

ARCHIDPLY®

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HEALTHY BREATHING

ARCHIDPLY INDUSTRIES LIMITED

Annual Report 2012-13

CORPORATE INFORMATION

Board of Directors

Mr. Deen Dayal Daga
Executive Chairman

Mr. Shyam Daga
Managing Director

Mr. Rajiv Daga
Joint Managing Director

Mr. Mohammed Shahid Aftab
Director

Mr. Kamal Kishore Taparia
Director

Mr. Bharathkumar Hukumchand Rathi
Director

Shareholder / Investor Grievances Committee

Mr. Rajiv Daga

Mr. B.H. Rathi

Mr. M.S. Aftab

Mr. K.K. Taparia

Audit Committee

Mr. Shyam Daga

Mr. B.H. Rathi

Mr. M.S. Aftab

Mr. K.K. Taparia

Remuneration / Compensation Committee

Mr. K.K. Taparia

Mr. B.H. Rathi

Mr. M.S. Aftab

Auditors

M/s. GRV & PK
Chartered Accountants
205, 2nd Floor, Jala Shambhavi Complex,
22 & 23, 1st Main Road,
Gandhinagar, Bangalore - 560 009.

Company Secretary & Compliance Officer

Mr. Rajneesh Sharma

Bankers

State Bank of India

Specialised Commercial Branch,
1st Floor, Krishi Bhavan, Hudson Circle,
Bangalore - 560 001.

Vijaya Bank

Corporate Banking Branch,
42/1, M.G. Road,
Bangalore - 560 001.

Registered Office

29/2, G.K. Manor,
1st Floor, Nehru Nagar Circle,
Seshadripuram,
Bangalore - 560 020.
Tel: 080-2344 5607 / 0258 / 4342 0000
Fax: 080-2334 8463
E-mail: info@archidply.com

Plant Locations

Rudrapur Unit

Plot # 7, Sector - 9,
Pant Nagar Industrial Area,
Khasra # 210, Pool Bagh,
Kichha, Udham Singh Nagar,
Rudrapur, Uttarakhand - 263 153.

Chintamani Plant

Survey # 19,
KSSIDC Industrial Area,
Kathamachanahalli, Chintamani,
Chickaballapur - 563 125. Karnataka

Registrar & Transfer Agent

Karvy Computershare Private Limited

Plot # 17 to 24, Vithalrao Nagar,
Madhapur, Hyderabad - 500 086.
Tel: 1-800-3454001
Fax: 040-2342 0814
E-mail: einward.ris@karvy.com



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NOTICE

NOTICE is hereby given that the **EIGHTEENTH ANNUAL GENERAL MEETING** of **ARCHIDPLY INDUSTRIES LIMITED** will be held on Saturday, 28th September, 2013 at 10.00 a.m. at Ramanashree California Resort, Ananthpura Gate, Doddaballapur road, Yelahanka, Bangalore – 560 064 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 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. Mohammed Sahid Aftab who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to

authorise 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 :

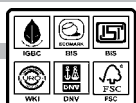
“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions if any, of the Companies Act, 1956 Messrs GRV & PK Chartered Accountants, Bangalore, the retiring auditors, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties.”

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Rajneesh Sharma
Company Secretary

Place : Bangalore
Date : 28th May, 2013

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



Notes

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 THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

1. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2013 to 28th September, 2013 (both days inclusive) in connection with the Annual General Meeting.
2. Members may please bring the Admission Slip duly filed in and may hand over the same at the entrance to the Meeting Hall.
3. 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.
4. Member's attention is being drawn that pursuant to the provisions of Section 205A of the Companies Act, 1956 , 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.
5. Members who have not encashed their 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
6. 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.
7. 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.
8. 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.
9. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited Unit: Archidply Industries Limited, Plot no. 17 to 24, Vittalrao Nagar, Madhavpur, Hyderabad – 500 086.

10. 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 Director is given below:

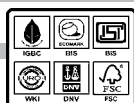
Name of Director	Mr. Mohammed Sahid Aftab
Date of Birth	22-03-1946
Date of Appointment	07-09-2007
Qualification	M.Com., CAIIB
Expertise in specified functional area	Having 35 years experience in the field of Banking & Finance
Shareholding in Archidply Industries Limited	Nil
List of outside Directorship held excluding Alternate Directorship and Private Companies.	1.Assets Care and Reconstruction Enterprise 2.Sonear Industries Ltd
Chairman / Member of the Committee of the Board of Directors of the Company	Chairman Audit Committee Member Remuneration Committee Investors Grievance Committee
Chairman / Member of the Committee of the Board of Directors of other Companies in which he or she is a Director	NIL
a. Audit Committee	NIL
b. Investor Grievance Committee	NIL
c. Remuneration Committee	NIL

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Rajneesh Sharma
Company Secretary

Place : Bangalore
Date : 28th May, 2013

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



DIRECTORS' REPORT

TO THE MEMBERS OF ARCHIDPLY INDUSTRIES LIMITED

Your Directors are pleased to present the Eighteenth Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS

The financial results of the Company during the year under review are summarized as under:

(₹ In Lakhs)

Particulars	Year ended 31 st March, 2013	Year ended 31 st March, 2012
Net sales	20189.39	17144.56
Depreciation & Ammortisation Expenses	474.15	469.20
Finance Costs	991.58	1347.21
Profit on sale of land	—	465.38
Profit before tax	249.98	113.83
Taxation	43.51	22.44
Profit after tax	206.47	91.39

PERFORMANCE REVIEW

During the year of operation, your Company has earned a profit after tax for current year of Rs. 206.47 lakhs. Your Company's Net turnover during the year ended 31.03.2013 was Rs. 20,189.39 lacs as against the previous year turnover of Rs. 17,144.56 lacs. The Turnover has registered 17.30% growth and Net Profit has raised 125% and the finance cost has been reduced by 28%. The Exports have also shown a remarkable growth of 57 times when compared to the previous year. The exports amounted to Rs.16,67,175 for the year ended 31.03.2012 and Rs.9,53,70,076 for the year ended 31.03.2013

DIVIDEND

Keeping in view the uncertainty in the economy and volatile nature of business environment, to further improve the capacity utilization and consolidate its existing facilities, the management is cautious and retained the profit for further improvement.

TRANSFER TO RESERVE

The Board of Directors proposes to Transfer Rs.206.47 Lakhs to the Reserve.

SUBSIDIARIES OF THE COMPANY

The Company does not have any subsidiary Company.

DIRECTORS' RESPONSIBILITY STATEMENT AS PER SECTION 217 (2AA) OF THE COMPANIES ACT, 1956.

Pursuant to Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed,

- That in the preparation of the accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed along with proper explanation relating

to material departures;

- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates, that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year under review;
- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- That the Directors have prepared the accounts for the financial year ended March 31, 2013 on a going concern basis.

CORPORATE GOVERNANCE

The Corporate Governance & MDA report forms an integral part of the report and is set out as separate annexure to this report. The certificate from the Statutory Auditor of the Company certifying compliance of the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement is annexed to the report on Corporate Governance.

AUDIT COMMITTEE / INVESTOR GRIEVANCE COMMITTEE / REMUNERATION & COMPENSATION COMMITTEE

The Board of Directors have constituted three committees i.e. Audit Committee, Investor Grievance committee and Remuneration/ Compensation Committee as per the requirement of Corporate Governance under the Listing Agreement. The majority of the members of these committees are independent & non executives.

FIXED DEPOSITS

The Company has neither accepted nor renewed any Fixed Deposits from the public during the year under review.

DIRECTORS

Mr. Mohammed Shahid Aftab Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting. He is eligible for appointment and offers himself for re-appointment.

A brief resume of the Director who is re-appointed is attached to the Notice of the ensuing Annual General meeting.

None of the Directors of your Company are disqualified as per provisions of Section 274 (1) (g) of the Companies Act, 1956. The Directors of the Company have made necessary disclosures as required under various provisions of the Companies Act and clause 49 of the Listing Agreement.

LISTING FEES

The Equity shares of the Company are listed with Bombay Stock Exchange Ltd. (BSE) & National Stock exchange of India Limited (NSE). The annual listing fee for the year 2013-14 was paid within the scheduled time to BSE & NSE.

AUDITORS

M/s GRV & PK, Chartered Accountants, who are statutory auditors of the Company hold office, in accordance with the provisions of the Companies Act, 1956, upto the conclusion of the forthcoming Annual General Meeting and are eligible for reappointment.

The Company has received letter from them to the effect that their appointment / reappointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such appointment / reappointment within the meaning of Section 226 of the said Act.

For the observations made by the Auditors in their report are self explanatory and do not require any explanations.

COST AUDITORS

Pursuant to the order no. F.No. 52/26/CAB-2010 dated June 30, 2011 issued by the Central Government in terms of the provisions

of Section 233B of the Companies Act, 1956, audit of cost records is mandatory for the products manufactured by the Company at its two manufacturing units viz., Chintamani (Karnataka) and Rudrapur (Uttarakhand) and the Central Government has approved the appointment of "M/s.A.S.Rao & Co Cost Accountants, Visakhapatnam, Andhra Pradesh" as Cost Auditors of the Company. The cost audit report for the Financial year 2011-12 has been filed and the cost audit report for the Financial year 2012-13 shall be filed within the due date.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The statement containing the necessary information as required under Section 217 (1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in Report of Board of Directors) Rules 1988, relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are annexed hereto and forms an integral part of this report.

EMPLOYEE PARTICULARS

The Statement of employees required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is not annexed, as there are no employees drawing salary exceeding the present limits as provided under the Act.

The relations between the management and employees remain normal and cordial during the year under review.

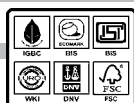
ACKNOWLEDGEMENTS

The Directors wish to thank the Company's esteemed customers, partners, suppliers, bankers and above all, its shareholders and investors for their continued support and co-operation. Your Directors wish to place on record their deep sense of appreciation for the dedication, commitment and contribution made by the employees at all levels during this year.

For and on behalf of the Board of Directors

Deen Dayal Daga
Chairman

Place : Bangalore
Date : 28th May, 2013



ANNEXURE TO THE DIRECTORS' REPORT

UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES 1988.

A. CONSERVATION OF ENERGY

Energy is an essential input for the industrial development. Share of industries in commercial energy consumption has risen rapidly over the past two-and-a-half decades. Energy generation and environmental conservation are the twin issues arising from exploitative interaction of man with natural resources.

As there is a raise in the number of process industries, the energy consumption has increased manifold and the Company is continuously striving for adopting energy conservation measures like using machinery that consume less energy and reduction in the emissions, maintenance of machines through periodical inspections and servicing

Your Company will continuously improve its manufacturing process and maintain efficient cum cost effective machinery and emphasize on conservation of fuel

B. RESEARCH AND DEVELOPMENT (R & D)

1. Specific areas in which R & D carried out by the Company :

Research & Development is indispensable and highly vital especially in the Changing business scenario and the changing needs and preferences of customers. The Company has in house R & D facilities managed and continuously updated by experienced personnel in the relevant field.

Cost reduction and Product updation are the two important objectives of the Company and the Company is planning to further reduce the formaldehyde emissions using its own plant that caters the needs of resin and glue formation.

2. Benefit derived as a result of the above R & D:

As a result of the above measures taken by the Company there is a substantial reduction in the production cost and as a result of reduced emission of effluents the Company was able to produce eco friendly products.

3. Imported technology

Name of the Machine	Imported From	Year of Import	Status
4 FT Log Feeding	China	2012-13	Installed
4 FT barking Machine (BQ1813/5Y)	China	2012-13	Installed
4 FT Log Convey	China	2012-13	Installed
4 FT Spindless-Cutting Machine (BQ1813/4Z-JS)	China	2012-13	Installed

C. FOREIGN EXCHANGE EARNING & OUTGO

Earnings : ₹ 9,53,70,076/-

Outgo : ₹ 22,07,49,556/-

3. Future Plan of action:

To minimize the emissions which damage the environment and consistently thrive for cost reduction.

4. Expenditure on R & D

The Company in the process of improving Product quality and streamlining the production processes incurs expenses which indirectly can be attributed to Research & Development and as such there is no capital expenditure apportioned for R & D and there are no separate disclosures for the same.

TECHNOLOGY, ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts in brief, made towards technology absorption, adaptation and innovation.

Technology life cycle is getting shorter due to fast technological changes or technological discontinuities. Product life cycles are decreasing due to fast changes in consumer needs, increasing awareness about new or improved technologies. However the company was able to absorb the best of technologies for the diversification of its product range and various sources like Know how from its associate companies, data base and external sources like published articles, work shops from trade bodies and industrial forums are being effectively utilized to update with the technological changes.

Your company is abreast with the technological changes and promptly utilizing the latest technology supplemented with programs for quality improvement and enhanced productivity.

2. Benefits derived as a result of the above efforts.

- Process Rationalisation
- Product Quality Improvement
- Eco friendly products

For and on behalf of the Board
of Archidply Industries Limited

Deen Dayal Daga
Chairman

Place : Bangalore
Date : 28th May, 2013

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

In Archidply, Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

We believe that our company shall go beyond adherence to regulatory framework. Our corporate structure, business and disclosure practices have been aligned to our Corporate Governance Philosophy. Transparency, accountability, fairness and stakeholders are integral to our functioning.

BOARD COMPOSITION

SIZE AND COMPOSITION OF THE BOARD

The Board of Directors of the Company consists of an optimum combination of executive and non-executive directors. The Board of directors comprises 6 Directors out of which 3 Directors are Non-executive Directors as on 31.03.2013. The Company has an Executive Chairman and not less than half of the total strength of the Board comprises of independent directors. The Company has three Independent Directors. None of the Directors on the Company's Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which he is a Director as on 31.03.2013. All the Directors have made necessary disclosures regarding committee positions occupied by them in other Companies.

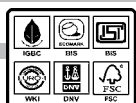
There is no pecuniary relationship or transaction of the non-executive directors with the Company.

During the year under review, 10 Board Meetings were held during the financial year ended 31st March, 2013. The dates of the Board meeting were 29.05.2012, 15.06.2012, 14.08.2012, 3.10.2012, 15.10.2012, 12.11.2012, 28.11.2012, 2.02.2013, 14.02.2013, and 4.03.2013. There has not been a time gap in excess of four months between any two meetings of the Board of Directors. The requisite information as enumerated in Annexure I to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussion and consideration at Board Meetings. The composition of the Board, attendance at Board Meetings (BM) held during the financial year (FY) under review and at last Annual General Meeting (AGM) and number of directorships and Memberships/ Chairmanships in other Public Companies are given below:

Name of the Director (Designation)	Category	FY 2012-13 Attendance at		No. of Other Director-ships held ^	No. of Committee Positions held	
		BM	Last AGM		This Company	Other Company
Mr. Deen Dayal Daga (Chairman)	Promoter	7	No	1	Nil	Nil
Mr. Shyam Daga (Managing Director)	Promoter	10	Yes	1	1	Nil
Mr. Rajiv Daga (Joint Managing Director)	Promoter	7	No	1	1	Nil
Mr. K.K. Taparia (Director)	Independent	2	No	1	3	2
Mr. B.H. Rathi (Director)	Independent	4	No	NIL	3	Nil
Mr. M.S. Aftab (Director)	Independent	3	No	1	3	Nil

^ Excludes directorships held in Private Companies and Companies incorporated under Section 25 of the Companies Act, 1956.

In terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, one-third Directors of the Company, liable to retire by rotation retires at every Annual General Meeting. Accordingly, Mr. M.S.Aftab would retire by rotation at the ensuing Annual General Meeting of the company and being eligible he offer himself for reappointment. Information as required under Clause 49(VI) of the Listing Agreement on director's appointed/reappointed at this Annual General Meeting is annexed to the Notice of the Annual General Meeting.



AUDIT COMMITTEE

COMPOSITION & TERMS OF REFERENCE :

i) **Brief description of terms of reference :**

The terms of reference of the Audit Committee, includes all matters as specified for Audit Committee under the Listing Agreement.

ii) **Meeting, Composition, designation, Category and Attendance thereof :**

During the year 2012-13, 4 meetings of Audit Committee were held on 29.05.2012, 14.08.2012, 12.11.2012, and 14.02.2013. The Composition and other details of Audit Committee of the Company is as follows:

Sl.	Name of Director	Designation	Category	No. of meeting attended
1	Mr. M.S.Aftab	Chairman	Non Executive, Independent	3
2	Mr. B.H.Rathi	Member	Non Executive, Independent	4
3	Mr. Shyam Daga	Member	Executive, Promoter	4
4	Mr.K.K.Taparia	Member	Non Executive, Independent	2
5	Mr. Rajneesh Sharma	Secretary to the Committee	Company Secretary	4

REMUNERATION COMMITTEE / COMPENSATION COMMITTEE :

i) **Brief description of terms of reference :**

The Board has constituted a remuneration/Compensation Committee of the Company. The terms of reference of the Committee are to make recommendation to the Board for induction of any new Director on the Board and also help to ensure that the non Executive Director decides on appointment/re-appointment, remuneration, assessment and progression of Whole-time Directors. The Committee also review the ESOP scheme as drawn form time to time.

ii) **Meeting, Composition, designation, Category and Attendance thereof :**

During the year 2012-13, 1 meeting of Remuneration Committee was held on 29.05.2012. The Composition and other details of Remuneration/Compensation Committee of the Company is as follows:

Sl.	Name of Director	Designation	Category	No. of meeting attended
1	Mr. K.K.Taparia	Chairman	Non Executive, Independent	1
2	Mr. M.S.Aftab	Member	Non Executive, Independent	1
3	Mr. B.H.Rathi	Member	Non Executive, Independent	1
4	Mr. Rajneesh Sharma	Secretary to the Committee	Company Secretary	1

DETAILS OF REMUNERATION PAID TO DIRECTORS

a) **Executive Directors :**

All elements of remuneration package i.e. salary, benefits, bonuses, etc. paid to Executive Directors are

(In ₹)

Name of Director	Basic Salary	HRA	Others	Total
Mr. Deen Dayal Daga	15,35,645	9,18,000	—	2452645
Mr. Shyam Daga	12,78,871	7,65,000	1100	2044971
Mr. Rajiv Daga	10,23,096	6,12,000	1100	1636196

- No commission is payable to the Executive Directors.
- No sitting fee is paid to Executive Directors for attending the meeting of Board of Directors of the Company or committees thereof.
- There is no separate provision for payment of severance fees.

b) **Non-Executive Directors :**

Non-executive Directors are paid the sitting fees for attending the Board Meetings and Committee Meetings

(In ₹)

Name of Directors	Sitting fees for Board Meeting	Sitting fees for Committee Meeting
Mr. M.S.Aftab	45,000	40,000
Mr. B.H. Rathi	60,000	50,000
Mr. K.K. Taparia	30,000	30,000

* The above sitting fee is exclusive of Service tax (An amount of Rs.19,418 has been paid as service tax which was applicable from July 2012) and TDS deducted accordingly.

SHAREHOLDERS / INVESTORS GRIEVANCES COMMITTEE AND SHARE TRANSFER COMMITTEE :

i) **Brief description of terms of reference :**

The Committee reviews, records and expedite transfer of shares, issue of duplicate share certificate, rematerialization etc. and helps to resolve/attend to any grievance of Shareholders/Investors and to minimise any delays in the transfer process. Any investor grievance is referred to the Committee in the first instance, for earliest resolution of any problem. During the year 2012-13, 4 complaints/ requests were received from the shareholders/investors through SEBI/Stock Exchange and directly from shareholders/Investors. All the complaints/requests were resolved to the satisfaction of the Shareholders/Investors As on 31.03.2013, there were no pending complaints.

ii) **Meeting, Composition, designation, Category and Attendance thereof :**

During the year under review, the committee met on 29.05.2012, 14.08.2012, 12.11.2012 & 14.02.2013. The Composition and other details of the Shareholders/Investors Grievances Committee and Share transfer Committee of members of the Company was as follows:

Sl.	Name of Director	Designation	Category	No. of meeting attended
1	Mr.Rajiv Daga	Member	Executive, Promoter	1
2	Mr. B.H. Rathi	Chairman	Non Executive, Independent	4
3	Mr. M.S.Aftab	Member	Non Executive, Independent	3
4	Mr. K.K.Taparia	Member	Non Executive, Independent	2

Mr. Rajneesh Sharma, Company Secretary acts as the Compliance Officer of the Company.

The shares of the Company are being compulsorily traded in dematerialized form. Shares in physical form, received for transfer/ dematerialization, are transferred/dematerialized within a period of 21 days from the date of lodgment of valid share transfer deed along with share certificate. These requests are processed through the Company's Registrar and share transfer Agent i.e. Karvy Computer Share Private Limited.

During the year half-yearly certificate(s), confirming due Compliance of the share transfer formalities by the Company (clause 47(c) of the listing agreement); and Secretarial audit report (s) {Under SEBI (Depositories and participant) Regulations, 1996} for reconciliation of total admitted capital with both the depositories, were obtained from a Practicing Company Secretary/Statutory Auditor and the same were submitted with the stock Exchanges within the stipulated time.

The Company has taken various steps to ensure that the shareholders- related matters are given due priority and the matters/issues raised are resolved at the earliest



GENERAL BODY MEETINGS

Details of the location and time of the last three AGM's(Annual General meeting) held:

Year	Location	Date	Time
2012	Ramanshree California Resort, Ananthpura Gate, Doddabalpura Road, Yelhanka, Bangalore – 560064	29.09.2012	10:00 A.M.
2011	Ramanshree California Resort, Ananthpura Gate, Doddabalpura Road, Yelhanka, Bangalore – 560064	29.09.2011	10:00 A.M.
2010	Ramanshree California Resort, Ananthpura Gate, Doddabalpura Road, Yelhanka, Bangalore – 560064	29.09.2010	10:00 A.M.

The following Special Resolution was taken up in the last three AGMs :

September 29, 2012

- Re-Appointment of Chairman, Managing Director and Joint Managing Director for a term of 3 years.
- Revision of remuneration of Chairman , Managing Director & Joint Managing director

Disclosures

- None of the transactions with any of the related party was in conflict with the interest of the Company at large. The details of related party transactions are given in the Notes to Accounts forming part of the Annual Accounts.
- No strictures / penalties have been imposed on the Company by the Stock Exchanges or the SEBI or any statutory authority on any matters related to capital markets during the last three years.
- The Company has complied with the requirements of the stock exchange or SEBI on matters related to Capital Market as applicable.
- The Company has complied with the mandatory requirements of clause 49 of the listing agreement.

Means of Communication

In order to attain maximum shareholders – reach, the quarterly and half yearly financials results of the Company during the year 2012-13 were published in leading newspapers (English & Kannada language) The financial results are simultaneously posted on the website of the Company i.e. www.archidply.com

The “Limited Review” Reports of the Financial results for the quarter ended 30th June 2012, September 30, 2012 and December 31,2012 were obtained from statutory Auditors of the Company and filed with the stock exchange(s).

To facilitate prompt correspondence with investors/shareholders relating to their queries and grievances, the Company has a dedicated email-id viz, rsharma@archidply.com

GENERAL SHAREHOLDER INFORMATION

1. Date, Time and Venue of 18th Annual General Meeting :

Year	Location	Date	Time
2013	Ramanashree California Resort, Ananthpura Gate, Doddaballapur Road, Yelahanka, Bangalore	28th September 2013	10:00 a.m.

2. Financial Year :

The Company's financial year was from April 1st 2012 to March 31st 2013.

3. Date of Book Closure :

22nd September, 2013 to 28th September 2013 (Both days inclusive)

4. Dividend payment date :

No dividend declared for the year under review.

5. Listing on stock exchanges :

The Equity shares of the Company are listed at:

Bombay Stock Exchange Limited (BSE)

National Stock Exchange Limited (NSE)

The annual listing fees, for the equity shares of the Company, pertaining to the year 2012-13 has been paid to the concerned stock exchange on demand.

6. **Stock code :**

Stock Exchange	Stock Code	Type of security
Bombay Stock Exchange :Limited (BSE)	532994	Equity Shares
National Stock Exchange Limited (NSE)	ARCHIDPLY	Equity Shares

7. **Stock Market data & Performance in comparison to BSE Sensex and NSE Nifty :**

Monthly closing high and low quotation of shares traded on National and Bombay Stock Exchanges for the year 2012-13.

Year 2012-2013 Month *	BSE				NSE			
	Share Price High (₹)	Share Price Low (₹)	Sensex High	Sensex Low	Share Price High (₹)	Share Price Low (₹)	S&P CNX Nifty High	S&P CNX Nifty Low
April-12	12.98	10.1	17664.1	17010.16	13.35	9.9	5378.75	5154.3
May-12	11.39	9.5	17432.33	15809.71	11.65	8.55	5279.6	4788.95
Jun-12	10.3	8.27	17448.48	15748.98	10	8.3	5286.25	4770.35
Jul-12	9.85	8.1	17631.19	16598.48	9.75	8.05	5348.55	5032.4
Aug-12	9.18	8	17972.54	17026.97	9.35	7.8	5448.6	5164.65
Sep-12	10.8	8.1	18869.94	17250.8	11	8	5735.15	5215.7
Oct-12	12.18	8.75	19137.29	18393.42	11.5	8.75	5815.35	4888.2
Nov-12	10	8.5	19372.7	18255.69	9.55	7.65	5885.25	5548.35
Dec-12	10	8.33	19612.18	19149.03	9.8	8.45	5965.15	5823.15
Jan-13	10.35	8.7	20203.66	19508.93	10.35	8.1	6111.8	5935.2
Feb-13	9.75	7.66	19966.69	18793.97	9.45	7.6	6052.95	5671.9
Mar-13	9	6.05	19754.66	18568.43	8.5	6	5971.2	5604.85

* Source: Websites of Stock Exchanges, BSE and NSE

8. **Registrar & Transfer Agents :**

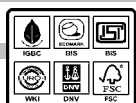
The Registrar and share Transfer Agent of the Company is Karvy Computershare Private Limited who can be contacted at the following address:

Karvy Computershare Private Limited
Plot No. 17 to 24, Vithalrao Nagar,
Madhapur, Hyderabad – 500 086
Tel: 01-800-3454001
Fax: 040-23420814
E-mail: einward.ris@karvy.com

9. **Distribution of Shareholdings :**

The distribution of shareholding as on as on 31.03.2013 is given as under:

Category	Cases	% of Cases	Amount	% of Amount
upto 1 - 5000	6271	73.98	10353400.00	4.69
5001 - 10000	1056	12.46	7787430.00	3.53
10001 - 20000	801	9.45	10554510.00	4.78
20001 - 30000	110	1.30	2756560.00	1.25
30001 - 40000	52	0.61	1785880.00	0.81
40001 - 50000	49	0.58	2301820.00	1.04
50001 - 100000	67	0.79	4910340.00	2.23
100001 & ABOVE	71	0.84	180200060.00	81.67
Total:	8477	100.00	220650000.00	100.00



The distribution of shareholding according to category as on 31.03.2013

SHARE HOLDING PATTERN AS ON 31/03/2013

Sl. No.	Description	Cases	Shares	% Equity
1	CLEARING MEMBERS	10	26145	0.12
2	H U F	399	293522	1.33
3	BODIES CORPORATES	171	1678499	7.61
4	NON RESIDENT INDIANS	76	114961	0.52
5	PROMOTERS BODIES CORPORATE	3	8191059	37.12
6	PROMOTER COMPANIES	1	2810750	12.74
7	PROMOTER INDIVIDUALS	3	3307880	14.99
8	COMPANY PROMOTERS	3	836600	3.79
9	RESIDENT INDIVIDUALS	7811	4805584	21.78
	Total:	8477	22065000	100.00

10. Dematerialization of Shares and liquidity :

As on 31.03.2013, of the shareholding were held in dematerialized form as per details mentioned below:

Description	No. of Holders	Shares	% to Equity
PHYSICAL	32	3743575	16.97
NSDL	4998	16092853	72.93
CDSL	3447	2228572	10.10
Total:	8477	22065000	100

The demat ISIN of the Company's equity shares is INE877101016.

11. Outstanding GDRs / ADRs / Warrants or any convertible instruments :

There were no outstanding GDRs/ADRs/ Warrants or any other Convertible Instruments as on 31.03.2013.

12. Plant locations :

Rudrapur	Plot No. 7, Sector 9, Pant Nagar Industrial Area, Khasra No. 210, Pool Bagh, Kichha, Udham Singh Nagar, Rudrapur Uttarakhand, 263153
Chintamani	Survey No. 19, KSSIDC Industrial Area, Katamachanahalli, Chintamani, Chikkaballapur, Karnataka, 563125

13. Address for correspondence :

Registered Office:

ARCHIDPLY INDUSTRIES LTD

29/2, G.K. Manor, 1st Floor, Nehru Nagar Circle

Sheshadripuram, Bangalore – 560 020.

Tel: 080-2344 5607 / 4342 0000

Fax: 080-2334 8463

E-mail: info@archidply.com

Website: www.archidply.com

Non-Mandatory Requirements :

The company has not adopted any of the non-mandatory requirements as enumerated in Annexure 3 to Clause 49 of the Listing Agreement except the constitution of Remuneration Committee

Affirmation regarding Compliance with the Code of Conduct

The Company has adopted Code of Conduct for all its employees, including the Senior Management Personnel and Board Members and these Codes are available on the Company's website (www.archidply.com).

I hereby confirm that all Board members and senior management personnel have affirmed compliance with the Code of Conduct applicable to them in respect of the year ended 31st March, 2013.

For and on behalf of the Board
of ARCHIDPLY INDUSTRIES LIMITED

Place : Bangalore
Date : 28th May, 2013

Deen Dayal Daga
(Chairman)

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF ARCHIDPLY INDUSTRIES LIMITED

We have examined the compliance of conditions of corporate governance by ARCHIDPLY INDUSTRIES LIMITED, for the year ended on 31.03.2013, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

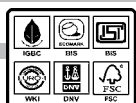
We state that, there was no investor grievance pending against the company for a period exceeding one month.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
G R V & P K
Chartered Accountants
FRN : 008099S

Place : Bangalore
Date : 28th May, 2013

Kamal Kishore
Partner
M. No.: 205819



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Year ended 2012-2013 is yet another setback for the growth of the economy, the down turn in UK's economy has affected the global economy as well and dismal performance of Indian economy as a whole can be attributed to the mediocre performance of most of the Indian corporates which have failed in achieving the projected growth. The last quarter of the fiscal has shown positive signs and glimpses of revival.

However the change in attitude of the Indian consumers from savings to spending and raising middle class with high earning potential are the positive signs and indicators of a booming economy.

2. OPPORTUNITIES & THREATS

The real estate sector has started improving and it has a positive bearing on your Company as the performance of construction industry is also one of the vital factors that affect the growth of Plywood Industry

New star hotel projects on one hand and banks, insurance and health sectors are in an expansion spree on the other

hand will trigger the opportunities for your company. As a result the demand for plywood, laminates and interior products will further increase.

Your company has recently started a new line of hot press laminate unit at its Rudrapur factory which will increase the capacity expansion

In spite of all these positive factors there are threats in the form of dumping, import of low cost products from overseas, increasing number of manufacturers in both organized as well as unorganized sectors may recede the projected growth

As your company's brand is well established in the market and been there in this industry for more than three decades and emphasis on quality and manufacture of eco friendly products serve as the tools to withstand competition and move forward and achieve the estimated growth.

3. FINANCIAL PERFORMANCE

The following are relevant financial performance details with respect to the operational performance of the Company.

Salient features relating to the Profit & Loss Account :

(₹ In Lakhs)

Particulars	2012-13
Net Sales	20,189.39
Other Income	418.81
Total Revenues	20,608.20
Cost of Materials Consumed	9543.83
Purchases of Stock in Trade	3911.03
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	733.29
Employee benefits expense	1495.81
Finance Costs	991.58
Depreciation & Amortisation Expenses	474.15
Other Expenses	3208.53
Total Expenditure	20358.22
Profit Before Tax	249.98
Tax	43.51
Profit after Tax	206.47

During the year the Company has achieved a turnover of Rs.20,189.39 lakhs and earns profit before Tax [PBT] of Rs. 249.99 lacs (margin 1.24 %) and profit after taxes of Rs. 206.47 lakhs. The Segment wise performance has been given elsewhere in the Report.

4. OUTLOOK

The Company's outlook remains same as stated earlier, that is to enhance the capacity utilization of the existing installed capacity across various product lines. Your company has achieved the same last fiscal and look to maintain and further increase.

5. RISKS AND CONCERNS

Fluctuating interest rates, unpredictable economy, volatile business environment, credit risk are the various identifiable risks along with uncontrollable external factors. However your company can respond and cautiously manage these risks by resorting to a conservative business policy and diligent business practices.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal control systems play an important role and acts as a supplement to the external control systems. Your

company has appointed a fulltime In house internal auditor to streamline the system and has adequate internal control systems to maintain accuracy in accounting and financial transactions and comply with rules and regulations.

The company has a planned delegation of authority and the roles and responsibilities of all the employees at all the hierarchies are defined.

7. HUMAN CAPITAL

The Company's Industrial relations at all the levels remained cordial throughout the year.

8. CAUTIONARY NOTE

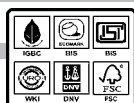
The above presentation is based on future growth prospects and certain statements are forward looking as required by applicable laws and regulations.

Apart from the above mentioned factors, other external factors will affect the actual results and no conclusion can be drawn based on this as the future performance of the company may differ from the one projected by your directors.

For and on behalf of the Board
 of ARCHIDPLY INDUSTRIES LIMITED

Deen Dayal Daga
 (Chairman)

Place : Bangalore
 Date : 28th May, 2013



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
M/s. ARCHIDPLY INDUSTRIES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of M/s. Archidply Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31st 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us 31;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For G R V & P K
Chartered Accountants
FRN : 008099S

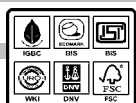
Place : Bangalore
Date : 28th May, 2013

Kamal Kishore
Partner
M. No.: 205819

ANNEXURE TO THE AUDITORS' REPORT

(REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE)

1. In respect of its Fixed Assets :
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - b) As explained to us, fixed assets have been physically verified by the management on regular intervals during the year and there is regular programme of verification which in our opinion is reasonable having regard to the size of the company and nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) The fixed Assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
2. In respect of its inventories :
 - a) As explained to us physical verification of the Inventory has been conducted by management at reasonable intervals.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. In respect of the loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956:
 - a) The Company has not granted any Loans and Advances to party covered in the Register maintained under section 301 of the Companies Act, 1956. Hence, the clause 4(iii) (a), (b), (c) and (d) of the same order are not applicable to the Company.
 - b) The Company has taken unsecured loan from one party covered in the Register maintained under Section 301 of the Companies Act, 1956. The maximum balance outstanding during the year was Rs. 5,12,64,092/- and the balance outstanding as on 31st March 2013 is Rs. 2,00,57,223/-.
 - c) No Interest is paid on loan taken. Other terms and conditions on which loan taken from the company listed in the Register maintained under Section 301 of the Companies Act, 1956 are prima facie, not prejudicial to the interest of the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any major weakness in such internal controls.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
 - a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into the Register in pursuance of Section 301 of the Companies Act, 1956 have been so entered.
 - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees five lakhs in respect of any party during the year have been made at price which are reasonable having regard to prevailing market price at the relevant time.
6. In our opinion and according to the information and explanations given to us, the company has not accepted deposits in terms of Sections 58A and Section 58AA or any other relevant provisions of the Companies Act, 1956.
7. In our opinion, the Company has an adequate internal audit system commensurate with its size and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
9. In respect of Statutory dues:
 - a) According to the information and explanations given to us, the company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales – Tax, Mandi Tax, VAT, Service Tax, Custom duty, Excise duty, cess and any other material statutory dues with the appropriate authorities during the year.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2013 for more than six months from the date they became payable.
 - c) According to the information and explanations given to us, details of disputed Sales Tax, Income Tax, Customs Duty, Service Tax, Excise duty and Cess which have not been deposited as on 31st March, 2013 on account of any dispute are given below:



Name of Statute	Nature of the dues	Disputed amount pending	Period to which the amount relates (Financial Years)	Forum where dispute is pending.
Central Excise Act	Excise duty	₹ 81,01,637/-	2000-2003	Honorable Supreme Court
		₹ 4,41,92,921/-	2006-2010	Order received from Commissioner of Customs & Central Excise, Meerut-II for demand. The Company is going for appeal to Tribunal.
		₹ 2,00,10,661/-	2010-2012	
Uttranchal Vat Tax Act	Sales Tax	₹ 51,35,004/-	2006-07 & 2007-2008	The Joint Commissioner Appeal

10. The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the year ending 31st March, 2013 and the immediately preceding financial Year.
11. According to the records of Company examined by us and the information and explanations given to us, the company has not defaulted in the repayment of dues to the financial institutions and banks.
12. In our opinion and according to explanations given to us and based on the information available, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures or other securities.
13. In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
14. In our opinion and according to the information and explanations given to us, the company is not dealing in or trading in shares, securities, debentures and other investments. All investments of the company are held in its own name.
15. In our opinion and according to the information and explanations given to us, the company has not given guarantees for loans taken by others from bank or financial institutions.
16. In our opinion and according to the information and explanations given to us, in our opinion, the term loans availed by the Company were prima-facie applied by the Company during the year for the purposes for which the loans were obtained.
17. According to the information and explanations given to us and on an overall examination of the Balance sheet of the Company, funds raised on short term basis have, prima facie, not been used during the year for long term investments.
18. During the year under considerations, the Company has not made preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. In our opinion and according to the information and explanations given to us the company has not issued any secured debentures during the year covered by our audit and there is no securities/charges created at the end of financial year.
20. The company has not raised any money by way of public issue during the financial year.
21. According to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

For G R V & P K
Chartered Accountants
FRN : 008099S

Kamal Kishore
Partner
M. No.: 205819

Place : Bangalore
Date : 28th May, 2013

BALANCE SHEET as at 31st March, 2013

(Amount in ₹)

PARTICULARS	Note No.	As at 31 st March, 2013	As at 31 st March, 2012
EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUND			
Share Capital	1	22,06,50,000	22,06,50,000
Reserve and Surplus	2	85,71,90,365	83,65,43,054
		1,07,78,40,365	1,05,71,93,054
2. NON - CURRENT LIABILITIES			
Long-term borrowings	3	10,36,58,643	11,64,16,353
Deferred Tax Liabilities (Net)	4	45,66,690	52,15,622
		10,82,25,333	12,16,31,975
3. CURRENT LIABILITIES			
Short-term borrowings	5	39,69,29,214	40,59,45,884
Trade Payables	6	49,15,49,044	40,16,23,074
Other Current Liabilities	7	7,42,59,737	7,48,90,750
Short-term provisions	8	5,78,77,623	3,47,27,024
		1,02,06,15,618	91,71,86,732
TOTAL		2,20,66,81,316	2,09,60,11,761
ASSETS			
1. NON CURRENT ASSETS			
Fixed Assets	9		
i) Tangible assets		49,90,44,773	50,72,76,342
ii) Intangible assets		4,01,87,026	4,32,78,988
iii) Capital work-in-progress		4,34,01,904	4,79,133
		58,26,33,703	55,10,34,463
Non-Current Investments	10	1,12,037	2,83,120
Long-term loans and advances	11	17,35,40,706	14,17,97,899
Other non-current assets	12	4,59,52,814	4,65,10,837
TOTAL OF NON CURRENT ASSETS		80,22,39,260	73,96,26,319
2. CURRENT ASSETS			
Inventories	13	76,02,01,487	77,69,85,556
Trade receivables	14	52,97,60,686	45,31,53,082
Cash and Bank Balances	15	9,89,49,270	9,74,40,083
Short-term loans and advances	16	1,55,30,613	2,69,90,064
Other current assets	17	—	18,16,657
TOTAL OF CURRENT ASSETS		1,40,44,42,056	1,35,63,85,442
TOTAL		2,20,66,81,316	2,09,60,11,761

NOTES ON FINANCIAL STATEMENT

1 to 37

As per our Report of even date attached here to

For and on behalf of the Board

For G RV & P K
Chartered Accountants
FRN : 008099S

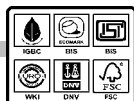
Deen Dayal Daga
Chairman

Shyam Daga
Managing Director

Kamal Kishore
Partner
M. No.: 205819

Rajneesh Sharma
Company Secretary

Place : Bangalore
Date : 28th May, 2013



STATEMENT OF PROFIT AND LOSS for the year Ended 31st March, 2013

(Amount in ₹)

PARTICULARS	Note No.	For the year ended on 31 st March, 2013	For the year ended on 31 st March, 2012
INCOME :			
Revenue from operation (Gross)	18	2,06,18,99,617	1,75,13,61,694
Less : Excise Duty		4,29,60,288	3,69,05,273
Net Sales		2,01,89,39,329	1,71,44,56,421
Other Income	19	4,18,81,793	23,05,98,935
TOTAL		2,06,08,21,122	1,94,50,55,356
EXPENDITURE :			
Cost of Material consumed	20	95,43,83,999	94,24,12,870
Purchases of Stock-in-Trade	21	39,11,03,054	27,90,02,029
Changes in Inventories of Finished Goods, Work-in-progress and stock-in-trade	22	7,33,29,579	(79,95,201)
Employee benefits expense	23	14,95,80,608	13,13,47,219
Finance Costs	24	9,91,58,043	13,47,21,962
Depreciation & Ammortisation of Goodwill	9	4,74,14,520	4,96,20,496
Other Expenses	25	32,08,52,939	40,45,62,285
TOTAL		2,03,58,22,742	1,93,36,71,660
PROFIT BEFORE TAXATION		2,49,98,380	1,13,83,696
Provision for			
Current Tax		50,00,000	19,09,176
Deferred Tax		(6,48,931)	3,35,174
PROFIT AFTER TAXATION		2,06,47,311	91,39,346
Earning Per Share (₹)			
Basic & diluted		0.94	0.41

NOTES ON FINANCIAL STATEMENT

1 to 37

As per our Report of even date attached here to

For and on behalf of the Board

For G RV & P K
Chartered Accountants
FRN : 008099S

Deen Dayal Daga
Chairman

Shyam Daga
Managing Director

Kamal Kishore
Partner
M. No.: 205819

Rajneesh Sharma
Company Secretary

Place : Bangalore
Date : 28th May, 2013

CASH FLOW STATEMENT

(Amount in ₹)

PARTICULARS	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
A. CASH FLOWS ARISING FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax	2,49,98,380	1,13,83,696
Add : Depreciation & Goodwill W/o	4,74,14,520	4,96,20,496
Misc Expenses W/o	18,16,657	17,95,794
Claims & Bad Debts	—	12,66,91,838
Provision for Leave Encashment	32,84,340	10,46,352
Provision for Gratuity	45,35,237	12,15,184
Provision for Discounts & Rebate	2,01,58,168	66,49,070
Employee Compensation Expenses (ESOP)	—	22,963
	7,72,08,922	18,70,41,697
Less : Interest Income	1,94,90,303	2,48,84,551
Sundry balances Written Back	—	—
Net Prior Year Adjustments	1,63,599	—
(Profit) / Loss on sale of Fixed Assets	1,16,64,276	3,13,18,178
	3,13,18,178	20,32,70,680
	7,08,89,124	22,81,55,232
Operating profit before working capital changes	7,08,89,124	(2,97,29,839)
(Increase) / Decrease in Inventory	1,67,84,070	1,46,16,494
(Increase) / Decrease in Debtors	(5,64,49,436)	(9,08,14,560)
(Increase) / Decrease in Loans & Advances	(4,63,82,323)	4,57,65,463
Increase / (Decrease) in Trade Payables	11,66,95,495	(4,16,94,654)
	3,06,47,806	(7,21,27,257)
Cash flow from Operations	10,15,36,930	(10,18,57,097)
Interest & Bank Charges (Net)	9,91,58,044	13,47,21,961
Gratuity Paid	(14,53,628)	(3,046)
Leave Encashment paid	(14,67,079)	—
Payment of Income Tax	(8,63,371)	(68,82,700)
Net Cash Flow from Operating Activities	19,69,10,896	2,59,79,118
B. CASH FLOWS ARISING FROM INVESTMENT ACTIVITIES		
Inflows :		
Proceeds on disposal of Fixed Assets	9,07,55,296	45,40,11,854
Interest Received	1,94,90,303	2,48,84,551
Sales of Investments	1,71,083	—
Outflows:		
Additions to Fixed Assets	11,44,43,200	26,03,59,109
Borrowing Cost Capitalised	7,38,808	—
Additions to Fixed Assets - Capital WIP	4,29,22,771	4,79,133
Additions to Investments	—	27,346
Net Cash Flow from Investment Activities	4,76,88,097	21,80,30,818
C. CASH FLOWS ARISING FROM FINANCE ACTIVITIES		
Inflows :		
Proceeds from issue of Share Capital	—	1,35,000
Capital Subsidy Received	—	30,00,000
Borrowings - Secured Loans	1,33,42,415	(14,54,41,163)
Borrowings - Unsecured Loans	(84,31,965)	2,39,19,861
Outflows :		
Inter Corporate Deposit	2,67,81,189	(2,39,19,861)
Interest & Bank Charges	9,91,58,042	1,34,72,1961
Net Cash Flow from Finance Activities	(14,77,13,611)	(22,91,88,402)
Cash flow from all activities - (A + B + C)	15,09,188	1,48,21,534
Add : Cash & cash equivalents at beginning of the year	9,74,40,082	8,26,18,548
Cash & cash equivalents at year end of the year	9,89,49,270	9,74,40,082

As per our Report of even date attached here to

For and on behalf of the Board

For G R V & P K
Chartered Accountants
FRN : 0080995

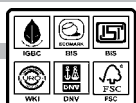
Deen Dayal Daga
Chairman

Shyam Daga
Managing Director

Kamal Kishore
Partner
M. No.: 205819

Rajneesh Sharma
Company Secretary

Place : Bangalore
Date : 28th May, 2013



NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

(Amount in ₹)

PARTICULARS	As at 31 st March, 2013	As at 31 st March, 2012
-------------	---------------------------------------	---------------------------------------

NOTE - 1

SHARE CAPITAL

Authorised Capital

2,50,00,000 (P.Y. 2,50,00,000) Equity Shares of ₹ 10/- each

25,00,00,000

25,00,00,000

Issued

2,20,65,000 Equity shares of ₹ 10/- each

22,06,50,000

22,06,50,000

(Previous Year 2,20,51,500 Equity shares of ₹ 10/- each)

Subscribed and Paid Up Capital

2,20,65,000 Equity shares of ₹ 10/- fully paid up.

22,06,50,000

22,06,50,000

(Previous Year 2,20,51,500 Equity shares of ₹ 10/- each)

- The Company has only one class of equity shares having a par value of ₹ 10 per share, each Shareholder is eligible for one vote per share.
- 1,15,68,180 (Previous year 1,15,68,180) Equity shares of ₹ 10/- each issued as fully paid up for acquiring the plywood and block board and particle & laminated board (Both divisions) of the Mysore Chip Board Limited pursuant to Scheme of Arrangement sanctioned by Hon'ble High court of Karnataka without payment being received in cash in the financial year 2007-08.
- 65,000 (Previous year 51,500) Shares out of issued, subscribed and paid up capital were allotted under ESOP scheme for ₹ 10/- each. The in principle approval for the Employee stock Option scheme – "Archidply Industries Limited ESOS-2009" exercisable into not more than 2,00,000 options has been obtained by the Company. The options are vested to the eligible employees as per the scheme with effect from 1st April, 2010. The total options granted on 1st April, 2009 were 93,000 at an exercise price of ₹ 10 per option. The options vested were 72,500 and options exercised were 65,000 as on 31st March, 2012. The total number of shares arising as a result of exercise of options are 65,000 shares.
- Current Year Nil (Previous year 65,000) Equity shares of ₹ 10/- each issued as fully paid up under ESOP Scheme.

A. Reconciliation of number of shares outstanding at beginning & end of the reporting period.

Outstanding as at beginning of the reporting period

22,06,50,000

22,05,15,000

Add: Shares issued during the year under ESOP

—

1,35,000

Outstanding as at end of the Reporting period

22,06,50,000

22,06,50,000

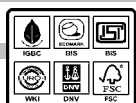
B. Details of the Shares held by shareholders holding more than 5% of the aggregate shares in the Company.

No. of Shares held	31 st March, 2013		31 st March, 2012	
	(% of holding)	No. of Shares held	(% of holding)	No. of Shares held
Assam Timber Products Pvt. Ltd.	19.40	4281150	19.40	4281150
Vanraj Suppliers Pvt. Ltd.	17.25	3807009	16.82	3712663
Ravi Marketing Services Pvt. Ltd.	12.74	2810750	12.74	2810750
Mr. Deen Dayal Daga	5.91	1303320	5.91	1303320
Mr. Shyam Daga	5.64	1244260	5.64	1244260

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

(Amount in ₹)

PARTICULARS	As at 31 st March, 2013	As at 31 st March, 2012
NOTE - 2		
RESERVES & SURPLUS		
a) Capital Reserves		
Capital Subsidy	30,00,000	30,00,000
b) Securities Premium Reserve		
As per last Balance Sheet	44,22,48,275	44,22,22,130
Add : Premium on issue PY 13500 equity share under ESOP scheme	—	26,145
	<u>44,22,48,275</u>	<u>44,22,48,275</u>
c) Share Options Outstanding Account		
Employee Stock Options Outstanding	—	26,145
Add : Options Granted During the Year	—	—
	—	<u>26,145</u>
Less : Transferred to Securities Premium on Exercise of Options	—	26,145
	—	—
d) Surplus		
Opening Balance	39,12,94,779	38,21,55,433
Add / (Less) : Transferred from Profit & Loss Account	2,06,47,311	91,39,346
	<u>41,19,42,090</u>	<u>39,12,94,779</u>
TOTAL	<u>85,71,90,365</u>	<u>83,65,43,054</u>
NOTE - 3		
LONG TERM BORROWINGS		
A. Secured Loans		
a) Term Loans from Bank	10,26,80,651	11,57,95,592
b) Other Loans (Secured by hypothecation of vehicles purchased under the Hire Purchase Scheme)	9,77,992	6,20,761
TOTAL	<u>10,36,58,643</u>	<u>11,64,16,353</u>



NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

Term of repayment and nature of Security for long term secured borrowings :

- i) Term Loan amounting to Rs.NIL/- (March 31,2012: Rs.1,20,35,876/-) is secured by first charge on all immovable properties of Rudrapur unit of the Company present and future and hypothecation of all assets both present and future of Rudrapur unit and personal guarantee of promoter directors and repayable in 20 quarterly installments starting from April 2007 last installment due on April 2013.
- ii) Term Loan amounting to Rs.3,32,65,387/- (March 31,2012: Rs. NIL) is secured by first charge on all immovable properties of Rudrapur unit of the Company present and future and hypothecation of all assets both present and future of Rudrapur unit and personal guarantee of promoter directors and repayable in 20 quarterly installments starting from June 2013 last installment due on March 2018.
- iii) Term Loan amounting to Rs.2,40,23,998/- (March 31,2012: Rs.2,98,86,558) is secured by first charge on all immovable properties of Chintamani unit of the Company present and future and hypothecation of all assets both present and future of Chintamani unit and personal guarantee of promoter directors and repayable in 41 monthly installments starting from August 2012 last installment due on December 2015.Out of which Rs. 2,40,23,359/is in Foreign Currency.
- iv) Term Loan amounting to Rs 9,21,54,917/- (March 31,2012: Rs.10,83,09,034) is secured by first charge on all immovable properties of Chintamani unit of the Company present and future and hypothecation of all assets both present and future of Chintamani unit and personal guarantee of promoter directors and repayable in 50 monthly installments starting from August 2012 last installment due on September 2016. Out of this Rs.9,03,63,373 is in Foreign Currency.
- v) Term Loan amounting to Rs.8,99,011/- (March 31,2012: Rs.NIL) is secured by hypothecation of Duster Car and repayable in 36 monthly installments starting from December 2012 last installment due on November 2015.
- vi) Installments falling due in respect of all the above loans up to 31.3.2014 have been grouped unde "Current maturities of Long Term Debt"

(Refer Note 8)

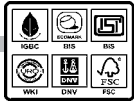
(Amount in ₹)

PARTICULARS	As at 31 st March, 2013	As at 31 st March, 2012
NOTE - 4		
DEFERRED TAX		
Opening deferred tax liability	52,15,621	48,80,447
Deferred tax Asset / (Liability) arising in current year on account of timing difference		
1. Depreciation	8,24,906	(10,18,683)
2. Gratuity	(9,79,398)	3,68,492
3. Leave Encashment	(4,94,439)	3,15,016
DEFERRED TAX LIABILITIES (NET)	45,66,690	52,15,622
NOTE - 5		
Short Term Borrowings		
SECURED		
Working Capital loans from Banks	37,68,71,991	37,74,56,696
Rupee Loan		
(Working Capital loan from Bank are secured by hypothecation of Stock, book debts and other current assets of the company both present and future and second charge on fixed assets both present and future of the company and personal guarantee of promoter directors.)		
UNSECURED		
From Body Corporates	2,00,57,223	2,84,89,188
(Includes related party of Rs. 2,00,57,223/- (PY Rs. 2,81,54,092/-)		
TOTAL	39,69,29,214	40,59,45,884

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

(Amount in ₹)

PARTICULARS	As at 31 st March, 2013	As at 31 st March, 2012
NOTE - 6		
TRADE PAYABLE		
Micro, Small & Medium Enterprises *	Nil	Nil
Others *	49,15,49,044	40,16,23,074
* The Process of identifying the suppliers who fall within the Micro, Small & Medium Enterprises Development Act 2006 has been initiated. In the absence of information, Company is unable to provide information regarding the principal amount outstanding & interest due thereon remaining unpaid to any supplier & other details under the Micro, Small & Medium Enterprises Development Act 2006 as at 31-03-2013.		
TOTAL	49,15,49,044	40,16,23,074
* Buyer credit of Rs. 2,96,82,991/- (PY Rs. 3,40,80,426/-) has been included in Trade payable		
NOTE - 7		
OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Debts	4,72,83,157	3,68,16,329
Unclaimed Dividend	3,00,046	3,12,946
Unclaimed Share Application Money Refund	32,475	32,475
Income Received in Advance	—	1,06,77,495
Other Payable *	2,66,44,059	2,70,51,505
TOTAL	7,42,59,737	7,48,90,750
* Included Expenses Payable		
NOTE - 8		
SHORT -TERM PROVISIONS		
Provision for employee benefit	2,25,52,994	1,53,78,548
Other Provisions #	3,03,24,629	1,70,48,476
Provisions for Taxation	50,00,000	23,00,000
TOTAL	5,78,77,623	3,47,27,024
# Includes Provision for Discount/claims		



NOTE - 9

FIXED ASSETS ANNEXURE AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH' 2013

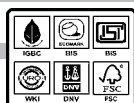
(Amount in ₹)

PARTICULARS	G R O S S B L O C K			D E P R E C I A T I O N			N E T B L O C K			
	ORIGINAL COST AS ON 01.04.2012	ADDITION 01.04.12 to 31.03.13	SALES 01.04.12 to 31.03.13	TOTAL GROSS BLOCK 31.03.2013	UP TO 31.03.12	FOR THE PRD 01.04.12 to 31.03.13	DEPRECIATION ADJUSTMENT ON SALES	TOTAL DEPRECIATION 31.03.2013	AS ON 31.03.2012	AS ON 31.03.2013
A) TANGIBLE ASSETS:										
FREE HOLD LAND	84,299,238	13,531,635	—	97,830,873	—	—	—	—	97,830,873	84,299,238
BUILDINGS	239,150,969	5,805,475	1,823,610	243,132,834	28,526,659	7,781,977	—	36,308,636	206,824,198	210,624,310
PLANT AND MACHINERIES	357,085,693	28,779,586	27,652,675	358,212,604	167,082,537	34,041,719	16,129,567	184,994,689	173,217,915	190,003,155
FURNITURES AND FIXTURES	9,068,992	500,950	138,970	9,430,972	2,547,807	428,857	—	2,976,664	6,454,308	6,521,184
OFFICE EQUIPMENTS	3,071,760	333,019	—	3,404,779	740,149	231,699	—	971,848	2,432,931	2,331,612
COMPUTERS	5,665,889	258,269	—	5,924,158	3,510,699	884,985	—	4,395,684	1,528,474	2,155,190
VEHICLES	12,003,871	1,504,274	1,700,075	11,808,070	4,653,346	814,270	563,544	4,904,072	6,903,998	7,350,525
TEMPLE	4,151,836	—	—	4,151,836	160,709	139,051	—	299,760	3,852,076	3,991,128
SUB TOTAL (A)	714,498,248	50,713,208	31,315,330	733,896,126	207,221,906	44,322,558	16,693,111	234,851,353	499,044,773	507,276,342
B) INTANGIBLE ASSETS:										
GOODWILL	61,839,228	—	—	61,839,228	18,560,240	3,091,962	—	21,652,202	40,187,026	43,278,988
SUB TOTAL (B)	61,839,228	—	—	61,839,228	18,560,240	3,091,962	—	21,652,202	40,187,026	43,278,988
C) CAPITAL WORK IN PROGRESS										
	479,133	42,922,771	—	43,401,904	—	—	—	—	43,401,904	479,133
TOTAL (A + B + C)	776,816,609	93,635,979	31,315,330	839,137,258	225,782,146	47,414,520	16,693,111	256,503,555	582,633,703	551,034,463

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

(Amount in ₹)

PARTICULARS	As at 31 st March, 2013	As at 31 st March, 2012
NOTE - 10		
NON - CURRENT INVESTMENTS (UNQUOTED)		
a) In government Securities (NSC) NSC deposited with Government Department as security	1,12,037	2,58,120
b) In Mutual Funds Principal Services Industries Ltd. (Growth Option Face Value of ₹ 10/- NAV as on 31.03.13 is ₹ 12.74) Total Units 2500	—	25,000
TOTAL	1,12,037	2,83,120
NOTE - 11		
Long-term loans & advances		
Unsecured, considered good		
a) Capital Advances	73,36,421	—
b) Security Deposits	91,38,085	1,15,12,888
c) Inter-Corp Deposit	15,70,66,200	13,02,85,011
TOTAL	17,35,40,706	14,17,97,899
NOTE - 12		
Other non-current assets		
Unsecured, considered good		
Other Loans & Advances *	3,73,62,828	4,30,39,967
Balance with Revenue Authorities	25,87,426	—
Advance Payment of Tax and T.D.S	60,02,560	34,70,870
TOTAL	4,59,52,814	4,65,10,837
* Includes Advances to suppliers.		
NOTE - 13		
INVENTORIES		
(As taken, valued and certified by the Management)		
a) Stores and Spares	3,11,97,735	3,00,41,458
b) Raw Materials	43,36,76,450	37,82,87,218
c) Finished Goods	27,71,95,436	20,08,87,148
d) Stock-in-Trade	1,81,31,866	16,77,69,732
TOTAL	76,02,01,487	77,69,85,556



NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

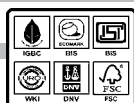
(Amount in ₹)

PARTICULARS	As at 31 st March, 2013	As at 31 st March, 2012
NOTE - 14		
TRADE RECEIVABLE		
(Unsecured, considered Good unless otherwise stated)		
Debts outstanding for a period exceeding six months	6,57,86,615	7,61,85,487
Other Debts (Includes Rs. Nil,(PY Rs.Nil) recievable from related parties)	46,39,74,071	37,69,67,595
TOTAL A	52,97,60,686	45,31,53,082
NOTE - 15		
CASH AND BANK BALANCES		
A) Cash and Cash Equivalents		
Cash on Hand	51,28,467	28,70,932
Cheques / Drafts in Transit	1,71,55,184	68,87,974
Balance with Banks	4,83,09,558	4,59,63,279
	7,05,93,209	5,57,22,185
B) Other Bank Balances		
Margin Money with Bank	2,73,73,951	4,04,56,277
Unclaimed Share Application Refund Account	32,475	32,475
Unclaimed Dividend Account	3,00,046	3,12,946
Interest accrued on Margin Money	6,49,589	9,16,200
	2,83,56,061	4,17,17,898
TOTAL A+B	9,89,49,270	9,74,40,083
NOTE - 16		
SHORT TERM LOANS AND ADVANCES		
Loans & Advances to related parties (Unsecured considered good)	—	2,60,000
Others # (Unsecured considered good)	45,32,668	92,51,623
Advance Payment of Tax and T.D.S	29,93,511	46,61,830
Balance with Revenue Authorities	52,35,058	1,07,84,739
Prepaid Expenses	27,69,376	20,31,872
TOTAL	1,55,30,613	2,69,90,064
# Includes staff advances & advance to suppliers		
NOTE - 17		
OTHER CURRENT ASSETS		
Pre Operative Expenses	18,16,657	36,12,451
Less: written off during the year	18,16,657	17,95,794
TOTAL	—	18,16,657

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

(Amount in ₹)

PARTICULARS	for the year ended 31 st March, 2013	for the year ended 31 st March, 2012
NOTE - 18		
Revenue from Operations (Gross)		
Sale of Products		
Manufactured Goods	1,59,75,97,704	1,39,91,62,535
Trading Goods	45,44,09,457	34,22,62,339
Other sales	21,06,383	22,27,757
	2,05,41,13,544	1,74,36,52,631
Other Operating Revenue		
Royalty on use of brand name	77,86,073	77,09,063
TOTAL	2,06,18,99,617	1,75,13,61,694
Particular of sale of products		
Decorative Laminate	66,53,35,266	46,76,49,603
Plain Particle Board	4,050	18,18,495
Pre Lamin Board	1,20,5,41,494	14,17,84,741
Plywood / Blockboard	97,29,42,006	88,94,64,903
Veneers	—	1,10,63,209
Decorative Plywood	23,17,21,644	14,52,02,002
Others	6,35,69,084	8,66,69,679
TOTAL	2,05,41,13,544	1,74,36,52,632
NOTE - 19		
OTHER INCOME		
Interest Received	1,94,90,303	2,48,84,551
Other non operating income	1,05,63,615	22,27,363
Profit from Land Transaction	1,61,17,200	—
Profit / (Loss) on sale of Fixed Assets	(44,52,924)	20,32,70,680
Prior Period Income	1,63,599	2,16,337
TOTAL	4,18,81,793	23,05,98,931
NOTE - 20		
COST OF MATERIALS CONSUMED		
a) Raw Material Consumed		
Opening Stock	37,82,87,218	40,27,28,574
Add : Purchases	1,00,97,73,231	9,179,71,514
Less : Closing Stock	43,36,76,450	37,82,87,218
TOTAL	95,43,83,999	94,24,12,870
b) Imported and Indigenous Raw Materials Consumed :		
	Year Ended	Year Ended
	31st March, 2013	31st March, 2012
	%	%
	Amount (₹)	Amount (₹)
Imported	23 21,85,14,368	22 20,84,58,525
Indigenous	77 73,58,69,631	78 73,39,54,345
	100 95,43,83,999	100 94,24,12,870



NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

(Amount in ₹)

PARTICULARS	for the year ended on 31 st March, 2013		for the year ended on 31 st March, 2012	
	Qty.	Amount (₹)	Qty.	Amount (₹)
c) Break up of Raw Materials Consumed For the Year 2012-2013 (As certified by Management)				
Paper in Kgs.	41,75,044	23,16,78,205	32,62,744	19,54,54,184
Timber in Cum	19,250	15,28,35,847	30,017	17,04,28,758
Veener (incl own production) in sq. mtr.	83,69,191	17,60,54,016	1,02,90,594	18,54,36,881
Chemicals in Kgs.	51,89,755	24,13,14,842	50,64,372	21,14,04,106
Plywood / Particle Boards / MDF in sq. mtr.	5,64,029	15,25,01,089	28,94,933	17,96,88,940
		95,43,83,999		94,24,12,869

NOTE - 21

PURCHASES OF TRADING GOODS

Plywood	17,99,31,737	16,52,45,237
Block Board	5,17,62,394	4,86,26,433
Laminated	13,39,78,431	3,05,10,302
Others	2,54,30,492	3,46,20,057
TOTAL	39,11,03,054	27,90,02,029

NOTE - 22

CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK-IN-TRADE

Inventories (at close)

Finished Goods & WIP	27,71,95,436	20,08,87,148
Stock-in-Trade	1,81,31,866	16,77,69,733

Inventories (at commencement)

Finished Goods & WIP	20,08,87,148	29,43,89,656
Stock-in-Trade	16,77,69,733	6,62,72,024

(Increase) / Decrease in Stock

TOTAL	7,33,29,579	(79,95,201)
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NOTE - 23

EMPLOYEE BENEFIT EXPENSES

Salaries, wages and bonus	13,67,63,327	12,04,35,986
Employee Compensation Expenses (ESOP)	-	22,963
Director Remuneration	64,08,230	46,90,400
Contribution to and provisions for provident and other funds	50,02,624	46,48,092
Staff Welfare Expenses	14,06,427	15,49,778
TOTAL	14,95,80,608	13,13,47,219

Directors Remuneration, under Section 198 read along with Section 269 of the Companies Act, 1956 are as follows :

Particulars	Year ended 31 st March, 2013 (₹)	Year ended 31 st March, 2012 (₹)
Salary & Perks	61,31,612	46,75,204
Sitting Fees	2,74,418	2,80,000
Club Membership	2,200	15,196

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

(Amount in ₹)

PARTICULARS	For the year ended on 31 st March, 2013	For the year ended on 31 st March, 2012
NOTE - 24		
FINANCE COST		
Interest on Term Loans	1,19,60,495	2,29,51,963
Interest on Working Capital borrowings	4,97,03,169	6,22,09,532
Interest on Other Loans & Other Interest	1,18,44,124	1,54,91,332
FCL Hedging Charges	—	88,80,035
Interest on Income Tax	—	17,653
Bank Charges, L C Charges & Discounting Charges	1,66,63,233	1,59,57,869
Foreign Exchange Fluctuation Loss	89,87,022	92,13,578
TOTAL	9,91,58,043	13,47,21,962

NOTE - 25

OTHER EXPENSES

a) Manufacturing Expenses

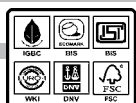
Stores and Spares consumed *	4,75,96,538	4,99,64,040
Insurance	—	19,30,389
Power and fuel consumed	2,08,67,566	1,93,69,256
Repairs to Plant and Machinery	69,54,251	41,38,303
Repairs to Building	4,61,733	4,19,333
Repairs to Others	22,72,911	16,98,175
Total - A	7,81,52,999	7,75,19,496

* Imported and Indigenous Stores and Spare Parts Consumed :

Particulars	Year Ended 31 st March, 2013		Year Ended 31 st March, 2012	
	%	Amount (₹)	%	Amount (₹)
Imported	—	—	0.76	3,81,160
Indigenous	100	4,75,96,538	99.24	4,95,82,880
	100	4,75,96,538	100	4,99,64,040

b) Selling, Distribution, Administrative and Other Expenses

Rent	1,00,77,552	1,01,99,494
Rates and Taxes	57,29,069	49,11,352
Printing and Stationery	17,08,069	13,61,232
Postage, Telephone and Telegram	45,32,530	45,76,364
Insurance	33,11,827	9,40,820
Legal, License and Professional Fees	38,33,901	21,92,379
Auditors Remuneration	6,54,259	5,82,649
Advertisement	63,66,689	64,32,268
Travelling and conveyance	1,70,65,480	1,48,23,562
Commission on sales and samples	42,34,715	1,33,06,031
Sample Folders Sales	95,00,710	
Freight, forwarding and other expenses	8,06,21,085	6,66,70,247
Vehicle Running Expenses	23,96,947	23,71,010
Sales Promotion Expenses	2,48,32,849	1,86,66,317
Cash Discount & Rebates	5,22,90,703	3,38,94,962
Claims and Bad debts written off	39,81,248	12,66,91,838
Misc Expenses Written off	18,16,657	17,95,794
Other Expenses	97,45,650	1,76,26,470
Total - B	24,26,99,940	32,70,42,789
GRAND TOTAL	32,08,52,939	40,45,62,285



NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

Auditors Remuneration :

Particulars	Year ended	
	31st March, 2013 (₹)	31st March, 2012 (₹)
a) Statutory Audit Fee	4,61,800	4,00,000
b) Tax Audit Fee	1,00,000	1,00,000
c) For reimbursement of out of pocket expenses	92,459	82,649
TOTAL	6,54,259	5,82,649

NOTE - 26

VALUE OF IMPORTS ON C.I.F. BASIS IN RESPECT OF :

Particulars	Year Ended		Year Ended	
	31 st March, 2013		31 st March, 2012	
	%	Amount (₹)	%	Amount (₹)
i) Raw Materials	98.30	2,323,82,793	98.00	19,64,68,006
ii) Stores and spare parts	-	-	0.19	3,81,160
iii) Capital Goods	1.70	40,09,774	1.51	30,28,025

NOTE - 27

EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF :

a) Foreign travelling	17,44,437	5,85,001
b) Import of Raw Materials	21,90,05,119	1,86,69,881
TOTAL	22,07,49,556	1,92,54,882

NOTE - 28

EARNINGS IN FOREIGN CURRENCY :

Export of Goods	9,53,70,076	16,67,175
TOTAL	9,53,70,076	16,67,175

NOTE - 29

CONTINGENT LIABILITIES AND COMMITMENTS

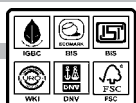
(TO THE EXTENT NOT PROVIDED FOR)

	As at 31 st March, 2013	As at 31 st March, 2012
1. CONTINGENT LIABILITIES :		
a) On account of Demerger of Plywood & Block Board and Particle & laminated board (both divisions) of The Mysore Chip Boards Limited in to the Company in the financial year 2007-08:		
i) Various parties had filed a civil suit for recovery of dues/ damages against The Mysore Chip Boards Limited, which has been disputed by The Mysore Chip Boards Limited and had deposited an amount of Rs. 11,46,419/- (P.Y. Rs. 11,46,419) with Hon'ble High Court of Gujarat. The said amount of Rs. 11,46,419/- (P.Y. Rs. 11,46,419)	12,28,606	12,28,606
ii) The Company, for and on behalf of The Mysore Chip Boards Limited has given a guarantee towards a show cause notice issued by the Excise Department demanding a dues from The Mysore Chip Boards Limited. However The Mysore Chip Boards Limited had deposited an amount of Rs. 16,00,000/- (P.Y. Rs. 16,00,000/-) with Central Excise Department. The Mysore Chip Boards Limited had filed an appeal & disputed the said demand and the demand has been reduced to Rs.81,01,637/- (P.Y. Rs.81,01,637/-) and the penalty of the same amount by Commissioner of Central Excise, Mysore on 05/10/2006. The Mysore Chip Board Ltd has filed an appeal to Custom, Excise & Service Tax Appellate Tribunal, Bangalore and obtained a stay order against that demand. The tribunal has remanded back the case to the Commissioner of Central Excise for taking fresh decision after following the principles of natural justice. The Department has filed the appeal before the Honourable Supreme Court against the order of the Tribunal.	81,01,637	81,01,637

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

(Amount in ₹)

CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	As at 31st March, 2013	As at 31st March, 2012
b) The Company has received show cause notice issued by the Excise Department, Commissionate Meerut -II demanding Rs.4,41,92,921/- for period from April 2006 to december 2010 and Rs.2,00,10,661/- for period from Jan 2011 to March 2012 for production of phenol formaldehyde resin at its Rudrapur Unit which company is using for its own production. Final order dtd 29.03.2013 received from Excise Department, Commissionate Meerut -II confirming the demand along with penalty for the same amount. The Company is going for appeal to the Tribunal.	6,42,03,582	4,41,92,921
c) The Deputy Commissioner of sales tax Rudrapur has demanded Rs. 4998317/- related to financial year 2007-08 and Rs. 136687/- related to financial year 2006-07 and interest on above amount till date. The Company has deposited Rs. 1157615/- and filed appeal with Joint Commissioner Appeal -I, Sales Tax Uttarchand against same demand. The Company has filed appeal with the Tribunal against the order of the Commissioner for the availment and utilization of irregular cenvat credit taken on capital expenditure at Chintamani Unit amounting to Rs. 43,03,304/- for the financial year 2011-12. The Company has reversed the amount of Rs.30,45,832/- and charged it to profit & loss account. The credit of an amount of Rs.12,57,472 is under litigation.	51,35,004	51,35,004
f) The Company has imported plant and machinery under EPCG Scheme on which it has availed Duty benefit	2,35,35,321	3,07,94,751
Raw material under Advance Licence scheme and availed a duty benefit	3,56,98,088	2,51,96,190
f) The Company has done total export of Rs.12,89,84,665/- which shall be adjusted against the export obligation for EPCG & cancellation of advance license The Company has undertaken Domestic factoring facility for its trade debtors from financial institutions.	8,18,52,846	10,02,99,387
Guarantees given by the bank on behalf of the Company	1,60,50,147	97,38,542
2. COMMITMENTS :		
i) Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)	4,34,01,904	Nil
ii) The Company, during the year has capitalized interest on loan (borrowing cost) amounting	7,38,808	Nil



II. NOTES ON ACCOUNTS

NOTE - 30

Segment Reporting : The Company has identified three segments viz a) Wood based product b) Paper based product, which have been identified in line with Accounting Standard 17 on segment reporting taking into account organizational structure as were as differential risk and return of these segments.

Details of the Products included in each segment are as under:

- Wood based products: Plywood, Block Board, Veneers, Decorative plywood, Prelaminated Partical Boards.
- Paper based products: Laminated Sheets (HPL).

The segment information has been prepared in conformity with the Accounting Policies for preparing and presenting the financial statements of the Company.

Segment revenue and results includes manufacturing as well as trading activities for the same segment product. Segment current assets and liabilities are taken on the basis of the turnover of the segment.

The following table presents the information relating to profit, assets and liabilities of the business segment. (Primary Segment) of the Company.

(Amount in ₹)

Particulars	Wood Based		Paper Based		TOTAL	
	As at 31 st March, 2013	As at 31 st March, 2012	As at 31 st March, 2013	As at 31 st March, 2012	As at 31 st March, 2013	As at 31 st March, 2012
External Sales	1,39,13,67,219	1,27,91,58,742	66,27,46,326	46,44,93,889	2,05,41,13,545	1,74,36,52,631
Total Revenue	1,39,13,67,219	1,27,91,58,742	66,27,46,326	46,44,93,889	2,05,41,13,545	1,74,36,52,631
RESULTS						
Segment Results	23,54,90,722	27,79,14,537	14,97,72,863	14,04,18,439	38,52,63,585	41,83,32,976
Interest					5,40,17,484	8,91,59,543
Other Unallocable Income					3,01,77,563	21,79,17,022
Other Unallocable Expenditure					33,64,25,282	53,57,06,760
Provision for Taxation					43,51,069	22,44,350
Net Profit after tax					2,06,47,313	91,39,346
OTHER INFORMATION						
Assets						
Segment Assets	1,27,82,77,611	1,30,84,67,863	49,19,82,613	42,70,15,702	1,77,02,60,224	1,73,54,83,565
Unallocable Assets					43,64,21,092	36,05,28,194
Total Assets :					2,20,66,81,316	2,09,60,11,759
LIABILITIES						
Segment Liabilities	41,32,09,674	32,00,89,659	19,52,32,424	13,40,19,670	60,84,42,098	45,41,09,330
Unallocable Liabilities					1,59,82,39,218	1,64,19,02,429
Total Liabilities :					2,20,66,81,316	2,09,60,11,759
Capital Expenditure during the year.	3,13,55,718	39,62,281	60,20,647	97,43,865	3,73,76,365	1,37,06,146
Capital Expenditure during the year Unallocable					5,46,47,563	7,18,79,379
Depreciation and Amortization					3,76,43,842	3,58,50,455
Depreciation and Amortization (Unallocable)	2,49,56,182	2,42,69,655	1,26,87,660	1,15,80,800	97,70,679	1,37,70,041

Secondary Segment Reporting :

The Company has no reportable secondary segment.

NOTE - 31

Disclosure as per Accounting Standard 18 (AS-18) "Related Party Disclosures" Issued by the Institute of Chartered Accountants of India.

Associate Companies :

- i) The Mysore Chip Boards Ltd.
- ii) Assam Timber Products Pvt. Ltd.
- iii) Shree Shyam Tea Pvt. Ltd.
- iv) Bordhumsa Tea Company Pvt. Ltd.
- v) Vanraj suppliers Pvt. Ltd.
- vi) Ravi Marketing Services Pvt. Ltd.

Key Management Personnel :

- i) Mr. Deen Dayal Daga – Chairman
- ii) Mr. Shyam Daga – Managing Director
- iii) Mr. Rajiv Daga – Jt. Managing Director

The Company has entered into transactions with related parties as listed below during the year under consideration. Full Disclosure has been made and the Board of Directors considers such transactions to be in normal course of business and at rates agreed between the parties. Details of transactions with related parties are as follows:

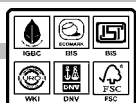
Particulars	Year ended 31 st March, 2013	Year ended 31 st March, 2012
TRANSACTIONS WITH RELATED PARTIES :		
Associate Companies		
a) Purchase of goods	15,54,77,757	5,25,54,309
b) Receipts for facilities provided	NIL	12,00,000
c) Royalties Received	77,86,073	77,09,063
d) Purchase of Land	6,44,68,800	23,26,92,075
KEY MANAGEMENT PERSONNEL		
a) Remuneration & Fees Paid	61,33,812	48,80,000
Outstanding balances on date:		
i) Payable to Related Parties		
a) Unsecured Loan	20,057,223	2,81,54,092
ii. Receivable Related Parties		
a) Receivable	59,33,122.07	2,68,01,021
b) Advance for Expenses to directors	Nil	80,000

NOTE - 32 : EARNING PER SHARE

Particulars	Year ended 31 st March, 2013 (₹)	Year ended 31 st March, 2012 (₹)
i) Net Profit After Tax (A) (₹)	2,06,47,312	91,39,346
ii) Weighted Average number of Equity Shares (B)	2,20,65,000	2,20,62,855
iii) Face Value Per Equity Share (₹)	10	10
iv) Earning Per Share (₹) – Basic & Diluted	0.94	0.41

NOTE - 33

"Previous year figures have been regrouped and re classified to facilitate the comparison with the current year figures wherever necessary".



NOTE - 34 CAPITALISATION OF HEDGING CHARGES

Hedging Charges of Rs.52,53,672/- (PY Rs. NIL) on foreign currency term loan has been capitalised with the cost of fixed asset as per the clause 46A of the Accounting Standard -11. Company has started capitalization of Hedging Charges from current financial year onwards. Hedging Charges of Rs. 88,80,035/- was debited to profit & loss account for the financial year 2011-12.

NOTE - 35 PROFIT ON LAND TRANSACTION

Other Income included the profit on sale of land transaction of Rs. 1,61,17,200/- (PY Nil) which the Company realized by buying and selling land of its sister concern The Mysore Chipboard Limited.

NOTE - 36 UNCLAIMED SHARES

In terms of Clause 5A of the Listing Agreement with the Stock Exchange, the Company has opened the demat suspense account and has transferred the 4425 unclaimed shares of public issue to "Archidply Industries Limited Unclaimed Shares Suspense Account." The Voting rights on these shares will remain frozen till the rightful owner claims the shares.

Opening Balance of the shares in the demat account	-	4425
Closing Balance of the shares in the demat account	-	4425

NOTE - 37

SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING :

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principle (GAAP), and in compliance with the Accounting Standards referred to in section 211 (3C) and other requirements of the Companies Act, 1956.

2. USE OF ESTIMATES :

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of financial statements are correct. Examples of such estimates include the useful lives of fixed assets, provision for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates.

3. FIXED ASSETS : TANGIBLE & INTANGIBLE

- a) Tangible Fixed Assets are stated at cost less accumulated Depreciation and impairment loss if any. Cost comprises of purchase price and any attributable cost of bringing the assets to its working conditions for its intended use. Revenue expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production are treated as preoperative expenses and will be written off over five years.
- b) Intangible assets are stated at cost less accumulated amortization. Cost includes any directly attributable expenditure on making the asset ready for its intended use.

4. DEPRECIATION & AMORTIZATIONS :

- a) Depreciation on fixed assets has been provided for on straight line method at the rates and manner prescribed under schedule XIV to the Companies Act, 1956, of India.
- b) Depreciation on additions/ deductions is calculated prorata from/to the date of additions/ deductions.
- c) Intangible assets are amortized over their estimated useful life on straight line basis over a period of 20 years.
- d) Preliminary and Demerger expenses are amortized over a period of five years.

5. IMPAIRMENT :

The carrying amounts of the assets are reviewed at each

balance sheet date if there is an indication of impairment based on the internal and external factors.

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable amount. An impairment loss, if any, is charged to Profit & Loss account in the year in which the asset is identified as impaired. Reversal of impairment loss recognized in prior years is recorded when there is an indication that impairment losses recognized for the assets no longer exists or has decreased.

6. LEASES :

Lease payments under an operating lease recognized as an expense in the statement of profit and loss as per terms of lease agreement.

7. INVESTMENTS :

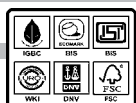
- a) Long term Investments are carried at cost after deducting provision, if any, for diminution in value considered to be other than temporary in nature.
- b) Current investments are stated at lower of cost and fair value.

8. INVENTORIES :

- a) Inventories related to raw materials, packing materials, stores & spares are valued at cost on weighted average basis or net realisable value which ever is lower.
- b) Waste & scraps are valued at net realizable value.
- c) Materials in transit and Semi Finished goods are valued at cost or market value which ever is lower.
- d) Finished goods and process stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- e) Finished goods are valued at cost or net realizable value whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.
- f) Obsolete, defective and unserviceable stocks are duly provided for.

9. FOREIGN CURRENCY TRANSACTIONS :

Foreign currency transactions are accounted for at the rates prevailing on the dates of the transactions/ converted at contracted rate. Foreign currency assets and liabilities covered by forward contracts are stated at the forward contract rates while those not covered are restated at year end rate. Premium in respect of forward contract is recognized over the life of contracts. Exchange differences relating to fixed assets acquired from a country outside India are adjusted to the cost



of the asset. Exchange differences in case of borrowed funds and liabilities in foreign currency for the acquisition of fixed assets from a country outside India are adjusted to the cost of fixed assets. Hedging Charges on foreign currency term loan obtained for the purchases of fixed assets is added to the cost of the asset. Any other exchange difference is dealt with in the Profit and Loss Account.

10. RETIREMENT BENEFITS :

Provisions for / contributions to retirement benefits schemes are made as follows:

- a) Fixed Contribution to Provident fund and other benefits are recognized in the accounts on actual cost to the Company.
- b) Liability for leave encashment & gratuity are provided based on the valuation done by the Company at the end of the year.

11. REVENUE RECOGNITION :

- a) Sales revenue is recognized on the transfer of significant risk and rewards of the ownership of goods to the buyer.
- b) Interest income and expenses and income incidental to it, are accounted for on an accrual basis.

12. BORROWING COST :

Borrowing cost directly attributable to the acquisition or construction of qualifying assets are being capitalized. Other borrowing costs are recognized as expenses in the period in which they are incurred. In determining the amount of borrowing costs eligible for capitalization during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

13. TAXATION :

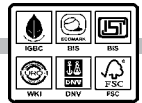
Provision for Current Tax is made on the basis of estimated taxable income for the current accounting period and in accordance with the provisions as per the Income Tax Act, 1961. Deferred Tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty except for carried forward losses and unabsorbed depreciation which is recognized on virtual certainty that the assets will be realized in future.

14. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS :

Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Asset is neither recognized nor disclosed in the financial statements.

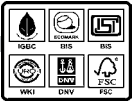
15. RESEARCH AND DEVELOPMENT :

Expenditure incurred during research phase is charged to revenue when no intangible asset arises from such research. Assets procured on research and development activities are generally capitalized.



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ARCHIDPLY INDUSTRIES LIMITED

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

ATTENDANCE SLIP

Eighteenth Annual General Meeting - 28th September, 2013

Registered Folio No..... No. of Shares.....

Or

DP ID No.....

Client ID No.....

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company at Ramanashree California Resort, Ananthpura Gate, Doddaballapur Road, Yelahanka, Bangalore - 560 064.

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

Note : Please fill in this Attendance Slip and hand it over at the Entrance of the Meeting Hall. Members are requested to bring their copies of Annual Report to the Meeting.



ARCHIDPLY INDUSTRIES LIMITED

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

PROXY FORM

Registered Folio No..... No. of Shares.....

Or

DP ID No.....

Client ID No.....

I / We.....

ofin the district of.....being members of ARCHIDPLY INDUSTRIES LIMITED.

hereby appoint.....

ofin the district of.....or failing him.....

ofin the district of.....as my / our proxy to vote for me / us on my / our behalf at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company on Saturday, 28th September, 2013 at 10:00 a.m. at Ramanashree California Resort, Ananthpura Gate, Doddaballapur Road, Yelahanka, Bangalore - 560 064 and at any adjournment thereof.

Signed this day of 2013

Signature/s.....

Affix
15 Paisa
Revenue
Stamp

Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.



OUR MARKETING / REPRESENTATIVE OFFICES

BANGALORE - KARNATAKA

Archidply Industries Ltd
No. 29/2 G.K.Manor, 1st Floor,
Nehru nagar Circle, Seshadripuram ,
Bangalore - 560020
Ph : 080-23445607 / 43420000
Fax: 080-23348463
Email : info@archidply.com

COCHIN- KERALA

Archidply Industries Ltd
No.41/1327 C, 2nd Floor,
Veluthedath Building, Pulleppady Road,
Cochin - 682018, Ph: 0484 - 3024554 / 5,
Fax : 0484 - 3024554
Email : cochin@archidply.com

HYDERABAD

Archidply Industries Ltd
1st Floor, (Above SheetalPlywoods)
5-5-1049, Darusalam, Goshamahal,
Hyderabad - 500012
Ph: 040 - 65993311 / 30521905
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WESTERN UP

M/s. Archidply Industries Ltd.,
C/o Arvind Plywood 175, Hapur Road,
Opp. Gurudawara Ghaziabad – 201001
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PUNE

Archidply Industries Ltd.
"VASTUSHRESS COMPLEX"
Office No- 23, Building No- C,
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Email : pune@archidply.com

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BHUBANESHWAR

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BHOPAL

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102, Mezz Floor, C. K. Fortune
House 157, Zone - I, M. P. Nagar, Bhopal
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E-mail : bhopal@archidply.com

MUMBAI

Archidply Industries Ltd
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New link road, Andheri west
Mumbai- 400053
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Email: mumbai@archidply.com

RANCHI

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Bhagwati Jaisesaria, Radhey Shyam Lane,
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Ph No : 09386324716
Email : ranchi@archidply.com

PATNA

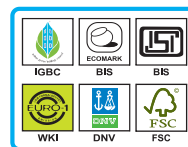
Archidply Industries Ltd
C/O Mr. S.B.P. Sinha, NalbandToli,
Ala,gunjChowki, Gulzarbagh
Patna - 800007, Mobile: 09835489744
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ASSAM

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Ph No :09435555881/9207049788
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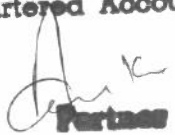
ARCHIDPLY INDUSTRIES LIMITED

29/2, G K Manor, 1st Floor, Nehru Nagar Circle,
Seshadripuram, Bangalore - 560020

Ph: 080 - 23445607 / 0258 / 43420000 Fax: 080 - 23348463

Email: info@archidply.com Web: www.archidply.com

FORM – A

Name of the Company	Archidply Industries Limited
Annual Financial statements for the year ended	31 st March, 2013
Type of Audit observation	Un-qualified
Frequency of observation	NA
<u>To be signed by</u>	
Managing Director / CFO	<p>For ARCHIDPLY INDUSTRIES LTD.,</p>  <p>Managing Director</p>
Auditor of the Company	<p>For GRV & PK Chartered Accountants</p>  <p>Partner</p> 