) The company shall comply with all the provisions contained in SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

c) The company shall also fulfill the Exchange's criteria for listing and shall also comply with Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements.

For Archidply Décor Limited

Arpita Daga

Director

CIN: U20231UR2017PLC008626

Corporate Office: No. 29/2, G.K. Manor 1st Floor, Nehru Circle, Sashadripuram, Bangalore - 560 020.
Ph: 080-2344 5607, 4342 0008, Fax: 080-2424 8463, E-mail: info@archidply.com, Website: www.archidply.com
Registered Office: Plot No.7, Sector 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand - 263 153