

Ref: BSE/SEC-02/

July 21 , 2021

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

Dear Sir,

Sub: Annual Report for the financial year 2020-21

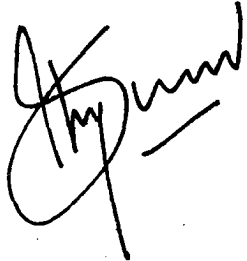
Ref: BSE Scrip Code: 543231
NSE: Stock Code: ADL

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Report of the Company for the financial year 2020-21, which is being sent to the shareholders of the Company for their adoption at the 4th Annual General Meeting to be held on Monday, August 16, 2021 at 11.00 am through Video Conferencing / Other Audio-Visual Means. The Annual Report for the financial year 2020-21 is also being made available on the website of the Company at <https://www.archidplydecor.com>

This is for your information and record.

Thanking you.

Yours faithfully,
For **Archidply Decor Limited**



(Shyam Daga)
Managing Director
DIN:00568103

ARCHIDPLY DECOR LIMITED

CORPORATE OFFICE: #29/2, G. K. Manor, 1st Floor, Nehru Nagar Circle, Seshadripuram, Bangalore — 560020

☎ (080) 43420000/23445607 | 📠 (080) 23348463 ✉ info@archidply.com 🌐 www.archidplydecor.com

REGD. OFFICE: Plot No. 7, Sector 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand — 263153.

☎ (05944) 250270 | 📠 (05944) 250269

CIN: U20231UR2017PLC008626



CC: The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

ARCHIDPLY DECOR LIMITED

CORPORATE OFFICE: #29/2, G. K. Manor, 1st Floor, Nehru Nagar Circle, Seshadripuram, Bangalore — 560020

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Udham Singh Nagar, Uttarakhand — 263153.

☎ (05944) 250270 | 📞 (05944) 250269

CIN: U20231UR2017PLC008626



ANNUAL REPORT 2020 - 21

ARCHIDPLY DECOR LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Shyam Daga

Chairman & Managing Director

Mr. Rajiv Daga

Non Executive Director

Mr. K R Hegde

Independent Director

Mrs. Akshatha Rai

Independent Director

Mr. Dinesh Kumar Marda

Independent Director

Mr. Neeraj Kumar Mittal

Independent Director

CHIEF FINANCIAL OFFICER

Mr. Raj Kishore Prasad

COMPANY SECRETARY

Mr. Siva Kiran Mavoori

(appointed w.e.f. 01.07.2021)

AUDITORS

Grv & Pk Chartered Accountants Ganpati Plaza, 59th A
Cross Road , 4th N Block Rajaji Nagar Bangalore- 560010

BANKERS

HDFC BANK LIMITED

B-6/3, DDA Commercial Complex Safdarjung Enclave,
Opposite Dear Park, New Delhi-110029

STATE BANK OF INDIA

SME Branch

South Extension-I New Delhi- 110049

REGISTRAR SHARE & TRANSFER AGENT

KFIN TECHNOLOGIES LIMITED

“Selenium Tower-B”, Plot No. 31 & 32, Gachibowli,
Financial District, Nanakramguda, Serilingampally,
Hyderabad - 500032, Telangana.

Ph. : +91 40 6716 2222, 3321 1000

email : Einward.ris@karvy.com

www.kfintech.com

REGISTERED OFFICE

Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur,
Udham Singh Nagar, Uttarakhand -263153

CIN: U20231UR2017PLC008626

www.archidplydecor.com

PLANT LOCATION

#19, Kssidc Industrial Area Chintamani, Chikaballapur
Karnataka - 563 125

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NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING (AGM) OF ARCHIDPLY DECOR LIMITED WILL BE HELD ON MONDAY 16TH AUGUST, 2021 AT 11:00 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021 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. Shyam Daga (DIN: 00561803) who retires by rotation as per Section 152(6) of Companies Act 2013 and being eligible offers himself for re appointment.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 500 Crores (Rupees Five Hundred Crores) at any point of time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money from banks/financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) shall not exceed an amount of Rs. 500 Crores (Rupees Five Hundred Crores) exclusive of interest.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

7. Regularisation of Additional Director, Mr. Neeraj kumar Mittal by appointing him as independent director of the company

To consider and if thought fir, to pass the following resolution as a**Specialresolution**:

“RESOLVED THAT, Mr. Neeraj Kumar Mittal (DIN-00900714), who was appointed as an Additional Director with effect from September 28, 2020 on the Board of Directors of the Company in terms of Section 161 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 including any statutory modifications or re-enactment(s) thereof as an Independent Director of the Company, not liable to retire by rotation and who will hold the office for a period of five years from September 28, 2020 upto September 27, 2025.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

8. Regularisation of Additional Director, Mr. Dinesh Kumar Marda by appointing him as independent director of the company

To consider and if thought fit, to pass the following resolution as a **Special resolution**:

“RESOLVED THAT, Mr. Dinesh Kumar Marda (DIN- 03267281), who was appointed as an Additional Director with effect from September 28, 2020 on the Board of Directors of the Company in terms of Section 161 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 including any statutory modifications or re-enactment(s) thereof as an Independent Director of the Company, not liable to retire by rotation and who will hold the office for a period of five years from September 28, 2020 upto September 27, 2025.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

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

To consider and if thought fit, to pass the following resolution as a Special resolution:

“RESOLVED THAT subject to the provisions of Section 13(4) and other applicable provisions if any, of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government or the Regional Director, North Region or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Uttarakhand to be situated at Plot no.7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 India to the State of Karnataka situated at #19, KSSIDC INDUSTRIAL AREA CHINTAMANI , CHIKABALLAPUR KARNATAKA -563 125

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

- II. ‘The Registered Office of the Company will be situated in the State of Karnataka.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director North Region or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary,

Government of Uttarakhand, as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government, the Regional Director, North Region or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

**By Order of the Board of Directors
For ARCHIDPLY DÉCORLIMITED**

**Place: Bangalore
Date: June 26, 2021**

**Shyam Daga
Chairman
DIN: 00561803**

Registered Office:

Plot No 7, Sector-9,
Integrated Industrial Estate,
SIDCUL, Pant Nagar, Rudrapur,
Udham Singh Nagar,
Uttarakhand -263153.
CIN: U20231UR2017PLC008626

NOTES:

1. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs (“MCA”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM and matters related to postal ballot through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
3. The Register of Member and Share Transfer Books of the Company will remain closed from 9th August,2021 to 16th August,2021_(both days inclusive) in connection with the Annual General Meeting.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking re-appointment at this AGM are provided in the “Annexure” to the Notice.
6. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to rajneeshcs@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

7. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The form is attached to the Notice. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 9th August, 2021 through email on bangalore@archidply.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
11. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. bangalore@archidply.com exclusively for the purpose of registering complaints by investors.
12. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.archidplydecor.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
13. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to bangalore@archidply.com.
14. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards

Name of Director	Neeraj Kumar Mittal	Dinesh Kumar Marda
Director Identification Number	00900714	03267281
Date of Birth	28.07.1974	09.07.1964
Qualification	Commerce Graduate	Commerce Graduate
Expertise in specified functional area	Over all 25 years of expertise in Business Management, Finance and Accounts of the Company.	Over 30 years of rich experience in successfully running the business of Granites and Paper business.
Shareholding in Archidply Décor Limited	-	-

Name of Director	Neeraj Kumar Mittal	Dinesh Kumar Marda
List of outside Directorship held excluding Alternate Directorship and Private Companies.	1. M.G. Metals Private Limited 2. Plasmix Private Limited 3. Micro Carbonates Private Limited 4. Indus Fila Limited 5. Icon Plast (India) Private Limited 6. M G Metals Private Limited	1. Saishakti Kraft Papers Private Limited
List of Committees of Board of Directors (across all companies) in which Chairman/ Membership held	-	-

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
17. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1 April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
18. The Meeting shall be deemed to be held at the registered office of the Company at Plot No 7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153.
19. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
20. Members can send their requests, if any, to and einward.ris@kfintech.com
21. Voting Options

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

- 1) The instructions for shareholders for remote e-voting are as under
 - (i) The remote e-voting period begins on at 13th August 2021 at 9:00 am and ends on 15th August, 2021 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the "cut-off date" i.e. 9th August, 2021 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
 - (iii) Shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders" module.
 - (v) Enter their User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and click on “Login”.
- (vii) Shareholders holding shares in dematerialised form and having used www.evotingindia.com earlier and having voted on an earlier e-voting of any company, may use their existing password.
- (viii) First time users may follow the steps given below:

	For Shareholders holding shares in Dematerialised Form or Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat shareholders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for ARCHIDPLY DÉCORLIMITED.
- (xiii) On the voting page, shareholders will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Shareholders can select the option YES or NO as desired. The option YES implies that they assent to a Resolution and option NO implies that they dissent from a Resolution.
- (xiv) Shareholders should click on the “RESOLUTIONS FILE LINK” if they wish to view the entire Resolution details.
- (xv) After selecting the Resolution they have decided to vote on, they should click on “SUBMIT”. A confirmation box will be displayed. If they wish to confirm their vote, click on “OK”, else to change their vote, click on “CANCEL” and they can accordingly modify their vote.
- (xvi) Once they “CONFIRM” their vote on a Resolution, they will not be allowed to modify their vote.
- (xvii) They can also print details of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account shareholder has forgotten the login password then enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.

2) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice

- i) For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at bangalore@archidply.com or einward.ris@kfintech.com respectively.
- ii) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- iv) For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA's email ID at bangalore@archidply.com or einward.ris@kfintech.com respectively.
- v) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
2. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance between 4th August 2021 and 8th August, 2021 mentioning their name, demat account number/folio number, email ID, mobile number at bangalore@archidply.com
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
8. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
9. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” module.
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- iv. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	<ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

vi. After entering these details appropriately, click on “SUBMIT” tab.

- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
6. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
7. Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- I. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- II. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- III. After receiving the login details a "Compliance User" should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- IV. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- V. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

VI. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the email address viz rajneeshcs@rediffmail.com/bangalore@archidply.com and if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

OTHER INSTRUCTIONS

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to einward.ris@kfintech.com
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. -9th August 2021 may obtain the login ID and password by sending an email to bangalore@archidply.com or einward.ris@kfintech.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No.
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- IV. Mr. Rajneesh Sharma, Proprietor of Rajneesh Sharma & Co, Company Secretaries (CP No. 24210) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.archidplydecor.com> and on the website of CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3&4

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs. 500 Crores (Rupees Five Hundred Crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 500 Crores (Rupees Five Hundred Crores).

It is, therefore, required to obtain fresh approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board recommends the Special Resolution set out at Item No. 3&4 of the Notice for approval by the Members.

Item No. 5

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

The Board of Directors recommends resolution as set out in item No. 5 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Item No. 6

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution. The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required.

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution as set out in item No. 6 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 7

Mr. Neeraj Kumar Mittal is a commerce graduate and having over 25 years of rich experience in field of plastics business. He is the Director in Plasmix Private Ltd which is one of the leading manufacturers of antifibrillant master batches, additive master batches, colour master batches and engineering compounds in south India for the past 15 years. He is also a director in M.G. Metals Private Limited and Micro Carbonates Private Limited. He has over all 25 years of expertise in Business Management, Finance and Accounts of the Company.

Mr. Neeraj Kumar Mittal is appointed as independent director of the Company.

As per the current provisions of the Companies act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Neeraj Kumar Mittal as independent directors under section 149 , 152 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (Five) years.

Mr. Neeraj Kumar Mittal is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as directors.

The company has also received declarations from Mr. Neeraj Kumar Mittal that he meet with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board Mr. Neeraj Kumar Mittal fulfil the conditions for appointment as independent directors as specified in the Act and the Listing Agreement. Mr. Neeraj Kumar Mittal is independent of the management.

Copy of the draft letters for respective appointments of Mr. Neeraj Kumar Mittal as independent director setting out terms and conditions are available for inspection by members at the registered office of the company.

Mr. Neeraj Kumar Mittal is interested in the resolution set out respectively at item no. 7 of the notice with regard to her respective appointment.

Save and except above, none of the Directors/ Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special resolution set out at item no. 7 of the notice for approval by the shareholders.

Item No. 8

Mr. Dinesh Kumar Marda is a commerce graduate and having over 30 years of rich experience in successfully running the business of Granites and Paper business. He is a partner in Sunshine Granites. He is also the Director in the Sai Shakti Kraft Papers Private Limited. He has over all three decades of expertise in Business Management, Finance and Accounts of the Company

Mr. Dinesh Kumar Marda is appointed as independent director of the Company.

As per the current provisions of the Companies act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Dinesh Kumar Marda as independent directors under section 149 , 152 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (Five) years.

Mr. Dinesh Kumar Marda is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as directors.

The company has also received declarations from Mr. Dinesh Kumar Marda that he meet with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board Mr. Dinesh Kumar Marda fulfil the conditions for appointment as independent directors as specified in the Act and the Listing Agreement. Mr. Dinesh Kumar Marda is independent of the management.

Copy of the draft letters for respective appointments of Mr. Dinesh Kumar Marda as independent directors setting out terms and conditions are available for inspection by members at the registered office of the company.

Mr. Dinesh Kumar Marda is interested in the resolution set out respectively at item no. 8 of the notice with regard to her respective appointment.

Save and except above, none of the Directors/ Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special resolution set out at item no. 8 of the notice for approval by the shareholders.

ITEM 9

The Registered Office of the Company is presently situated in the State of Uttrakhand.

The manufacturing activities of the company is situated in the State of Karnataka and major sale of the Company is located in the state of Karnataka and Southern & Central part of India.

The Consolidation of office and factory activities at one location of the company would result in reduction of cost and administrative hassle of maintaining multiple locations. The synergistic benefits accruing from consolidation activities would ultimately contribute to future business and profitability of the company. All the major operational activities of the company is being carried out from Karnataka

Shifting of registered office from the State of Uttarakhand to the State of Karnataka is part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of Karnataka, the set targets and objectives, which would be in the interest of the Company and its members.

The Board is further of the view that the proposed shifting of the registered office would improve the access to new managerial talent and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the registered office of the company is shifted from the State of Uttarakhand to the State of Karnataka. Further there is better growth for the business of the Company in the State of Karnataka and has therefore propose to shift the registered office of the Company to the State of Karnataka.

Further any future corporate actions relating to amalgamation / merger, demerger, reconstruction of these companies can be envisaged if the registered offices of the company is at one location. The company can save the time and cost on the same.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the members, Central Government or the Regional Director, North Region or any other relevant authorities.

The proposed change is not prejudicial to the interest of the Members, public at large, employees and other business associates of the company.

The Board of Directors recommends the resolution set out as above of the Notice for the approval of the members.

None of the Directors, manager and / or Key Managerial Person is in any way concerned or interested in the said resolution.

**By Order of the Board of Directors
For ARCHIDPLY DÉCORLIMITED**

**Place: Bangalore
Date: June 26, 2021**

**Shyam Daga
Chairman
DIN: 00561803**

Registered Office:
Plot No 7, Sector-9,
Integrated Industrial Estate,
SIDCUL, Pant Nagar, Rudrapur,
Udham Singh Nagar,
Uttarakhand -263153.
CIN: U20231UR2017PLC008626

Form No. SH-13

Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

To,
The Company Secretary,
Archidply Decor Limited
Plot no.7, Sector-9, Integrated Industrial Estate,
SIDCUL, Pant Nagar, Rudrapur,
Udham Singh Nagar, Uttarakhand -263153

I/ We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made) –

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S –

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR –

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name: Address:

Name of the Security Holder(s):

Signatures: Witness with name and address:.....

Instructions:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership Firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
9. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. The intimation regarding nomination / nomination form shall be filled in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the members.
14. For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.

DIRECTORS' REPORT

TO THE MEMBERS OF ARCHIDPLY DECOR LIMITED

Your Directors are pleased to present the Fourth Annual Report together with the Audited Statement of Accounts for the year ended 31stMarch 2021.

FINANCIAL RESULTS

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

(Rs. In Lakhs)

Particulars	Year ended 31.03.21	Year ended 31.03.20
Revenue from Operations	3225.12	4027.47
Other Income	165.56	133.14
Prior Period Income/ (Expenditure)	-8.81	(2.51)
Total Income	3381.87	4158.10
Profit Before Financial expenses & Depreciation & Tax	264.03	312.51
Less: Depreciation & Amortization Expenses	256.30	144.40
Less: Finance Costs	131.38	278.45
Profit before tax	(123.65)	(110.34)
Taxation	53.08	2.59
Profit after tax	(70.57)	(112.93)
Other Comprehensive Income	13.24	0.00
Total Comprehensive Income net of taxes	(57.33)	(112.93)

OPERATIONAL REVIEW:

The highlights of the Company's standalone performance are as under:

- The Total Income of the Company during the year under review decreased by 18.66% from Rs. 4158.10 lakhs to Rs. 3381.87 lakhs.
- The Profit before Depreciation, Interest & Tax (PBDIT) decreased by 15.51% from Rs. 312.51 lakhs in the previous year to Rs. 264.03 Lakh.
- There has been reduction in the loss of the Company from Rs. (112.93) lakhs in the previous year to Rs. (57.33) Lakh.

The Covid 19 pandemic has effected the operations of the Company and the following challenges has been faced by the Company:

- Limited orders/ demand of the products
- Limited operations due to the restrictions all over India.
- Insufficient staffing and loss of productivity due to lack of remote of work capabilities

The manufacturing facilities of the Company has now been opened with the restrictions and measures taken for safety, social distancing and hygiene in accordance with the guidelines of the authorities for prevention of COVID 19.

DIVIDEND:

There being no sufficient profits during the year, the Board regrets its inability to recommend any dividend.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2021 was 5, 56, 62,500. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the year.

Pursuant to the Scheme of Demerger, during the year, the trading approval of the shares of the Company was received from BSE & NSE. The Shares of the Company was listed of the stock exchanges viz. BSE & NSE on 01.10.2020

FINANCE:

Cash and cash equivalents and bank balances as at March 31, 2021 was 64.53 lakhs. The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

FIXED DEPOSITS:

During the financial year under review, the company did not accept any deposits covered under chapter V of the Companies Act, 2013 and Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013.

The details of the investments made by company is given in the notes to the financial statements.

MATERIAL CHANGE AND COMMITMENT

There have been no material changes and commitments affecting the financial position of the Company between the close of the year till the date of this report. There has been no change which affect the financial position of the Company.

As such there is no significant and material order by the regulator/court/tribunal/ impacting the going concern status and the Company operation in future.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has in-house Internal Auditor. To maintain its objectivity and independence, the Internal Auditor function reports to the Chairman of the Audit Committee of the Board & Managing Director.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure "A" to this Report.

INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITY

The Company is not liable for any CSR Activity as per section 135 of the Companies Act but however, during the year the company has spent Rs.0.84/Lakhs-(P.Y. Rs. 1.22 Lakhs) towards corporate social responsibility (CSR) under Section 135 of the Companies Act, 2013 and rules thereon by way of contribution to schools for their development.

DIRECTORS & KEY MANAGERIAL PERSON:

Mr. Shyam Daga, Executive Director of the Company retire at this AGM being eligible for *appointment offer himself for there- appointment at this AGM.*

Mr. Neeraj Kumar Mittal (DIN-00900714), and Mr. Dinesh Kumar Marda (DIN- 03267281) were appointed as additional directors retires at the ensuing Annual General Meeting as an independent directors on the Board on 28/09/2020. The Board now recommends the appointment of Mr. Neeraj Kumar Mittal (DIN-00900714), and Mr. Dinesh Kumar Marda (DIN- 03267281) as independent directors under section 149 (1) of the Companies Act, 2013 and SEBI LODR of the listing agreement in the ensuing A.G.M. to hold office for 5 (Five) consecutive years i.e. from September 28, 2020 upto September 27, 2025

A brief resume of the Directors being appointed / re-appointed are attached to the Notice for the ensuing Annual General meeting.

None of the Directors of your Company is disqualified as per provisions of Section 164 of the Companies Act, 2013. The Directors of the Company have made necessary disclosures as required under various provisions of the Companies Act and SEBI (LODR) Regulation 2015. The Certificate of the CS in practice for the same is attached to the report as Annexure B.

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and as per the requirement of SEBI (LODR) Regulation 2015.

During the year Mr. Rajneesh Sharma resigned from the post of Company Secretary and Compliance Officer.

CORPORATE GOVERNANCE REPORT:

Our corporate governance report for FY 2020-21 forms part of this Annual Report. The requisite certificate from the auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under SEBI LODR is annexed to the corporate governance report.

BOARD EVALUATION

The Company has laid down a process for evaluation of the Board and Committees of Board as also evaluation of the performance of each of the Directors. The evaluation is conducted and monitored by the Chairperson, Nomination & Remuneration Committee (NRC) in consultation with the members of the committee. Each of the Directors are given a self-assessment Questionnaire, covering degree of fulfillment of their responsibilities, Board structure and composition, Responsibilities of Committee, effectiveness of the Board process, information and functioning, Board culture and dynamics, quality of relationship between the Board and Management etc.

The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers, etc., which is in compliance with applicable laws, regulations and guidelines.

MEETINGS

The board met five times during the financial year, the details of which are given in the corporate governance report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and reviews performed by Management in concurrence with the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2020-21.

In Compliance with section 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and hereby confirm the following:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had 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 and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions that were entered during the financial year were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations. None of the transactions entered with related parties falls under the scope of Section 188(1) of the Act. Details of transactions with related parties as required under Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in AnnexureCin Form AOC-2 and forms part of this Report.

There are no materially significant related party transactionsthat may have potential conflict with interest of the Company at large.

SUBSIDIARY COMPANIES

The Company have formed a subsidiary company i.e. ADL panels private Limited, for the purpose of submitting the resolution plan for takeover under the Company Insolvency and Resolution Process (CIRP Process) of Associate Décor Limited, in which the Company was unsuccessful. There being no other business in the subsidiary Company. During the year the investment in the subsidiary company was sold by the Company. The entire investments i.e. 5100 shares held in ADL Panels Private Limited , a subsidiary company was sold for Rs. 55 per share as against the face value of Rs. 10 per share. There is no subsidiary company of the Company as on date.

EXTRACT OF THE ANNUAL RETURN

In accordance with section 134(3) (a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is enclosed herewith as Annexure "D" to the Board's report.

CODE OF CONDUCT:

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

VIGIL MECHANISM

Your Company has established a “Vigil Mechanism” for its employees and Directors, enabling them to report any concerns of unethical behavior, suspected fraud or violation of the Company’s ‘Code of Conduct’. To this effect, the Board has adopted a ‘Whistle Blower Policy’, which is overseen by the Audit Committee. The policy provides safeguards against victimization of the Whistle Blower. Employees and other stakeholders have direct access to the Chairperson of the Audit Committee for lodging concerns if any, for review

STATUTORY AUDITORS

At the Annual General Meeting held on 23rd November, 2018, M/s GRV& PK& Co., Chartered Accountants (ICAI Firm Reg. No. 008099s), were appointed as the Statutory Auditors of the Company for a period of 5 years up to the conclusion of 6th Annual General Meeting to be held in 2025. In terms of the provisions of Section 139 (1) of the Companies Act, 2013. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

STATUTORY AUDITOR’S REPORT

The Auditors Report to the Shareholder does not contain any reservation, Qualification or adverse remark. The observation made in the Auditors Report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

SECRETARIAL AUDIT REPORT

The Board appointed Mr. Deepak Sadhu Practicing Company Secretary, to conduct Secretarial Audit for the FY 2020-21. The Secretarial Audit Report for the financial year ended March 31, 2021 is annexed herewith marked as Annexure E to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Compliance with Secretarial Standards

The Company has complied with all the applicable provisions of Secretarial Standard on Meetings of Board of Directors (SS-1), Revised Secretarial Standard on General Meetings (SS-2), and Secretarial Standard on Report of the Board of Directors (SS-4) respectively issued by Institute of Company Secretaries of India.

BUSINESS RISK MANAGEMENT

Your Company has an elaborate Risk Management Framework, which is designed to enable risks to be identified, assessed and mitigated appropriately. On the basis of risk assessment criteria of the Company has been entrusted with the responsibility to assist the Board in

- (A) Overseeing and approving the Company’s enterprise wide risk management framework; and
- (b) Overseeing that all the risks that the organization faces such as financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place, capable of addressing those risks.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management’s Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) is presented in a separate section forming part of the Annual Report.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Particulars of employees remuneration, as required under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms a part of this report as Annexure F. Considering first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report, excluding the said information, was sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during working hours up to the date of ensuing annual general meeting. Any member interested in obtaining such information may write to the Company Secretary in this regard.

EQUAL OPPORTUNITY & PREVENTION OF SEXUAL HARRASMENT

The Company has always provided a congenial atmosphere for work to all employees that is free from discrimination of any kind. It has provided equal opportunities of employment to all without regard to the nationality, religion, caste, colour, language, marital status and sex.

We have zero tolerance for sexual harassment at workplace and have adopted a policy on prevention, prohibition and redressal of sexual harassment at Work place in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) ACT, 2013 and the Rules thereunder for prevention and Redressal of Complaints of sexual harassment at workplace. There was no complaint related to sexual harassment during the Year 2021.

COMMITTEES OF THE BOARD

Currently, the board has four Committees: the Audit Committee, the Nomination and Remuneration Committee, and the Stakeholders Relationship Committee. The majority of the members of these committees are Independent and non-executives.

A detailed note on the composition of the board and other committees is provided in the corporate governance report section of this annual report.

CEO AND CFO CERTIFICATION

Pursuant to the Listing Regulations, the CEO and CFO certification is attached with the Annual Report. The Managing Director & CEO and the Chief Financial Officer also provide quarterly certification on financial results while placing the financial results before the Board in terms of the Listing Regulations.

LISTING FEES

The Equity shares of the Company were listed on the Stock exchange i.e. BSE & NSE on 01.10.2020. The annual listing fees has been paid to the Stock exchange.

ACKNOWLEDGEMENT

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. The Boards of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors

Shyam Daga
(Chairman)

Place: Bengaluru

Date: 26th July, 2021

ANNEXURE "A" TO THE DIRECTORS' REPORT

UNDER THE RULE 8 OF COMPANIES (ACCOUNTS) RULE, 2014.

A. Conservation of Energy

Increased energy consumption has an impact on the environment, including negative effects such as climate change. We share the task of using limited energy resources more effectively, including energy use in industrial activities. The Company gives paramount importance and priority to energy conservation and conservation of resources through the use of optimal production methods and equipment configuration, improvements to how air conditioning equipment is operated, installation of equipment with high energy efficiency, and extensive energy management, including adjustments to facility operating hours and thermostat settings. Further, in our offices, the steps for the conservation of energy is continuously followed by way of using the energy efficient light bulbs, switching off the computers/lights/air conditioners when not in use, etc.

Your Company will continue to monitor and control overall energy expenses, in relation to the growth in the scale of operations.

B. Research and Development (R & D)

- **Specific areas in which R & D carried out by the Company.**

R&D carried on by the Company in its own unit is to develop environmental friendly products & processes. The research also includes the way of product improvement and process optimization with a view to reduce cost & increase efficiency. The company has its own developed adhesive resin plant & glue formation process which help in low formaldehyde emissions.

- **Benefit derived as a result of the above R & D:**

The Company has derived the benefit of reduction in the cost of production & development of eco-friendly processes result in less quantity of effluent and emission.

- **Future Plan of action:**

R&D will focus on products leading to further cost reduction and reduced load on environment.

- **Expenditure on R & D**

No capital expenditure is done towards the R&D. The Company continuously incurs expenses for improving the processes, product quality, etc. they cannot be specifically identified as research & development expenses. Thus, the same has not been shown separately.

TECHNOLOGY, ABSORPTION, ADAPTATION AND INNOVATION.

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

The Company absorbs the knowledge of technology from various sources, such as know-how from its associate Companies, their own data bank, published literature etc. and thereafter adopts the same to the Company infrastructure, effects improvement to the products and processes of the Company including containment of pollution and control of effluents.

- **Benefits derived as a result of the above efforts.**

Benefits derived from these efforts include process rationalization, product quality improvement, and environmental friendly.

- **Imported technology**

There is no imported technology during the year

C. Foreign Exchange Earning & Outgo

Earnings: on account of Export of Goods 12,67,444/-

Outgo : on account of Raw materials, Stores, Capital Goods, Foreign Travelling and Sales Promotions 14,83,680/

-

**For and on behalf of the Board of
Archidply Decor Limited**

ShyamDaga
(Chairman)

Place: Bengaluru

Date: 26th July, 2021

Annexure B

Certificate of Non Disqualification of Directors [Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members,

Archidply Décor Limited

Plot No 7, Sector-9, Integrated Industrial Estate, Sidcul, Pant Nagar,

Rudrapur Udham Singh Nagar Uttarakhand - 263153

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Archidply Décor Limited having CIN- U20231UR2017PLC008626, having its registered office at Plot No 7, Sector-9, Integrated Industrial Estate, Sidcul, Pant Nagar, Rudrapur Udham Singh Nagar Uttarakhand - 263153 (herein after referred to as 'the company') produced before us by the company for the purpose of issuing this certificate in accordance with regulation 34(3) read with schedule 5 para C sub clause (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations 2015.

In our opinion and best of our belief, information and according to the verification (Including Director Identification Number(DIN) status of the respective directors at the portal www.mca.gov.in as considered necessary and written representation made by the respective directors, we hereby certify that none of the directors on the board of the company as stated below for the financial year ending on 31st march 2021 have been debarred or disqualified from being appointed or continuing as the director of the company by the securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Shyam Daga	00561830	14.06.2017
2	Rajiv Daga	01412917	14.06.2017
3	Kukkehalli Raviraj Hegde	08693808	11.02.2020
4	Akshatha Rai	06512797	11.02.2020
5	NeerajKumar Mittal	00900714	28.09.2020
6	Dinesh Kumar Marda	03267281	28.09.2020

Ensuring the eligibility for the appointment/ continuity as the director of the board is the responsibility of the management of the company. Our responsibility is to express an opinion based on our verification and representation made by the respective directors. This Certificate 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 **RAJNEESH SHARMA & CO,**
COMPANY SECRETARIES

(RAJNEESH SHARMA)

Proprietor

FCS: 5549; CP No:24210

Bangalore

Date: June 26,2021

UDIN: F005549C000522087

ANNEXURE "C" TO THE DIRECTORS' REPORT

Form No. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

Details of contracts or arrangements or transactions not at arm's length basis:

Archidply Decor Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during the financial year 2020-21.

- Name(s) of the related party and nature of relationship: Not Applicable
- Nature of contracts/arrangements/transactions: Not Applicable
- Duration of the contracts / arrangements/transactions: Not Applicable
- Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- Justification for entering into such contracts or arrangements or transactions: Not Applicable
- Date(s) of approval by the Board: Not Applicable
- Amount paid as advances, if any: Not Applicable
- Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable.

Details of material contracts or arrangement or transactions at arm's length basis:

Name of the Related Party	Nature of Transaction	Duration of contract	Date of Board Approval	Value of Transaction approval given	During the Current Financial Year
Archidply Industries Limited (AIL)	Rent paid to AIL	From 17.03.2018 and onwards	17.03.2018	Rs. 10,000 per month.	Rs. 1,20,000 In FY 2020-21
Archidply Industries Limited (AIL)	Purchase of Goods				Rs. 7,66,39,812 in FY 2020-21
Archidply Industries Limited (AIL)	Sale of Goods				Rs. 3,09,402 in FY 2020-21
Assam Timber Products Private Limited	Rent Paid				Rs. 1,20,000 in FY 2020-21
Assam Timber Products Private Limited	High Seas Purchase				Rs. 1,15,74,223
Mr. Sandeep Bharadia	Rent Paid				Rs. 1,20,000

No advance amount paid for the aforesaid transactions

For and on behalf of the Board of Directors

**Shyam Daga
(Chairman)**

Place: Bengaluru

Date: 26TH July, 2021

Annexure E to Directors' Report

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	U20231UR2017PLC008626
2	Registration Date	14-06-17
3	Name of the Company	ARCHIDPLY DECOR LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non Government Company
5	Address of the Registered office & contact details	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar , Uttrakhand -263153 Website: http://www.archidply.com E-Mail: info@archidply.com PH: 05944-250270, FAX:05944-250269
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	KFIN TECHNOLOGIES PRIVATE LIMITED, KARVY SELENIUM, TOWER - B, PLOT NO. 31 & 32, FINANCIAL DISTRICT, GACHIBOWLI, NANAKRAMGUDA, HYDERABAD - 500032.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	PLYWOOD	20211	29.54%
2	DECORATIVE VENEERS	20211	51.06%
3	PRELAMINATED PARTICLE BOARD	20211	16.08%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				
2					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

	Category of Shareholder	No. of Shares held at the beginning of the year [As on 31-March-2020]				No. of Shares held at the end of the year [As on 31-March-2021]				% Change during the year
		Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A.	Promoters									
(1)	Indian									
a)	Individual/ HUF	694,051	50000	744,051	13.37%	696,791	50000	746,791	13.42%	0.05%
b)	Central Govt								0.00%	0.00%
c)	State Govt(s)								0.00%	0.00%
d)	Bodies Corp.	3,314,608		3,314,608	59.55%	3,314,608		3,314,608	59.55%	0.00%
e)	Banks / FI	-	-						0.00%	0.00%
f)	Any other	-	-						0.00%	0.00%
	Sub Total (A) (1)	4,008,659	50,000	4,058,659	72.92%	4,011,399	50,000	4,061,399	72.96%	0.05%
(2)	Foreign									
a)	NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b)	Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c)	Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d)	Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
	Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
	TOTAL (A)	4,008,659	50,000	4,058,659	72.92%	4,011,399	50,000	4,061,399	72.96%	0.05%
B.	Public Shareholding									
1.	Institutions									
a)	Mutual Funds		-	-	0.00%	-	-	-	0.00%	0.00%
b)	Banks / FI	22,330	-	22,330	0.40%	1,635	-	1,635	0.03%	-0.37%
c)	Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d)	State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e)	Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f)	Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g)	FIs	73,750		73,750	1.32%	-	-	-	0.00%	-1.32%
h)	Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i)	Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
	Sub-total (B)(1):-	96,080	-	96,080	1.73%	1,635	-	1,635	0.03%	-1.70%
2.	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	134271		134,271	2.41%	23,357	806	24,163	0.43%	-1.98%
ii)	Overseas	-		-	0.00%			-	0.00%	0.00%
b)	Individuals/HUF						0			0.00%
i)	Individual / HUFshareholders holding nominal share capital upto Rs. 2 lakh	1,086,557	8,915	1,095,472	19.68%	1,313,312	14,376	1,327,688	23.85%	4.17%
ii)	Individual / HUF shareholders holding nominal share capital in excess of Rs 2 lakh	106,995	-	106,995	1.92%	114,924	225.00	115,149	2.07%	0.15%

Category of Shareholder	No. of Shares held at the beginning of the year [As on 31-March-2020]				No. of Shares held at the end of the year [As on 31-March-2021]				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
c) Others (specify)				0.00%					0.00%
Non Resident Indians	20,556	8,630	29,186	0.52%	15,217	8,636	23,853	0.43%	-0.10%
NBFC/	2,681		2,681	0.05%			-	0.00%	-0.05%
								0.00%	
Foreign Nationals				0.00%			-	0.00%	0.00%
Clearing Members	36,540		36,540	0.66%	6,445	-	6,445	0.12%	-0.54%
NRI(NR)	6,366		6,366	0.11%	5,918		5,918	0.11%	-0.01%
Sub-total (B)(2):-	1,393,966	17,545	1,411,511	25.36%	1,479,173	24,043	1,503,216	27.01%	1.65%
Total Public (B)	1,490,046	17,545	1,507,591	27.08%	1,480,808	24,043	1,504,851	27.04%	-0.05%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%		-		0.00%	0.00%
Grand Total (A+B+C)	5,498,705	67,545	5,566,250	100.00%	5,492,207	74,043	5,566,250	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	DEENDAYAL DAGA HUF	5000	0.09%	0	5000	0.09%	0	0.00%
2	SHYAM DAGA	168421	3.03%	0	171161	3.07%	0	0.05%
3	SANGEETA BHARADIA	1025	0.02%	0	1025	0.02%	0	0.00%
4	DEENDAYAL DAGA	192905	3.47%	0	192905	3.47%	0	0.00%
5	USHA DAGA	190085	3.41%	0	190085	3.41%	0	0.00%
6	RAJIV DAGA	161635	2.90%	0	161635	2.90%	0	0.00%
7	ARPITA DAGA	24950	0.45%	0	24950	0.45%	0	0.00%
8	RAJNEESH SHARMA	10	0.00%	0	10	0.00%	0	0.00%
9	RAJ KISHORE PRASAD	10	0.00%	0	10	0.00%	0	0.00%
10	VIRESH VYAS	10	0.00%	0	10	0.00%	0	0.00%
11	ASSAM TIMBER PRODUCTS PRIVATE LIMITED	1102937	19.81%	0	1102937	19.81%	0	0.00%
12	THE MYSORE CHIPBOARDS LIMITED	449357	8.07%	0	449357	8.07%	0	0.00%
13	VANRAJ SUPPLIERS PVT. LTD	985877	17.71%	0	985877	17.71%	0	0.00%
14	RAVI MARKETING AND SERVICES PRIVATE LIMITED	706962	12.70%	0	706962	12.70%	0	0.00%
15	SHREE SHYAM TEA PRIVATE LIMITED	69475	1.25%	0	69475	1.25%	0	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01.04.2020		4,058,659	72.92%	4,058,659	72.92%
	Changes during the year	01.10.2020	Transfer	2,740	0.05%	4,061,399	72.96%
	At the END of the year					4,061,399	72.96%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Dheeraj Kumar Lohia						
	At the beginning of the year	01.04.2020		32,983	0.59%	32,983	0.59%
	Changes during the year				0.00%	32,983	0.59%
	At the end of the year	31.03.2021		32,983	0.59%	32,983	0.59%
2	RAJESWARA RAO YANAMADALA						
	At the beginning of the year	01.04.2020		-	0.00%	-	0.00%
	Changes during the year		Allot	31,921	0.57%	31,921	0.57%
	At the end of the year	31.03.2021		31,921	0.57%	31,921	0.57%
3	NIRANJAN GUPTA						
	At the beginning of the year	01.04.2020		-	0.00%	-	0.00%
	Changes during the year		Allot	28,500	0.51%	28,500	0.51%
	At the end of the year	31.03.2021		28,500	0.51%	28,500	0.51%
4	DEVI DYAL						
	At the beginning of the year	01.04.2020		-	0.00%	-	0.00%
	Changes during the year		Allot	21,520	0.39%	21,520	0.39%
	At the end of the year	31.03.2021		21,520	0.39%	21,520	0.39%
5	VAKA MADHAV NARAYANA						
	At the beginning of the year	01.04.2020		20,000	0.36%	20,000	0.36%
	Changes during the year			-	0.00%	20,000	0.36%
	At the end of the year	31.03.2021		20,000	0.36%	20,000	0.36%
6	RATANLAL BHADADA						
	At the beginning of the year	01.04.2020		-	0.00%	-	0.00%
	Changes during the year		Allot	18,524	0.33%	18,524	0.33%
	At the end of the year	31.03.2021		18,524	0.33%	18,524	0.33%

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
7	MANISH KISHOR RUPAREL						
	At the beginning of the year	01.04.2020		17,475	0.31%	17,475	0.31%
	Changes during the year			-	0.00%	17,475	0.31%
	At the end of the year	31.03.2021		17,475	0.31%	17,475	0.31%
8	Sonal Lohia						
	At the beginning of the year	01.04.2020		13,096	0.24%	13,096	0.24%
	Changes during the year		Allot	2,689	0.05%	15,785	0.28%
	At the end of the year	31.03.2021		15,785	0.28%	15,785	0.28%
9	Prashant Rathee						
	At the beginning of the year	01.04.2020		12,500	0.22%	12,500	0.22%
	Changes during the year			-	0.00%	12,500	0.22%
	At the end of the year	31.03.2021		12,500	0.22%	12,500	0.22%
10	Pramod Kumar Jalan						
	At the beginning of the year	01.04.2020		16,277	0.29%	16,277	0.29%
	Changes during the year		Transfer	(4,627)	-0.08%	11,650	0.21%
	At the end of the year	31.03.2021		11,650	0.21%	11,650	0.21%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	SHYAM DAGA						
	At the beginning of the year	01.04.2020		171,161	3.07%	171,161	3.07%
	Changes during the year			-	0.00%	171,161	3.07%
	At the end of the year	31.03.2021		171,161	3.07%	171,161	3.07%
2	RAJIV DAGA						
	At the beginning of the year	01.04.2020		161,635	2.90%	161,635	2.90%
	Changes during the year			-	0.00%	161,635	2.90%
	At the end of the year	31.03.2021		161,635	2.90%	161,635	2.90%
3	RAJNEESH SHARMA						
	At the beginning of the year	01.04.2020		10	0.00%	10	0.00%
	Changes during the year			-	0.00%	10	0.00%
	At the end of the year	31.03.2021		10	0.00%	10	0.00%
4	RAJ LISHORE PRASAD						
	At the beginning of the year	01.04.2020		10	0.00%	10	0.00%
	Changes during the year			-	0.00%	10	0.00%
	At the end of the year	31.03.2021		10	0.00%	10	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,140.40	11.30	-	2,151.70
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,140.40	11.30	-	2,151.70
Change in Indebtedness during the financial year				
* Addition	0	636.07	-	636.07
* Reduction	(918.00)	-	-	(918.00)
Net Change	(918.00)	636.07	-	(281.93)
Indebtedness at the end of the financial year				
i) Principal Amount	1,222.40	647.37	-	1,869.77
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,222.40	647.37	-	1,869.77

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	Shri Shyam Daga	(Rs/Lac)
	Designation	Managing Director/CEO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	Shri Shyam Daga	(Rs/Lac)
	Designation	Managing Director/CEO	
4	Commission - as % of profit - others, specify	- - -	- - -
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act (Maximum 11 % of the Net Profit of the Company)(Schedule V is applicable and Prior Approval of Shareholders are taken in General Meeting)		-

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount (Rs/Lac)
1	Independent Directors	Kukkehalli Raviraj Hegde	Akshatha Rai	Neeraj Kumar Mittal	Dinesh Kumar Marda	
	Fee for attending board/ committee meetings	1.05	1.20	0.15	0.15	2.55
	Commission		-			-
	Others, please specify	-	-			-
	Total (1)	-	-		-	2.55
2	Other Non-Executive Directors	Rajiv Daga	-			-
	Fee for attending board committee meetings	0.40	-			0.40
	Commission	-	-			-
	Others, please specify	-	-			-
	Total (2)	0.40	-		-	0.40
	Total (B)=(1+2)	0.40	-		-	2.95
	Total Managerial Remuneration					2.95
	Overall Ceiling as per the Act (Sitting Fees is not Covered under the Limit for the Managerial Remuneration)					-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs/Lac)
		Mr. Rajneesh Sharma	Raj Kishore Prasad	
	Name			
	Designation	CS	CFO	
1	Gross salary	9.8	22.76	32.56
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission - as % of profit - others, specify			- - -
5	Others, please specify			-
	Total	9.80	22.76	32.56

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees Imposed	Authority (RD / NCLT/ COURT)	Appeal made If any (give Details)
A. COMPANY NOT APPLICABLE					
Penalty					
Punishment					
Compounding					
B. DIRECTORS NOT APPLICABLE					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT NOT APPLICABLE					
Penalty					
Punishment					
Compounding					

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED: **31.03.2021**

To,
The Members,
ARCHIDPLY DECOR LIMITED,
Plot No 7, Sector-9, Integrated Industrial Estate, Sidcul, Pant Nagar,
Rudrapur Udham Singh Nagar Uttarakhand - 263153

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ARCHIDPLY DECOR LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year ended on March 31, 2021 (the audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment Overseas Direct Investment and External Commercial Borrowings: There were no FEMA provisions applicable during the Audit period.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;

- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);
- vi. Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies the following laws / acts are also inter alia, applicable to the Company:
 - a. The Environment (Protection) Act, 1986
 - b. Water (Prevention and Control of Pollution), Act, 1974
 - c. The Legal Metrology Act, 2009
 - d. Air (Prevention and Control of Pollution), Act, 1981

I have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
- b. SEBI (Listing Obligations and Disclosure Requirements) 2015 for the year ended 31st March 2021 with Bombay Stock Exchange Limited and National Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

- a. The "Scheme of Arrangement" ("the Scheme") involving transfer of the Chintamani Undertaking of Archidply Industries Limited to a "Resulting Company" [Archidply Décor Limited] whose equity shares were to be listed in BSE Limited and National Stock Exchange of India Limited (NSE) and for which listing approval has been received from BSE & NSE and the company got its share listed on 01st October 2020.
- b. There was no other event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For **DEEPAK SADHU & CO,**
COMPANY SECRETARIES

(DEEPAK SADHU)

Authorised Signatory

ACS: 39541; CP No: 14992

UDIN: **A039541C000520714**

Bangalore

Date: **26th June 2021**

ANNEXURE – A

(To the Secretarial Audit Report)

To
The Members,
Archidply Decor Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I followed, provide are as on able basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **DEEPAK SADHU & CO,**
COMPANY SECRETARIES

(DEEPAK SADHU)

Authorised Signatory

ACS: 39541; CP No: 14992

UDIN: **A039541C000520714**

Bangalore

Date: **26th June 2021**

ANNEXURES “ F” TO DIRECTORS’ REPORT

Particulars Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder:

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year :

Executive Directors	Ratio to Median Remuneration
Mr. Shyam Daga	0.00

No salary paid to Mr. Shyam Daga.

- ii) Percentage increase in the remuneration of the Directors, Managing Director & CEO, CFO, and Company Secretary in the Financial Year:

Directors, Managing Director & CFO, Joint Managing Director & CEO and Company Secretary	% increase in the remuneration in the Financial year
Mr. Shyam Daga, Managing Director & CEO	00.00 %
Mr. Rajneesh Sharma, Company Secretary*	-60.00 %
Mr. Raj Kishore Prasad, CFO#	-12.50%

There has been decrease in salary Due to lockdown, disruption of production and adverse market situation, there was reduction of salary during the year for Managerial Personnel of the Company.

*Resigned w.e.f. 12.02.2021

- iii) The percentage increase in the median remuneration of employees in the financial year :-12.50 % There has been (12.50%) decrease in the salary of the employees due to the lockdown disruption of production and adverse market situation, due to COVID Pandemic.
- iv) The number of permanent employees on the rolls of the company: 50
- v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof
- The average increase in salaries of employees other than managerial personnel in 2020-21 was -12.50% Percentage increase in the managerial remuneration for the year was -35.50%.
- vi) The key parameters for any variable component of remuneration availed by the directors:
- No directors have been paid any variable remuneration.
- vii) The Company hereby affirm that the remuneration is as per the remuneration policy of the company.
- viii) There are no employees of the Company drawing the salary more than the prescribed limit under the Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

For and on behalf of the Board of Directors

Shyam Daga
(Chairman)

Place: Bengaluru

Date: 26th July, 2021

**CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER ON
CORPORATE GOVERNANCE AS PER REGULATION 33 OF
SEBI (LODR) REGULATION 2015.**

The Board of Directors

M/s. Archidply Industries Limited

We have reviewed the financial statements and the cash flow statement of Archidply Industries Limited for the financial year 2020-21 and certify that:

- a) These statements to the best of our knowledge and belief:
 - I. Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading:
 - II. Present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Directors and Senior Management Personnel during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- d) We have also indicated to the Auditors and the Audit Committee.
 - (i) Significant changes in Internal Controls with respect to financial reporting during the year.
 - (ii) Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
- e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Shyam Daga
(Managing Director & CEO)

Raj Kishore Prasad
(CFO)

Place : Bengaluru
Date : July 26, 2021

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “Listing Regulations”]

The detailed report on Corporate Governance for the financial year ended March 31, 2021, as per regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

Company’s philosophy on Code of Governance

The Company implements and practices the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability consistently being followed in all its business practices and dealings.

The Company is committed to observe good governance by focusing on adequate & timely disclosures, transparent & robust accounting policies, strong & independent Board and endeavors to maximize shareholders benefit.

Board of Directors:

The Board of Director comprises of member from diversified fields and having varied skills, vast experience and knowledge. The Board of Directors (‘the Board’) is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governances.

Board Composition & Categories.

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 5 Directors are Non-executive Directors as on 31.03.2021. 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 31.03.2021. 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, 5 Board Meetings were held on 23.07.2020, 12.09.2020, 28.09.2020, 13.11.2020 and 12.02.2021. 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 as per the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 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 Companies are given below:

Name of the Director (Designation)	Category	FY 2020-21 Attendance at	
		BM	Last AGM
Mr. Mr. Shyam Daga (Executive Chairman & Managing Director)	Promoter	5	Yes
Mr. Rajiv Daga (Non- Executive Director)	Promoter	3	YES
Mr. Kukkehalli Raviraj Hegde (Director)	Independent	5	YES

Name of the Director (Designation)	Category	FY 2020-21 Attendance at	
		BM	Last AGM
Mrs. Mrs. Akshatha Rai (Director)	Independent	4	YES
Mr. Neeraj Kumar Mittal (Director)#	Independent	1	No
Mr. Dinesh Kumar Marda (Director) #	Independent	1	No

#Mr. Neeraj Kumar Mittal (DIN-00900714), and Mr. Dinesh Kumar Marda (DIN- 03267281) were appointed as additional directors retires at the ensuing Annual General Meeting as an independent directors on the Board on 28/09/2020. The Board now recommends the appointment of Mr. Neeraj Kumar Mittal (DIN-00900714), and Mr. Dinesh Kumar Marda (DIN- 03267281) as independent directors under section 149 (1) of the Companies Act, 2013 and SEBI LODR of the listing agreement in the ensuing A.G.M. to hold office for 5 (Five) consecutive years i.e. from September 28, 2020 upto September 27, 2025

None of the Non- Executive Directors except Mr. Rajiv Daga (161635 shares in the Company) hold any shares in the Company as at 31st March, 2021

In terms of the provisions of the Companies Act, 2013 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. In the ensuing Annual General Meeting Mr. Shyam Daga is liable to retire by rotation. Information as required under SEBI (LODR) Regulation 2015 on director's appointed/reappointed at this Annual General Meeting is annexed to the Notice of the Annual General Meeting.

The number of other listed entity's Board(s) or Board Committees where Directors are member/chairperson and name of other Listed Companies along with Category of Directorship:

The number of other listed entity's Board(s) or Board Committees in which the Directors are member/ chairperson and name of other Listed Companies along with Category of Directorship as on March 31, 2021 are as follows:

Name of the Director (Designation)	No. of outside directorship held		Name of other Listed Companies and Category of Directorship	No. of outside committees* (in public limited companies)	
	Public	Private		Member	Chairman
Mr. Shyam Daga (Executive Chairman & Managing Director)	3	8	Archidply Industries Limited : Executive Director	0	0
Mr. Rajiv Daga (Non- Executive Director)	3	5	Archidply Industries Limited : Executive Director	2	0
Mr. Kukkehalli Raviraj Hegde (Director)	1	0	Nil	0	0
Mrs. Akshatha Rai (Director)*	1	0	Nil	0	0
Mr. Neeraj Kumar Mittal (Director)#	2	6	Nil	0	0
Mr. Dinesh Kumar Marda (Director) #	1	1	Nil	0	0

* Membership/Chairmanship of Audit Committee, Nomination & Remuneration committee and Stakeholders' Relationship Committee has only been considered

The number of Directorships, Committee Membership(s) / Chairmanship(s) of all Directors is within respective limits prescribed under the Act and Listing Regulations.

Performance evaluation of Board & Directors:

The Board is responsible for undertaking a formal annual evaluation of its own performance, that of its Committees and of individual Directors as per Section 134 of Companies Act, 2013 and regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a view to review their functioning and effectiveness and also for identifying possible paths for improvement. During the year, the Board in concurrence with Nomination and Remuneration Committee carried out a performance evaluation of itself, its Committees, and each of the executive/ non-executive/ independent directors through questionnaire. The meeting for evaluation of independent Directors was held on 12.02.2021. The meeting of the independent Directors for evaluating the Board and Chairman performance was also held on 12.02.2021

The Independent directors shall be evaluated on various performance indicators including aspects relating to:

- Integrity and maintenance of confidentiality.
- Commitment and participation at the Board & Committee
- Effective deployment of knowledge and expertise
- Exercise of objective independent judgement in the best interest of Company
- Interpersonal relationships with other directors and management

The board and committee will also be evaluated on the following parameters:

- Size, structure and expertise of the Board.
- Review of strategies, risk assessment, robust policies and procedures by Board.
- Oversight of the financial reporting process & monitoring company's internal control system. Quality of agenda, conduct of meeting, procedures and process followed for effective discharge of functions.
- Effective discharge of functions and duties by Committee as per terms of reference. Appropriateness and timeliness of the updates given on regulatory developments.
- Board's engagement with Senior Management team.
- The Chairperson had an individual discussion with each director based on the peer analysis.

Details of Familiarisation programme to Independent Directors:

Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013 mandates the Company to familiarize the Independent Directors with the Company by conducting training programmes. During the year, the Board members were regularly apprised with the overview of the Company and its operations by the Senior Management team. The Board was also regularly apprised of all regulatory and policy changes.

The familiarisation policy including details of familiarisation programmes attended by independent directors during the year ended March 31, 2021 is posted on the website of the Company i.e. www.archidplydecor.com

Confirmation that in the opinion of the Board of Directors the Independent Directors of the Company fulfils the conditions specified in the SEBI Listing Regulations and are independent of the management of the Company:

Based on the declaration of independency pursuant to Section 149(6) of the Act, and Listing Regulations, received from each of the Independent Directors of the Company and placed before the Board of Directors in their meeting held on June 26, 2021, it is confirmed by the Board of directors that Mr. Kukkehalli Raviraj Hegde, Mrs. Akshatha Rai (Director), Mr. Neeraj Kumar Mittal and Mr. Dinesh Kumar Marda Independent Directors of the Company fulfils the conditions specified in SEBI Listing Regulations and are independent of the management.

Board Membership Criteria and list of core skills/expertise/competencies identified in the context of the business:

In terms of requirement of Listing Regulations, the Board has identified the following skills/expertise/competencies of the Directors as given below:

Skills and its description	Shyam Daga	Rajiv Daga	Akshatha Rai	K . R. Hegde	Neeraj K Mittal	Dinesh K Marda
Experience of crafting Business Strategies: Experience in developing long-term strategies to grow consumer/dealer business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions	Yes	Yes	Yes	Yes	Yes	Yes
Finance and Accounting Experience: Leadership experience in handling financial management of a lorganization along with an understanding of accounting and financial statements	Yes	Yes	Yes	Yes	No	No
Leadership experience of running enterprise: Experience in leading well-governed organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance	Yes	Yes	Yes	No	Yes	Yes
HR/ people Orientation: Understanding of HR Policies) Managing HR activities, talent development and strengthening the people function	Yes	Yes	yes	NO	Yes	No
Understanding of Consumer and Customer Insights in diverse environments and conditions – Experience of having managed organisations with consumer/dealers interface in diverse business environments and economic conditions which helps in leveraging consumer/dealers insights for business benefits.	Yes	Yes	Yes	No.	YES	Yes

Disclosures of relationships between Directors inter-se:

Name of the Director (Designation)	Category	Relationship with Directors
Mr. Mr. Shyam Daga (Executive Chairman & Managing Director)	Promoter	Mr. Rajiv Daga (Brother)
Mr. Rajiv Daga Non- Executive Director)	Promoter	Mr. Shyam Daga (Brother)
Mr. Kukkehalli Raviraj Hegde (Director)	Independent	None
Mrs. Mrs. Akshatha Rai (Director)	Independent	None
Mr. Neeraj Kumar Mittal (Director)#	Independent	None
Mr. Dinesh Kumar Marda (Director) #	Independent	None

Composition of Board Committee

The Board has constituted various Committees to support the Board in discharging its responsibilities. There are three Committees constituted by the Board

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable.

Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its functions. Senior officers/ functional heads of Company are invited to present various details called for by the Committee in its meeting. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board meetings for noting. The recommendations of the Committees are submitted to the Board for approval.

Audit Committee

Terms of Reference:

(i) Brief description of terms of reference:

The powers, role and terms of reference of the audit Committee are in line with the provisions of Section 177 of the Companies Act 2013, and regulation 18 of SEBI (LODR) 2015.

The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the independent auditors and notes the processes and safeguards employed by each of them.

The Committee also reviews the functioning of whistle blower & Vigil mechanism, adequacy and effectiveness of internal audit function, risk management and control systems and results of operation.

Business Risk Evaluation and Management

The overview of the risk management policy is also done by the Audit Committee.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Audit Committee regarding the Risk Management broadly comprise of;

1. Oversight of risk management performed by the executive management;
2. Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
3. Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
4. Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.
5. Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, and potential impact analysis and mitigation plan.

WHISTLE-BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism

And Whistle-blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

PROHIBITION OF INSIDER TRADING

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

Audit Committee is also responsible for giving the guidance & directions under SEBI (Prohibition of Insider Trading) Regulations, 2015

- **Meeting, Composition, designation, Category and Attendance thereof:**

The Committee met 4 times during the FY 2020-21 on 23.07.2020, 12.09.2020, 13.11.2020 and 12.02.2021, the attendance and Composition of meetings is as under:

S. No	Name of Director	Designation	Category	No. of meetings attended
1	Mr. K.R. Hegde	Chairman	Non Executive, Independent	4
2	Mrs. Akshatha Rai	Member	Non Executive, Independent	4
3	Mr. Shyam Daga	Member	Executive, Promoter	4
4.	Mr. Kamal Kishore	Auditor	Auditor	4
5.	Mr. Rajneesh Sharma#	Secretary to the Committee	Company Secretary	4

resigned w.e.f 12.02.2021

The Company Secretary acts as the Secretary to the Audit Committee.

Nomination & Remuneration Committee:

(i) Brief description of terms of reference:

The terms of reference of the Nomination & Remuneration Committee are in line with the provisions of section 178 of the Companies Act and Regulation 19 SEBI (LODR) 2015.

The purpose of the Committee is to oversee the nomination process for top-level management positions and review executive remuneration structure. The Committee identifies, screens and reviews individuals qualified to serve as executive directors, non-executive directors and independent directors consistent with criteria approved by the Board and recommends, for approval by the Board, nominees for election at the AGM.

• **Meeting, Composition, designation, Category and Attendance thereof:**

During the year 2020-2021, one meeting of the Committee was held on 28.09.2020. The Composition and other details of Nomination and Remuneration Committee of the Company are as follows

The Committee comprises of three independent Directors:

S. No	Name of Director	Designation	Category	No. of meetings attended
1	Mrs. Akshatha Rai	Chairman	Non Executive, Independent	4
2	Mr. K.R. Hegde	Member	Non Executive, Independent	4
3	Mr. Rajiv Daga	Member	Non Executive, Non-Independent	4
4	Mr. Rajneesh Sharma#	Secretary to the Committee	Company Secretary	4

resigned w.e.f 12.02.2021

• **Details of Remuneration paid to Directors:**

Payment to Non-Executive Directors

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

(In Rs.)

Name of Directors	Sitting fees for Board Meeting	Sitting fees for Committee Meeting
Mrs. Akshatha Rai	60000	60000
Mr. K.R. Hegde	75000	30000
Mr. Rajiv Daga	30000	10000
Mr. Neeraj Kumar Mittal	15000	
Mr. Dinesh Kumar Marda	15000	

Pecuniary relations or transactions of the Non-Executive Directors

There were no pecuniary relationship or transactions of non-executive directors vis- a-vis the Company.

Payment to Executive Directors

During the year, no remuneration was paid to the Executive Director

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

The details of shares held by the Executive and Non-Executive Directors of the Company as on March 31, 2021 are as follows:

Name of the Director (Designation)	Category	Shares Held
Mr. Shyam Daga (Executive Chairman & Managing Director)	Promoter	171161
Mr. Rajiv Daga (Non- Executive Director)	Promoter	161635
Mr. Kukkehalli Raviraj Hegde (Director)	Independent	0
Mrs. Akshatha Rai (Director)	Independent	0
Mr. Neeraj Kumar Mittal (Director)	Independent	0
Mr. Dinesh Kumar Marda (Director)	Independent	0

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION:

The Nomination and Remuneration Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

CRITERIA OF SELECTION OF INDEPENDENT DIRECTORS

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Human Resources, Nomination and Remuneration Committee, for appointment, as Independent Director on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision. Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration

REMUNERATION OF CHAIRPERSON

The N&RC recommends the remuneration of the Executive Chairperson to the Board which considered and approved by the Board subject to Shareholders' and regulatory approvals. The N&RC, while recommending the remuneration of the Chairperson considers the following factors:

- (a) Function, Role and Responsibilities of the Chairperson,
- (b) Comparison with the peer Companies,
- (c) Industry benchmarking,
- (d) Regulatory guidelines as applicable, etc.

The remuneration payable to the Chairperson is subject to prior approval of the Board. Therefore, the remuneration or any revision in remuneration of the Chairperson is payable only after receipt of the approval from Board and Shareholder approval.

CEO & Managing Director - Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO & Managing Director comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

Remuneration Policy for the Senior Management Employees.

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure the relation- ship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct ('the Code') applicable to the Directors and employees. The Code is applicable to Non-Executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

A declaration signed by the Company's Chairman is published in this Report.

COMPLIANCE

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and

regulations, including the Companies Act, 2013 read with rules issued thereunder, as applicable and Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

MD & CEO / CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give Quarterly and annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing

the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

EMPLOYEE STOCK OPTIONS

Archidply has not issue employee Stock Option during FY 2020-21

Stakeholder Relationship Committee:

(i) Brief description of terms of reference:

The terms of reference of the Stakeholders Relationship Committee are in line with the provisions of section 178 of the Companies Act 2013 and Regulation 20 SEBI (LODR) 2015.

The Stakeholders Relationship Committee is primarily responsible for redressal of shareholders' / investors' / security holders' grievances including complaints related to transfer of shares, non-receipt of declared dividends, annual reports etc. The Committee's terms of reference also include allotment of equity shares to option grantees under the prevailing ESOP Scheme of the Company.

- Meeting, Composition, designation, Category and Attendance thereof:

The Committee met twice during the FY 2020-21 on 13.11.2020 and 12.02.2021. The attendance and Composition of meetings is as under:

S. No	Name of Director	Designation	Category	No. of meetings attended
1	Mr. K.R. Hegde	Chairman	Non Executive, Independent	2
2	Mrs. Akshatha Rai	Member	Non Executive, Independent	2
3	Mr. Shyam Daga	Member	Executive, Promoter	2

Mr. Rajneesh Sharma, Company Secretary acts as the Compliance Officer of the Company. He has resigned w.e.f. 12.02.2021. Mr. Shyam Daga, Managing Director to act as the Compliance officer of the Company till the new Company Secretary is appointed.

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

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.

During the year 2020-21- no Complaints (Received & Resolved - no pending complaints)

General Body Meetings

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

Year	Location	Date	Time
2020	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttrakhand -263153	30.09.2020	10:30 AM
2019	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttrakhand -263153	13-09-2019	10:30 AM
2018	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttrakhand -263153	23-11-2018	10:30 AM

The following Special Resolution was taken up in the last three Annual General Meetings.

- Appointment of Executive Chairman, CEO, and Managing Director
- Appointment of Independent Directors

There is no immediate proposal for passing any special resolution through Postal Ballot.

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 SEBI (LODR) Regulation 2015.

Means of Communication

In order to attain maximum shareholders – reach, the quarterly and half yearly financials results of the Company shall be published in leading newspapers (English & Hindi language) the financial results are simultaneously posted on the website of the Company i.e. www.archidplydecor.com

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

Website:

The Company's website (www.archidplydecor.com) is a comprehensive reference on Company's vision, mission, products, investor relation and contact details. In compliance with Regulation 46 of the Listing Regulations, a separate section under "Investor Relations" on the Company's website gives all required information under the Listing Regulations.

General Shareholder Information

1. Date, Time and Venue of 4th Annual General Meeting:

Year	Location	Date	Time
2021	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 (Through VC)	16th August 2021	11:00 A.M

2. Financial Year

The Company's financial year was from April 1st 2020 to March 31st 2021.

3. Publication of results for the financial year 2020-21 (tentative and subject to change)

First quarter results: On or before August 14, 2021

Second quarter and half year results: On or before November 14, 2021

Third quarter results: On or before February 14, 2022

Fourth quarter results and results for the year ending

March 31, 2022: On or before May 30, 2022.

4. Date of Book Closure

09th August, 2020 to 16th August 2021(Both days inclusive)

5. Dividend payment date

No dividend declared for the year under review.

6. 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 2021-22 has been paid to the concerned stock exchange on demand.

7. Stock code

Stock Exchange	Stock Code	Type of security
Bombay Stock Exchange :Limited (BSE)	543231	Equity Shares
National Stock Exchange Limited (NSE)	ADL	Equity Shares

8. Stock Market data & Performance in comparison to BSE Sensex and NSE Nifty

Year 2020-21	BSE				NSE			
	Share Price High (Rs)	Share Price Low (Rs)	Sensex High	Sensex Low	Share Price High (Rs)	Share Price Low (Rs)	Nifty High	Nifty Low
Oct-Oct-20	29.00	17.50	41048.05	38410.20	25.25	17.20	12025.45	11347.05
Nov-20	20.65	16.30	44825.37	39334.92	20.50	16.10	13145.85	11557.4
Dec-20	33.90	19.70	47,896.97	44,118.10	33.95	19.60	14024.85	12962.8
Jan-21	38.30	26.60	50,184.01	46,160.46	38.60	26.25	14753.55	13596.75
Feb-21	30.65	25.10	52,516.76	46,433.65	30.30	24.80	15431.75	13661.75
Mar-21	33.05	26.10	51,821.84	48,236.35	33.55	25.65	15336.3	14264.4

*Source: Websites of Stock Exchanges, BSE and NSE. The shares of the Company got listed on 01.10.2020

9. Registrar & Transfer Agents.

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

K FinTechnologies Private Limited

Karvy Selenium, Tower- B, Plot No 31 &32.

Financial district, Nanakramguda,

Serilingampally Mandal, Hyderabad, 500032

Tel: +91 04 67161500

Email Id:einward.ris@karvy.com.

10. Share Transfer System:

The Company has a Committee of the Board of Directors called Stakeholders Relationship Committee and takes necessary steps as per its terms of reference duly approved by the Board from time to time. No Share transfer requests were received during the Financial Year 2020-21.

11. Distribution of Shareholdings

The distribution of shareholding as on as on 31.03.2021 is given as under:

DISTRIBUTION SCHEDULE AS ON 31/03/2021					
S.no	Category	Cases	% of Cases	Amount	% Amount
1	upto 1 - 5000	8842	95.25	6585460.00	11.83
2	5001 - 10000	216	2.33	1591040.00	2.86
3	10001 - 20000	127	1.37	1831890.00	3.29
4	20001 - 30000	38	0.41	965690.00	1.73
5	30001 - 40000	19	0.20	659710.00	1.19
6	40001 - 50000	7	0.08	309370.00	0.56
7	50001 - 100000	11	0.12	793770.00	1.43
8	100001 & ABOVE	23	0.25	42925570.00	77.12
	Total:	9283	100.00	55662500.00	100.00

The distribution of shareholding according to category as on 31.03.2021

ARCHIDPLY DECOR LTD				
SHARE HOLDING PATTERN AS ON 31/03/2021				
S.no	Description	Cases	Shares	% Equity
1	CLEARING MEMBERS	21	6445	0.12
2	H U F	354	97093	1.74
3	INDIAN FINANCIAL INSTITUTIONS	1	1635	0.03
4	BODIES CORPORATES	49	24163	0.43
5	NON RESIDENT INDIANS	87	23853	0.43
6	NRI NON-REPATRIATION	37	5918	0.11
7	PROMOTERS BODIES CORPORATE	5	3314608	59.55
8	PROMOTER HUF	1	5000	0.09
9	COMPANY PROMOTERS	12	741791	13.33
10	RESIDENT INDIVIDUALS	8716	1345744	24.18
	Total:	9283	5566250	100.00

12. Dematerialization of Shares and liquidity.

As on 31.03.2021, of the shareholding were held in dematerialized form as per details mentioned below:

Sno	Description	Shares	% Equity
1	PHYSICAL	74043	1.33
2	DEMAT	5492207	98.67
	Total:	5566250	100.00

The demat ISIN of the Company's equity shares is INE0CHO01012

13. Outstanding GDRs/ADRs/Warrants or any convertible instruments

There were no outstanding GDRs/ADRs/ Warrants or any other Convertible Instruments as on 31.03.2021.

14. Commodity price risk or foreign exchange risk and hedging activities:

The Company has not much foreign exchange exposure towards imports, and the Imports are partially hedged

15. Plant locations

Chintamani	Survey No. 19, KSSIDC Industrial Area, Katamachanahalli, Chintamani, Chikkaballapur, Karnataka, 563125
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16. Address for correspondence

Registered Office:

ARCHIDPLY DECOR LTD

Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153

PH: 05944-250270, FAX: 05944-250269

E-mail: bangalore@archidply.com Website: www.archidplydecor.com

Corporate Identification Number (CIN): U20231UR2017PLC008626

17. List of all credit ratings obtained by the Company:

During the financial year 2020-21, the Company does not have any debt instruments or any Fixed Deposit Programme or any scheme or the proposal of the Company involving mobilization of funds in India or in abroad. There is no credit ratings obtained by the Company

18. Other Disclosures

- The Company does not have materially significant related party transactions that may have potential conflict with the interests of listed entity at large; The necessary disclosure of related party transactions has been made.
- There has been no non-compliance by the Company and no penalties, strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;
- The Company has establishment of vigil mechanism, whistle blower policy, and it is affirmed that no personnel has been denied access to the audit committee;
- The Company has complied with all the mandatory requirements as prescribed in the SEBI Listing Regulations and the Companies Act, 2013.; the Company has not adopted the non- mandatory requirements;
- The Company has no material subsidiaries;
- The policy on related party transactions is available on the website www.archidplydecor.com
- There is no commodity price risks and commodity hedging activities taken by the Company.
- The Company has not raised any funds through preferential allotment or qualified institutions placement. as specified under Regulation 32 (7A).
- a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this Report
- During the financial year 2020-21, there was no instances where the board had not accepted any recommendation of any committee of the board which is mandatorily required.
- total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

a)	Statutory Audit Fee :	Rs. 150000
b)	Tax Audit Fee :	Rs. 50000
	Total :	Rs. 200000

(l) During the year in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- number of complaints filed during the financial year : nil
- number of complaints disposed of during the financial year: nil
- number of complaints pending as on end of the financial year.: nil

19. The Company has complied with the applicable requirement specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

20. Compliance Certificate of the Company Secretary in Practice

The Company Secretary in Practice have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations and the same is annexed to this report

21. Disclosures with respect to demat suspense account/unclaimed suspense account:

S.No.	Particulars	No. of Shareholders	Outstanding shares
1	Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year	9	806
2	Number of shareholders to whom shares were transferred from Suspense Account during the year	0	0
3	Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year	9	806

Affirmation regarding Compliance with the Code of Conduct

The Company has adopted the Code of Conduct for the Board of Directors and Senior Management of the Company. The Company has received confirmations from Board of Directors and Senior Management regarding compliance of the Code during the year under review. The Code of Conduct is available on the website of the Company.

I confirm that all the Members of the Board of Directors and Senior Management Personnel of the Company has affirmed Compliance with the Code of Ethics and Business Conduct in respect of the Financial Year ended March 31, 2021

For Archidply Décor Limited

ShyamDaga
(Chairman)

Date: 26th July, 2021

Place: Bengaluru

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF ARCHIDPLY DECOR LIMITED

Plot No 7, Sector-9, Integrated Industrial Estate, Sidcul, Pant Nagar,
Rudrapur Udham Singh Nagar Uttarakhand - 263153

I have examined the compliance of conditions of Corporate Governance Archidply Decor Limited (CIN:U20231UR2017PLC008626) ("the Company"), as stipulated under Regulations 17 to 27, clauses (b) to (i) of subregulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the financial year ended March 31, 2021. The shares of the Company got listed on BSE & NSE Stock exchange on 01.10.2020.

Management's Responsibility for compliance with the conditions of Listing Regulations

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said Regulations. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the

Management has conducted the affairs of the Company.

Auditors' Responsibility

My responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended March 31, 2021.

I 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.

Restriction on use

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DEEPAK SADHU & CO,**
COMPANY SECRETARIES

(DEEPAK SADHU)

Proprietor

ACS: 39541; CP No: 14992

UDIN: A039541C000520802

Place: Bangalore

Date: 26th June, 2021

Management Discussion and Analysis Report

1. Industry Structure and Developments

The Indian forest products industry has been hit hard by COVID-19 and the resulting nationwide lockdown as demand from the construction, real estate, hospitality, and tourism sectors is at a virtual standstill. The slowdown in new housing construction has especially reduced overall demand for domestic and imported wood products. India's imports of forest products during January-July 2020 declined by 39 percent to \$804 million, compared to the same period last year.

Lockdown Impact on Demand

Prior to COVID-19, the Indian construction sector was already in a precarious state. The residential property market was struggling due to rising unemployment, a liquidity crunch in the non-bank financial sector, and a decline in new residential projects across major cities. India's real estate sector, which has been undergoing a prolonged slowdown, was hit with a new crisis due to the pandemic, leading to a temporary halt in project launches and sales. The distress caused by job losses and reverse migration has also affected demand for urban housing. The sector has also been affected by the lack of labor as most migrant workers returned to their native villages.

However, there are expectations that demand will recover slowly, as such, larger developers are poised to gain the most from this recovery as they have enough financial capital to endure the impact of the pandemic.

Another trend emerging due to the pandemic is the rising preference for working from home (WFH), which has weakened investor sentiment towards commercial real estate. Employers are now saving on overhead and rental costs, and evaluating ways to manage and redesign office space to comply with social distancing measures. Due to the shift away from office workspaces and new commercial real estate space, there is rising demand for more functional and flexible homes with rooms that can be easily converted to workspaces.

The situation is still evolving, and it is not possible to hazard a guess on how this pandemic will evolve. Your Company is focusing on capital preservation, Balance Sheet protection, conservative liquidity management, operating expenses management and strengthening collections.

2. OPPORTUNITIES AND THREATS

The Company mainly deals in high end plywood and decorative veneers. The lockdown caused by the COVID-19 pandemic affected the wood panel industry and business. Even after the lockdown is lifted, the market could be affected as Decorative Veneer is considered a luxury segment. The Company has launched different affordable categories of the veneer and Plywoods.

The growth is mainly due to the companies rearranging their operations and recovering from the COVID-19 impact, which had earlier led to restrictive containment measures involving social distancing, remote working, and the closure of commercial activities that resulted in operational challenges.

In future rise in the demand of Hospitality Sector, Hospitals, Office & Retail Space and residential in future will trigger the opportunities for your company as a result the demand for interior products will further increase.

Inspite, 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, volatile market, may recede the projected growth. Further the price war has emerged in the veneers.

As your company's brand is well established in the market and pan India presence with dedicated channel partners nationwide for more than four 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. The Company has

maintained product quality, policies and commercial practices inspite of unhealthy competition and introduced variants in the same product categories.

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:

(Rs. In Lacs)

Particulars	2020-21
Revenue from Operation	3225.11
Other Income	165.55
Prior Period income	(8.80)
Total Revenues	3381.86
Cost of Materials Consumed	1443.27
Purchases of Stock in Trade	604.06
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	204.73
Employee benefits expense	422.43
Finance Costs	256.29
Depreciation & Amortization Expenses	131.37
Other Expenses	443.33
Total Expenditure	3505.51
Profit Before Tax	(123.65)
Tax	(53.07)
Profit after Tax	(70.57)

During the year the Company has achieved a turnover of Rs.3381.86 lakhs and earns profit before Tax [PBT] of Rs. (123.65) Lakhs and profit after taxes of Rs. **(70.57)** lakhs. 7. The Company's business activity fall within a single operating segment, namely 'Wood based products'. Accordingly, the disclosure requirements of Ind AS 108 - 'Operating Segments' are not applicable.

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 looks to maintain and further increase.

5. Risks and Concerns

At the core of the company's risk-mitigating initiatives, there is a comprehensive and integrated risk management framework, which comprises stringent norms and regulations along with a prudent control mechanism. The risk management approach conforms to the company's strategic direction, which is in line with shareholders' desired total returns, the company's credit ratings and its desired risk appetite.

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

Archidply Industries Limited have internal controls for its business processes across departments to ensure efficiency of operations, compliance with internal policies and applicable laws and regulations.

The Company's 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 internal control systems of the Company are monitored and evaluated by internal auditor and their finding & observations' are reviewed by the Audit Committee.

7. HUMAN CAPITAL

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

8. CAUTIONARY NOTE

Important factors such as economic developments within the country, demand and supply conditions of the industry, input prices, changes in Government regulations, tax laws and other factors such as litigation and industrial relations, influence the Company's operations. This may lead to the Company's projections and approximate estimates to dispose them as "forward looking statements".

Though, these qualitative aspects are usually set in the framework meaning of applicable securities laws and regulations. The actual results may sometimes materially differ from those expressed or implied.

**FOR AND ON BEHALF OF THE BOARD
Of ARCHIDPLY DÉCOR LIMITED**

**Place: Bangalore
Date: 26th July, 2021**

**Shyam Daga
(Chairman)**

INDEPENDENT AUDITOR'S REPORT

To the Members of
M/S. ARCHIDPLY DÉCOR LIMITED

Report on the standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **M/s. Archidply Décor Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss(including Other Comprehensive Income), the Statement of changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner sorequired and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, and its Loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexure to the Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equityof the Company in accordance with the Indian Accounting standards (Ind AS) prescribed under section 133 of the Act,

read with the Companies (Indian Accounting standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection, application, implementation and maintenance of appropriate of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c. The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, Statement of changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting standards) Rules, 2015
 - e. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanation given to us, the remuneration paid by the Company to its Directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of limit laid down under section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer to Note 34 to the financial statements

- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For G R V & P K

Chartered Accountant

FRN : 008099S

(KAMAL KISHORE)

Partner

M.No. 205819

UDIN: 21205819AAAACU3034

Place: Bangalore

Date: 26/06/2021

Annexure –A to the Independent Auditors’ Report

The Annexure referred to in Independent Auditors’ Report to the members of **M/s Archidply Décor Limited** (“the Company”) on the standalone financial statements for the year ended 31 March 2021, We report that:

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties of the company are being received by the Company on account of demerger of Chintamani unit of Archidply Industries Limited, being 31st January, 2020 was the effective date of Scheme. All these immovable properties are in the name of M/s Archidply Industries Limited.
- (ii) (a) On basis of information and explanation given to us, Physical verification of Inventory has been conducted at reasonable intervals by the management.
 - (b) Procedure of physical verification of Inventory followed by the management is reasonable &adequate in relation to the size of company and nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of stocks as compared to book records.
- (iii) The Company has not granted any unsecured loans to any of the parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause (iii) of the order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has not provided any loans, guarantees, and Investments to which the provision of sec 185 of the act apply.

However regarding loans, guarantees, and Investments to which the provision of sec 186 apply,the company has complied with the provision of the Section.
- (v) The company has not received any public deposits during the year. Accordingly, clause (v) of the order is not applicable.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company. Accordingly, clause (vi) of the order is not applicable.
- (vii) (a) According to the records of the company and information and explanations given to us and on the basis of our examination of the records of the company, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at source , Tax collected at source, Professional Tax, Goods & Service Tax (GST), Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities. As explained to us, the company did not have any dues on account of employee’s state insurance and duty of excise.

According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident fund, Income-tax, Custom Duty, Excise Duty, Goods & Service Tax (GST), Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2021 for a period of more than six months from the date they became payable.

- (b) 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, 2021 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	Rs 12,57,472/-	2011-2012	Appellate Tribunal- Karnataka

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues to financial institutions and banks.
- (ix) No money has been raised by way of initial public offer or further public offer (including debt instruments) during the year. Term Loans which has been transferred to the company on account of demerger of Chintamani unit of M/S Archidply Industries Limited are still in the name of M/S Archidply Industries Limited and are being utilized for the purposes for which they were taken.
- (x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) The company did not pay any managerial remuneration during the year therefore provisions of Sec 197 with respect to Managerial Remuneration do not apply. Accordingly, clause (xi) of the order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Accordingly, clause (xii) of the order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, clause (xiv) of the order is not applicable..
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the order is not applicable.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause (xvi) of the order is not applicable.

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

(KAMAL KISHORE)
Partner
M.No. 205819
UDIN: 21205819AAAACU3034

Place: Bangalore
Date: 26/06/2021

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s Archidply Décor Limited** ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that are operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide

reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting are operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For G R V & P K

Chartered Accountant

FRN : 008099S

(KAMAL KISHORE)

Partner

M.No. 205819

UDIN: 21205819AAAACU3034

Place: Bangalore

Date: 26/06/2021

Balance Sheet as at March 31st, 2021

Particulars	Notes	As at 31.03.2021	As at 31.03.2020
A. ASSETS			
1. NON-CURRENT ASSETS			
(a) Property, plant and Equipment	2	158,011,757	170,886,718
(b) Investment Property	3	-	-
(c) Financial Assets			
i) Investments	4	24,350	75,350
ii) Loans	5	94,346,819	110,243,114
iii) Others	6	59,800	1,000,486
(d) Deferred tax Asset (Net)	7	5,672,604	91,480
(e) Other non current assets	8	16,220,936	23,467,672
Total Non current assets		274,336,266	305,764,820
2. CURRENT ASSETS			
(a) Inventories	9	261,680,301	289,722,574
(b) Financial Assets			
i. Trade Receivables	10	194,642,590	158,773,190
ii. Cash and cash equivalent	11	6,453,461	10,313,157
iii. Bank balances other than cash and cash equivalent	12	-	39,366,582
(c) Current Tax Assets(net)	13	922,259	1,258,135
(d) Other current assets	14	22,408,652	29,908,127
Total Current Assets		486,107,263	529,341,765
TOTAL ASSETS		760,443,529	835,106,585
B. EQUITY & LIABILITIES			
1. EQUITY:			
(a) Equity Share Capital	15	55,662,500	55,662,500
(b) Other Equity		440,161,999	445,895,379
Total Shareholders Fund		495,824,499	501,557,879
2. NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
i. Borrowings	16	-	2,240,000
(b) Provisions	17	12,117,646	11,772,698
Total Non-Current liabilities		12,117,646	14,012,698
3. CURRENT LIABILITIES			
(a) Financial Liabilities			
i. Borrowings	18	184,737,124	211,272,532
ii. Trade Payables	19	47,603,840	82,923,695
iii. Other financial liabilities	20	9,637,475	7,708,960
(b) Short term Provisions	21	8,212,514	10,842,331
(c) Other Current Liabilities	22	2,310,432	6,788,490
Total Current liabilities		252,501,385	319,536,008
TOTAL EQUITY & LIABILITIES		760,443,529	835,106,585

Notes from 01 to 40 form the integral part of Financial statements

On behalf of the board of directors,

AS PER OUR REPORT ATTACHED OF EVEN DATE

For GRV & PK

Chartered Accountants

Firm Reg. No. 008099S

Shyam Daga
Managing Director
DIN: 00561803

Rajiv Daga
Director
DIN:01412917

Raj Kishore Prasad
Chief Financial Officer

(Kamal Kishore)
Partner
Membership No. 205819
UDIN: 21205819AAAACU3034

Place: Bangalore
Date : 26/06/2021

Statement of Profit & Loss Account for the period March 31st , 2021

PARTICULARS	Schedule	Figures at the end of Current Reporting Period	Figures at the end of Previous Reporting Period
INCOME :			
Sale of Products	23	321,293,851	401,318,850
Other Operating Revenue	23	1,217,703	1,428,859
Revenue From Operations		322,511,554	402,747,709
Other Income	24	16,555,686	13,314,802
Prior Period Income(+)/(-)Expenditure		(880,691)	(251,933)
TOTAL INCOME		338,186,549	415,810,578
EXPENSES :			
Cost of Goods consumed	25	144,327,036	179,740,835
Purchase of Stock In Trade	26	60,406,130	62,830,903
Changes in Inventories of Finished Goods, Stock-in-process and stock-in-trade	27	20,473,777	(10,678,647)
Employee Benefit Expenses	28	42,243,340	63,819,514
Finance Cost	29	25,629,667	27,845,542
Depreciation & Ammortisation Expense	2	13,137,903	14,439,638
Other Expenses	30	44,333,750	88,846,283
TOTAL EXPENSES		350,551,603	426,844,068
PROFIT BEFORE TAXATION		(12,365,054)	(11,033,490)
Tax Expenses:			
Current Tax		-	-
Deferred Tax		(5,307,981)	259,392
Taxes of earlier year		-	-
PROFIT FOR THE YEAR		(7,057,073)	(11,292,882)
Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss			
Defined benefit plan actuarial gains/(losses)		1,050,550	-
ii) Income Tax relating to items that will not be reclassified to profit or loss		273,143	-
B i) Items that will be reclassified to profit or loss			
Dimunision in the value of Investment		-	-
ii) Income Tax relating to items that will not be reclassified to profit or loss		-	-
Other Comprehensive Income net of tax		1,323,693	-
Total Comprehensive Income for the year, net of tax		(5,733,380)	(11,292,882)
Earning Per Share (Rs.)			
Basic & diluted		(1.27)	(2.03)

Notes from 01 to 40 form the integral part of Financial statements

On behalf of the board of directors,

AS PER OUR REPORT ATTACHED OF EVEN DATE

For GRV & PK

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(Kamal Kishore)
Partner
Membership No. 205819
UDIN: 21205819AAAACU3034

Place: Bangalore
Date : 26/06/2021

Statement Of Cash Flow

PARTICULARS	Amount in Rs. FOR YEAR ENDED 31 MARCH, 2021	Amount in Rs. FOR YEAR ENDED 31 MARCH, 2020
A. Cash flows arising from operating activities		
Net Profit/(Loss) Before Tax	(12,365,054)	(11,033,490)
Add: Depreciation	13,137,903	14,439,638
Interest Paid	21,873,602	22,876,577
Loss on Sale of FA	-	-
Less: Other comprehensive (Income)/loss	(1,050,550)	-
	23,697,000	26,282,725
Less: Profit on sale of Investment	229,500	-
Interest Received	10,496,400	12,550,691
	12,971,100	13,732,034
Operating profit before working capital changes		
(Increase)/Decrease in Inventory	28,042,273	2,842,183
(Increase)/Decrease in Debtors	(35,869,400)	16,049,608
(Increase)/Decrease in Loans & Advances	16,004,346	41,012,246
Increase/(Decrease) in Trade Payables	(35,319,855)	(20,436,680)
Increase/(Decrease) in Provisions	(2,284,869)	(1,511,523)
Increase/(Decrease) in other current liabilities	(3,132,411)	2,494,395
Cash flow from Operations	(19,588,816)	54,182,263
Payment of Income Tax	922,259	1,093,128
Net Cash Flow from Operating Activities	(20,511,075)	53,089,134
B. Cash flows arising from Investment activities		
Inflows:		
Receipt/(Lending) of Loans and Advance	15,896,295	-
FD matured	40,307,268	-
Sale of Investment	280,500	-
Interest Received	10,496,400	12,550,691
Outflows:		
Loans & Advances Advanced	-	6,705,960
Investment in Fixed Assets	262,941	365,708
FD Made with bank	-	16,879,052
Purchase of Investment	-	51,000
	66,717,522	(11,451,029)
C. Cash flows arising from finance activities		
Inflows:		
Proceeds of Loan	120,000,015	-
Outflows:		
Repayment of Loan	148,192,555	17,252,220
Interest paid	21,873,602	22,876,577
	(50,066,142)	(40,128,797)
Cash flow from all activities-(A+B+C)	(3,859,696)	1,509,308
Add: Cash & cash equivalents at beginning of the year	10,313,157	8,803,849
Cash & cash equivalents at year end of the year	6,453,461	10,313,157
	-	-

Notes from 01 to 40 form the integral part of Financial statements

On behalf of the board of directors,

AS PER OUR REPORT ATTACHED OF EVEN DATE

For GRV & PK

Chartered Accountants

Firm Reg. No. 008099S

Shyam Daga
Managing Director
DIN: 00561803

Rajiv Daga
Director
DIN:01412917

Raj Kishore Prasad
Chief Financial Officer

(Kamal Kishore)
Partner
Membership No. 205819
UDIN: 21205819AAAACU3034

Place: Bangalore
Date : 26/06/2021

Statement of changes in equity

Particulars	(As at 31st March 2021)				
	Share Premium	Retained Earnings	Other Comprehensive Income	Capital Subsidy	Total Other Equity
Opening Balance	294,832,183	151,080,031	(16,835)	-	445,895,379
Add: Profit for the Period		(7,057,073)			(7,057,073)
Add: Other Comprehensive Income/(Loss)			1,323,693		1,323,693
Total Comprehensive Income for the period	294,832,183	144,022,958	1,306,858	-	440,161,999
Closing Balance	294,832,183	144,022,958	1,306,858	-	440,161,999

Particulars	(As at 31st March 2020)				
	Share Premium	Retained Earnings	Other Comprehensive Income	Capital Subsidy	Total Other Equity
Opening Balance	294,832,183	217,535,413	(16,835)	-	512,350,761
Add: Profit for the Period		(11,292,882)			(11,292,882)
Add: Other Comprehensive Income/(Loss)			-		-
Less: Shares issued*		55,162,500			55,162,500
Total Comprehensive Income for the period	294,832,183	151,080,031	(16,835)	-	445,895,379
Closing Balance	294,832,183	151,080,031	(16,835)	-	445,895,379

* on 20th February, 2020 The Company has issued 5516250 shares at par to the shareholders of Archidply Industries Limited as per the Demerger scheme i.e Demerger of Chintamani unit of Archidply Industries Limited to the company as approved by NCLT. As per the Scheme each and every shareholder of Archidply Industries Limited supposed to get one share of the Company against four shares held in Archidply Industries limited.

Notes from 01 to 40 form the integral part of Financial statements

On behalf of the board of directors,

AS PER OUR REPORT ATTACHED OF EVEN DATE

For GRV & PK

Chartered Accountants

Firm Reg. No. 008099S

Shyam Daga
 Managing Director
 DIN: 00561803

Rajiv Daga
 Director
 DIN:01412917

Raj Kishore Prasad
 Chief Financial Officer

(Kamal Kishore)
 Partner
 Membership No. 205819
 UDIN: 21205819AAAACU3034

Place: Bangalore
 Date : 26/06/2021

Note: - 1 SIGNIFICANT ACCOUNTING POLICIES

1. Corporate Information:

Archidply Décor Limited (the 'Company') is a Listed company domiciled in India incorporated under the provisions of the Companies Act.. The registered office of the company is at Plot No. 7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur - 263 153, Uttarakhand, India with effect from FY 17-18.

Company is engaged in the business of manufacturing and trading of:

Wood Based Products: Decorative Laminates, Decorative Veneers, Plywood & Block Board, Prelaminated Particle Board.

The Company is procuring raw material & trading goods locally as well as imports them. Goods are sold both in domestic and overseas markets.

The company's shares are listed in Bombay Stock Exchange Ltd.(BSE) and National Stock Exchange of India(NSE).

2. Basis of preparation of Financial Statements :

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. The Financial Statements for year ended 31st March 2021 were prepared in accordance with Indian Accounting standards notified under the Company (Accounting Standards) Rules 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013 (hereinafter referred to as the 'previous GAAP').

The financial statements have been prepared under historical cost convention and on an accrual basis, except for the following items which have been measured as required by relevant Ind AS:

- a) Financial Instruments classified as fair value through other comprehensive income.
- b) The defined benefit loss/(profit) is recognized as at the present value of defined benefit obligation less fair value of plan assets through other comprehensive income.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluates all recently issued or revised accounting standards on an on-going basis.

Where changes are made in presentation, the comparative figures of the previous years are regrouped and re-arranged accordingly.

3. Accounting Estimates And Assumptions:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

4. Property, Plant and Equipment

- a) Property, Plant and Equipment are at Carrying cost which is original cost less Depreciation.
- b) Property, Plant and Equipment are stated at original cost (net of tax/ duty credit availed) less accumulated depreciation and impairment losses except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, trial run expenses (net of revenue) and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.
- c) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of

the item can be measured reliably. The carrying amount of any component as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

- d) Assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses.
- e) Property, Plant and Equipments including continuous process plants are depreciated and/or amortised on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.
- f) Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use. The provision for depreciation for multiple shifts has been made in respect of eligible assets on the basis of operation of respective units.
- g) Useful lives of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows:

Factory Building – 30 years

RCC structure Building - 60 years

Plant and Machinery - 15 years

Furniture and Fixtures - 10 years

Vehicles - 8 years

Office Equipments - 5 years

Computers – 3 years

5. Intangible Assets

Intangible assets acquired by payment e.g., Goodwill , Trademark and Computer Software are disclosed at cost less amortization on a straight-line basis over its estimated useful life.

But currently company does not have any Intangible Assets.

6. Investment Property

Investment Property are stated at original cost less accumulated depreciation and impairment losses except freehold land which is carried at cost. Cost includes cost of acquisition, construction and other incidental expenses related to the acquisition, trial run expenses (net of revenue) and pre-operative expenses including attributable borrowing costs incurred during pre-operational period. But currently company does not have any Investment Property.

7. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of property, plant and equipment to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present 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 whichever is lower.
- b. Waste & scraps are valued at estimated 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 all cost of purchases, cost of conversion and other related 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. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

Cash and cash equivalents in the balance sheet comprise cash at bank, cash/cheques in hand and short term investments (excluding pledged term deposits) with an original maturity of three months or less.

10. Financial Assets

The Company classifies its financial assets as those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss) and those to be measured at amortised cost.

Trade receivables represent receivables for goods sold by the Company upto to the end of the financial year. The amounts are generally unsecured and are usually received as per the terms of payment agreed with the customers and are classified under Current Assets.

A financial asset is de-recognized only when the Company has transferred the rights to receive cash flows from the financial asset, or when it has transferred substantially all the risks and rewards of the asset, or when it has transferred the control of the asset.

Investments that are readily realizable and intended to be held for not more than a year are classified as Current investments. All other investments are classified as Non-Current/Long-term Investments. Current investments are carried at lower of cost or market value on individual investment basis. Non- Current Investments are considered at cost, unless there is an "other than temporary" decline in value, in which case adequate provision is made for the diminution in the value of Investments.

11. Financial Liabilities:

Borrowings are initially recognized and subsequently measured at amortised cost, net of transaction costs incurred.

Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the company has an Un-conditional right to defer settlement of the liability for at least 12 months after the reporting period.

Trade Payables represent liabilities for goods and services provided to the Company up to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment agreed with the vendors. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period.

12. Tax Asset

Tax assets and Tax liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

13. Revenue Recognition:

Revenue comprises of all economic benefits that arise in the ordinary course of activities of the Company which result in increase in Equity, other than increases relating to contributions from equity participants. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Sale of Goods: Revenue from sales of goods is recognised on transfer of significant risks and rewards of ownership to the customers. Revenue shown in the Statement of Profit and Loss are inclusive of Excise Duty and the value of self-consumption, but excludes Goods & Service Tax(GST), inter-transfers, returns, trade discounts, other benefits passed to customers in kind, value added tax and Central sales tax.

Services: Revenue from Services are recognized as and when the services are rendered. The Company collects service tax/ Goods & Service Tax on behalf of the government and therefore, it is not an economic benefit flowing to the Company and hence excluded from Revenue.

Interest: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Insurance Claims: Insurance Claims are accounted for on acceptance and when there is a reasonable certainty of receiving the same, on grounds of prudence.

14. Foreign Currency Transactions:

The Company's financial statements are presented in Indian Rupees ('INR'), which is also the Company's functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined.

15. Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

Post Employment and Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on government bonds that have terms approximating to the terms of the related obligation

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions of the defined benefit obligation are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions

Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.

16. Borrowing Costs:

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

General and specific borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use.

All other borrowing costs are expensed in the period in which they are incurred.

17. Accounting for Taxes on Income:

Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.

Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profits against which the deductible temporary differences, and the carry forward unused tax credits and unused tax losses can be utilised.

Deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income. As such, deferred tax is also recognised in other comprehensive income.

Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the Deferred Tax Assets and Deferred Tax Liabilities relate to taxes on income levied by same governing taxation laws.

18. Contingent Liabilities & Contingent Assets:

Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts. Contingent liabilities is disclosed in case of a present obligation from past events

- (a) when it is not probable that an outflow of resources will be required to settle the obligation;
- (b) when no reliable estimate is possible;
- (c) unless the probability of outflow of resources is remote.

Provisions are made when

- (a) the Company has a present legal or constructive obligation as a result of past events;
- (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (c) a reliable estimate is made of the amount of the obligation.

Contingent assets are neither accounted for nor disclosed by way of Notes on Accounts where the inflow of economic benefits is probable.

19. Current And Non- Current Classification:

The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into “Current” and “Non-Current”.

The Company presents assets and liabilities in the balance sheet based on current and non-current classification.

An asset is current when it is

- (a) expected to be realised or intended to be sold or consumed in normal operating cycle
- (b) held primarily for the purpose of trading
- (c) expected to be realised within twelve months after the reporting period
- (d) Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when

- (a) it is expected to be settled in normal operating cycle
- (b) it is held primarily for the purpose of trading
- (c) it is due to be discharged within twelve months after the reporting period
- (d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

20. Corporate social responsibility (CSR) Activity

In case of CSR activities undertaken by the Company, if any expenditure of revenue nature is incurred or an irrevocable contribution is made to any agency to be spent by the latter on any of the activities mentioned in Schedule VII to the Companies Act, 2013, the same is charged as an expense to its Statement of Profit and Loss.

NOTE :- 2
FIXED ASSETS ANNEXURE AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2021

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		NET BLOCK	
	ORIGINAL COST AS ON 01.04.2020	ADDITION 01.04.2020 to 31.03.2021	SALES 01.04.2020 to 31.03.2021	TOTAL GROSS BLOCK 31.03.2021	UP TO 01.04.2020	FOR THE PRD 01.04.2020 to 31.03.2021	DEPRECIATION ADJUSTMENT ON SALES	TOTAL DEPRECIATION 31.03.2021	AS ON 31.03.2021	AS ON 31.03.2021	AS ON 31.03.2020	AS ON 31.03.2020
TANGIBLE ASSETS:												
FREE HOLD LAND	36,080,291	-	-	36,080,291	-	-	-	-	-	36,080,291	-	36,080,291
BUILDINGS	119,279,897	-	-	119,279,897	38,107,783	3,608,817	-	41,716,600	-	77,563,297	41,716,600	81,172,114
PLANT AND MACHINERIES	139,256,960	-	-	139,256,960	99,277,122	6,303,352	-	105,580,475	-	33,676,485	105,580,475	39,979,838
ELECTRICAL EQUIPMENTS	11,411,334	-	-	11,411,334	10,925,833	3,130	-	10,928,963	-	482,371	10,928,963	485,501
WATER SUPPLY INSTALLATION	1,627,561	-	-	1,627,561	1,252,804	72,845	-	1,325,649	-	301,912	1,325,649	374,757
LABORATORY EQUIPMENTS	362,571	-	-	362,571	332,635	8,427	-	341,062	-	21,509	341,062	29,936
FURNITURES AND FIXTURES	11,202,980	37,602	-	11,240,582	5,290,609	1,802,053	-	7,092,662	-	4,147,920	7,092,662	5,912,371
OFFICE EQUIPMENTS	2,917,748	71,949	-	2,989,697	1,847,968	371,643	-	2,219,611	-	770,086	2,219,611	1,069,780
COMPUTERS	2,007,035	153,390	-	2,160,425	1,834,650	91,848	-	1,926,498	-	233,927	1,926,498	172,385
VEHICLES	12,225,637	-	-	12,225,637	6,615,891	875,787	-	7,491,679	-	4,733,958	7,491,679	5,609,746
TOTAL	336,372,014	262,941	-	336,634,955	165,485,295	13,137,903	-	178,623,198	-	158,011,757	178,623,198	170,886,718
Previous Year	336,006,307	365,707	-	336,372,014	151,045,659	14,439,638	-	165,485,295	-	170,886,718	165,485,295	184,960,647

Notes To Financial Statement For The Period Ended 31st March, 2021

Particulars	As at 31.03.2021	As at 31.03.2020
c Preliminary Expenses	37,808	56,710
Less: 1/5 written off	18,902	18,902
	18,906	37,808
Total Other Non Current Assets	16,220,936	23,467,673

Note 9: Inventories

(As taken, valued and certified by the management)

Raw Materials	182,979,322	192,032,153
Finished Goods	71,262,717	91,736,494
Stores, Spares & Consumption	7,438,262	5,953,927
	261,680,301	289,722,574

Note 10: Trade Receivables

a Unsecured, Considered good

Debtors outstanding for a period exceeding 6 months	71,454,321	71,694,214
Other Debts (includes Related Party Nil (P.Y Nil/-))	123,188,269	87,078,976
	194,642,590	158,773,190

Note 11: Cash & Cash Equivalents

a Balances with Banks

- Balances in current accounts	1,821,792	9,255,998
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b Cheques, Drafts on hand

	-	-
c Cash in hand	4,631,669	1,057,159
	6,453,461	10,313,157

Note 12: Bank balances other than Cash & Cash Equivalents

Deposit for Margin Money	-	39,366,582
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(As Deposits were not in Company name and was in Demerged Company "Achidply Industries Limited" name the same has been transferred to them during the year.)

Note 13: Current Tax Assets

Advance Tax & TDS Receivable (Net of provision and current tax)	922,259	1,258,135
	922,259	1,258,135

Note 14: Other Current Assets

a Loans and Advances (Related Party)

Advances	2,223,820	2,139,440
Interest Receivable	-	1,082,959

Notes To Financial Statement For The Period Ended 31st March, 2021

Particulars	As at 31.03.2021	As at 31.03.2020
b Others		
Prepaid expenses	1,988,741	1,456,326
Balance With Revenue Authoroties	2,229,530	41,400
Other Receivable	339,769	-
Other Advances for supply of goods	15,626,793	25,188,002
	22,408,652	29,908,127

Note 15:Equity Share Capital

AUTHORIZED

60,00,000 Equity Shares of Rs. 10.00 each (P.Y 60,00,000 Equity Shares of Rs. 10 each)	60,000,000	60,000,000
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ISSUED, SUBSCRIBED, AND PAID UP

55,66,250 Equity Shares of Rs. 10.00 each (Previous year 55,66,250 shares of Rs.10 each)	55,662,500	55,662,500
	55,662,500	55,662,500

a. Details of the Shares hold by shareholders holding more than 5% of the aggregate shares in the Comapany

Name of Shareholder	As at 31.03.2021		As at 31.03.2020	
	No of Shares	% of Shares	No of Shares	% of Shares
Assam Timber Products Pvt Ltd	1,102,937	19.81	1,102,937	19.81
Vanraj Suppliers Pvt Ltd	985,877	17.71	985,877	17.71
Ravi Marketing Services Pvt Ltd	706,962	12.70	706,962	12.70
The Mysore Chipboards Limited	449,357	8.07	449,357	8.07

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

Particular	As at 31.03.2021	As at 31.03.2020
Outstanding as at beginning of the reporting period	5,566,250	5,566,250
Add: during the year	-	-
Outstanding as at end of the Reporting period	5,566,250	5,566,250

c. The Company has only one class of equity shares having a par value of Rs.10 per share, Each Shareholder is eligible for one vote per share.

Particulars	As at 31st March 2021	As at 31st March 2020
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Note 16: Financial Non-Current Borrowings

a. Secured

Term Loans - Vehicle*	-	537,132
Term Loans - Business#	2,240,000	3,360,000
	2,240,000	3,897,132

Notes To Financial Statement For The Year Ended 31st March 2021

Particulars	Final repayment	As at 31st March 2021	As at 31st March 2020
Term Loans - Vehicle			
- Advait Motors Pvt. Ltd.	Sep-20	-	537,132
- BOB	Apr-23	2,240,000	3,360,000
		2,240,000	3,897,132
Less: Current maturities of long term debt		2,240,000	1,657,132
		-	2,240,000
<p>(*Secured by certain vehicles, term loan repayable within 3 to 5 years in equal monthly installments)</p> <p>(#Secured by fixed assets, term loan repayable within 3 to 5 years in equal monthly installments)</p> <p>(Term loan with BOB Bank is in the name of Archidply Industries Ltd which has been transferred to the Company on account of demerger of Chintamni unit of Archidply Industries Limited w.e.f 01.04.2018, the same has been paid off in April, 2021)</p>			
		-	2,240,000

Particulars	As at 31.03.2021	As at 31.03.2020
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Note 17: Provisions

Provision for Employee Benefits

Provision for Gratuity	6,898,870	7,351,568
Less: Short Term Provision	1,200,243	1,298,640
	5,698,627	6,052,928
Provision for Leave Encashment	7,525,402	7,707,778
Less: Short Term Provision	1,106,383	1,988,008
	6,419,019	5,719,770
	12,117,646	11,772,698

Note 18: Financial Current Borrowings

a. Secured

Repayable on demand

Bank overdraft/Cash Credit	120,000,015	210,142,460
	120,000,015	210,142,460

Particulars	Interest Rate Base	As at 31st March 2021	As at 31st March 2020
BOB	MCLR+1.70%	-	210,142,460
HDFC Bank#	8.75% linked to MCLR	120,000,015	-

#(On 10/03/2021 New working capital loan from HDFC Bank has been taken for 15 crores; Secured by hypothecation of Current assets of the company both present and future and second charge on all fixed assets of the company including immovable property being Land and Building situated at Chintamani unit except for those which are specifically charged to other lender and personal guarantee of 2 Promoter Directors.(1st Pari Passu))

Notes To Financial Statement For The Year Ended 31st March 2021

Particulars	Interest Rate Base	As at 31st March 2021	As at 31st March 2020
<p>(On 24/03/2021 New working capital loan from SBI has been taken for 10 crores which has been disbursed in April,2021; Secured by hypothecation of Current assets of the company both present and future and second charge on all fixed assets of the company including immovable property being Land and Building situated at Chintamani unit except for those which are specifically charged to other lender and personal guarantee of 2 Promoter Directors.(1st Pari Passu)and also Corporate Guarantee by Archidply Industries Limited which is yet to be given.)</p> <p>(On account of Demerger of Chintamnai unit of Archidply Industries limited, Company has received total Borrowings of Rs. 37 crores(which includes 15 crores towards LC) of Bank of Baroda from Archidply Industries Limited. On 23.03.2021 total outstanding from BOB related to Company was Rs. 190,71,920/-(P.Y Rs.210,142,460/-) which was carried over in Archidply Industries Limited name on account of demerger with effect from 01.04.2018. Total liability of Bank of Baroda as on 23.03.2021 has been paid by Archidply Industries Limited and Company has paid Archidply Industries Limited subsequently)</p>			
b. Unsecured loans			
Body Corporates*		-	1,130,072
Archidply Industries Limited		64,737,109	-
<p>(On account of Demerger of Chintamnai unit of Archidply Industries limited, Company has received total Borrowings of Rs. 37 crores (which includes 15 crores towards LC) of Bank of Baroda from Archidply Industries Limited. On 23.03.2021 total outstanding from BOB related to Company was Rs. 190,71,920/-(P.Y Rs.210,142,460/-) which was carried over in Archidply Industries Limited name on account of demerger with effect from 01.04.2018. Total liability of Bank of Baroda as on 23.03.2021 has been paid by Archidply Industries Limited and due to this there is outstanding balance payable to them of Rs 64,737,109/- which Company has paid to Archidply Industries Limited subsequently in April, 2021)</p>			
		64,737,109	1,130,072
<p>(* Interest free loan, repayable on demand)</p>			
		184,737,124	211,272,532
Note 19: Trade Payables			
- Micro,Small & Medium		3,016,904	6,622,228
- Creditors for Goods*		39,619,136	71,013,262
- Creditors for Services		4,967,800	5,288,205
<p>*(It includes Reverse Factoring with Yes bank and LC payable)</p>			
		47,603,840	82,923,695
Note 20: Other Financial Liabilities			
Current Maturities of long term debt			
- Term Loan		2,240,000	1,657,132
Statutory Payables		5,180,934	2,136,456
Other Payables*		2,216,541	3,915,372
<p>*(It includes expenses payable)</p>			
		9,637,475	7,708,960

Notes To Financial Statement For The Year Ended 31st March 2021

Particulars	As at 31.03.2021	As at 31.03.2020
Note 21: Current Provisions		
a. Provision for Employee Benefits		
Provision for gratuity	1,200,243	1,298,640
Provision for leave encashment	1,106,383	1,988,008
Other Employee Provisions	3,725,843	4,972,570
	6,032,469	8,259,218
b. Others		
Cash Discount Payable	2,180,045	-
Provision for Other Expense	-	2,583,113
	2,180,045	2,583,113
	8,212,514	10,842,331
Note 22: Other Current Liabilities		
a Income received in advance		
Advance from customers	2,042,212	6,520,270
	2,042,212	6,520,270
b Others		
Security Deposit from Vendors	268,220	268,220
	268,220	268,220
	2,310,432	6,788,490
Note 23: Revenue From Operations		
Sale of Products		
Manufactured Goods	244,004,053	322,060,369
Trading Goods	77,185,656	78,993,508
Other sales	104,142	264,973
	321,293,851	401,318,850
Other Operating Revenue		
Discount on Purchases	1,217,703	1,428,859
	1,217,703	1,428,859
	322,511,554	402,747,709
Particular of sale of products		
Decorative Laminate	2,118,881	1,388,722
Pre Lamin Board	51,673,657	39,490,757
Plywood/Blockboard	94,922,515	101,731,614
Decorative Plywood/Veneer	164,073,458	240,363,820
Others	8,505,342	18,343,937
	321,293,851	401,318,850

Notes To Financial Statement For The Year Ended 31st March 2021

Particulars	As at 31.03.2021	As at 31.03.2020
Note 24: Other Income		
Interest Received	10,496,400	12,550,691
Other Non Operating Income	1,369,445	764,112
Balance Written back	3,054,767	-
Profit on sale of Investment	229,500	-
Foreign Exchange Gain	1,405,573	-
	16,555,686	13,314,802

Note 25: Cost of Material Consumed

a Raw Material Consumed		
Opening Stock	192,032,153	204,445,408
Add: Purchases	135,274,205	167,327,580
Less: Closing Stock	182,979,322	192,032,153
	144,327,036	179,740,835

Imported and Indigenous Raw Materials Consumed:	Year Ended 31.03.2021		Year Ended 31.03.2020	
	%	Amount	%	Amount
Imported	39.96%	57,674,219	68.71%	123,494,926
Indigenous	60.04%	86,652,818	31.29%	56,245,909
	100%	144,327,036	100%	179,740,835

Break up of Raw Materials Consumed (As certified by Management)	Year Ended 31.03.2021		Year Ended 31.03.2020	
	Qty	Amount	Qty	Amount
Paper in Kgs	29,226	7,616,129	28,368	6,976,673
Timber in Cum	56	1,545,455	62	12,823,475
Veener(incl own production) in sq. mtr	422,281	22,167,912	415,016	38,017,775
Chemicals in Kgs	95,609	3,860,981	145,276	3,897,608
Plywood/Particle Boards/MDF in sq. mtr	1,053,460	108,476,166	960,778	117,339,451
Others	-	660,394	-	685,852
		144,327,036		179,740,835

Particulars	As at 31.03.2021	As at 31.03.2020
Note 26: Purchase of Stock in trade		
Plywood and Block Board	60,406,130	62,830,903
Others	-	-
	60,406,130	62,830,903

Notes To Financial Statement For The Year Ended 31st March 2021

Particulars	As at 31.03.2021	As at 31.03.2020
Note 27: Changes in Inventory of Finished Goods, Stock in process & Stock in trade		
Invetories (at close)		
Finished Goods & WIP	71,262,717	84,063,461
Stock-in-Trade	-	7,673,033
Invetories (at commencement)		
Finished Goods & WIP	84,063,461	73,292,204
Stock-in-Trade	7,673,033	7,765,644
(Increase) / Decrease in Stock	20,473,777	(10,678,646)
(Increase) / Decrease in Stock	20,473,777	(10,678,647)

Note 28: Employee Benefit Expenses

Salaries and Wages	38,371,450	59,539,467
Director Remuneration	295,000	30,000
Club Membership Fees	21,931	89,295
Contribution to and provisions for provident and other funds	3,249,005	3,322,560
Staff Welfare Expenses	305,955	838,192
	42,243,340	63,819,514

Directors Remuneration, under Section 197 of the Companies Act, 2013 are as follows:

Particulars	Year ended March 31st 2021 (Rs.)	Year ended March 31st 2020 (Rs.)
Salary & Perks	-	-
Sitting Fees	295,000	30,000
Club Membership	21,931	89,295

Note 29: Finance cost

Interest on Term Loans	294,249	507,002
Interest on Working Capital borrowings	21,579,353	22,369,575
Other Interest	1,270,764	257,617
Bank charges, L C Charges & Discounting Charges	1,518,286	3,716,722
Processing Charges	967,014	994,627
	25,629,667	27,845,542

Note 30: Other Expenses

a Manufacturing Expenses

Stores and Spares consumed *	4,044,459	10,050,357
Packing Charges	1,622,386	2,498,608
Job work Charges	312,060	1,424,513
Power and fuel consumed	4,118,200	5,033,902
Repairs to Plant and Machinery	281,549	978,564
Repairs to Others	273,321	212,571
	10,651,974	20,198,514

Notes To Financial Statement For The Year Ended 31st March 2021

*Imported and Indigenous Stores and Spare Parts Consumed:

Particulars	Year Ended 31.03.2021		Year Ended 31.03.2020	
	%	Amount	%	Amount
Imported	0%	-	4.48%	449,979
Indigenous	100%	4,044,459	95.52%	9,600,378
	100%	4,044,459	100%	10,050,357

Particulars	Year ended March 31st 2021 (Rs.)	Year ended March 31st 2020 (Rs.)
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b Selling, Distribution, Administrative and Other Expenses

Rent	3,664,031	5,603,287
Rates and Taxes	1,144,835	1,758,602
Printing and Stationery	203,382	469,997
Postage, Telephone and Telegram	794,383	1,256,938
Insurance	1,801,318	1,633,901
Legal, License and Professional Fees	685,431	609,500
Repairs & Maintenance Expenses	-	944,137
Auditors Remuneration	200,000	175,330
Advertisement	1,116,241	107,380
Travelling and conveyance	2,611,324	9,203,686
Commission on sales and samples	203,828	119,876
Sample Folders Sales	324,637	1,373,530
Freight, forwarding and other expenses	11,473,169	13,765,321
Vehicle Running Expenses	276,969	482,927
Sales Promotion Expenses	1,013,087	7,060,120
Discount & Rebates	4,228,105	12,957,250
Bad debts written off	3,132,426	5,193,671
Foreign Exchange Loss	-	3,413,145
CSR Discharged	84,000	122,027
Other Expenses	705,708	2,378,242
Preliminary Expenses	18,902	18,902
	33,681,776	68,647,769
Grand Total(a + b)	44,333,750	88,846,283

Auditors Remuneration Particulars	Year ended March 31st 2021	Year ended March 31st 2020
a) Statutory Audit Fee	150,000	75,000
b) Tax Audit Fee	50,000	25,000
c) GST Audit fee	-	55,000
d) other Consultancy fee	-	20,330
Total	200,000	175,330

Notes To Financial Statement For The Year Ended 31st March 2021

Note 31: Value of Imports on CIF basis in respect of:

Particulars	Year Ended 31.03.2021		Year Ended 31.03.2020	
	%	Amount	%	Amount
i) Raw Materials	100.00%	1,483,680	99.62%	116,641,723
ii) Stores and spare parts	0.00%	0.38%	443,857	
Total	100.00%	1,483,680	100.00%	117,085,580

Particulars	Year ended March 31st 2021	Year ended March 31st 2020
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Note 32: Expenditure in Foreign Currency

a) Foreign travelling	-	521,004
b) Import of Goods	1,483,680	131,479,874
	<u>1,483,680</u>	<u>132,000,878</u>

Note 33: Earnings in Foreign Currency

Export of goods	1,267,444	-
	<u>1,267,444</u>	<u>-</u>

Note 34: Contingent Liabilities & Commitments (To the extent not provided for)

1 Contingent Liabilities

A) 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.	1,257,472	1,257,472
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II. NOTES ON ACCOUNTS

Note: - 35 :- Corporate social responsibility (CSR) Activity

The Company is not liable for any CSR as per section 135 of the Companies Act but however, during the year the company has spent Rs.84,000/- (P.Y. Rs. 1,22,027/-) towards corporate social responsibility (CSR) under Section 135 of the Companies Act, 2013 and rules thereon by way of contribution to schools for their development.

Note: - 36 Earning Per Share:

Basic earnings (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Particulars	Year ended March 31 st 2021 (Rs.)	Year ended March 31 st 2020 (Rs.)
i) Net Profit After Tax (A) (Rs.)	(7,057,073)	(11,292,882)
ii) Weighted Average number of Equity Shares (B)	55,66,250	55,66,250
iii) Face Value Per Equity Share (Rs.)	10	10
iv) Earning Per Share (A-B) (Rs) – Basic & Diluted	(1.27)	(2.03)

Note: - 37 : Segment Reporting

The Company is having turnover less than 50 crores and also it is involved in only one business, therefore as per IND AS 108 on Operating segment reporting, is not applicable to the company.

Note: - 38: Related Party

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Compensation includes all employee benefits i.e. all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Disclosure as per Ind AS 24 "Related Party Disclosures" Issued by the Institute of Chartered Accountants of India is as follows:

Companies with significant influence:

- 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
- vii) Archidply Industries Ltd.
- viii) ADL Panel Pvt Ltd. (Subsidiary Company till Sep,2020)
- ix) ADL Particles and Board MDF Pvt Ltd.

Key Management Personnel:

- i) Mr. Shyam Daga –Managing Director
- ii) Mr. Rajiv Daga –Director
- iii) Mr. Akshatha Rai- Independent Director
- iv) Mr. Kukkehalli Raviraj Hegde - Independent Director
- v) Mr. Neeraj Kumar Mittal - Independent Director
- vi) Mr. Dinesh kumar Marda -Independent Director
- vii) Mr. Rajneesh Sharma- Company Secretary (upto 12.02.2021)
- viii) Mr. Raj Kishore Prasad- Chief Financial officer

Relatives:

- ix) Mr. Sandeep Bharadia (Brother in Law)

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 31.03.2021	Year ended 31.03.2020
<u>Transactions with related parties:</u>		
Archidply Industries Ltd		
a) Rent paid	1,20,000	1,20,000
b) Purchases	7,66,39,812	Nil
c) Sales	3,09,402	Nil

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Assam Timber Products Private Limited		
a) Rent paid	1,20,000	Nil
b) High Seas Purchase Mr. Sandeep Bharadia	11,574,223	Nil
a) Rent paid ADL Panel Pvt Ltd.	1,20,000	Nil
a) Interest Received	Nil	12,03,288
Key Management Personnel		
a) Remuneration to Director paid	Nil	Nil
b) Sitting fee paid	2,95,000	30,000
c) Salary paid to CFO and CS	32,56,914	8,69,252
d) Club Membership fee	21,931	89,295
Receivable from Related Parties		
a) Advances - The Mysore Chipboards Ltd.	22,23,820	21,39,440
b) Interest Receivable - ADL Panel Pvt Ltd.	Nil	10,82,959
Payable to Related parties		
Archidply Industries Ltd	64,737,109	Nil
Investment		
ADL Panel Pvt Ltd	Nil	51,000

Note: - 39 Micro, Small Or Medium Enterprises

The company has identified the suppliers who fall within the Micro, Small & Medium Enterprises Development Act 2006. The principal amount outstanding remaining unpaid to suppliers under the Micro, Small & Medium Enterprises Development Act 2006 as at 31-03-2021 is Rs 30,16,904/- (P.Y-Rs.66,22,228/-).

Note 40: Valuation of Gratuity

Actuarial Valuation Assumption Used for Valuation

Economic Assumptions

Date of Valuation	31st March 2021	31st March 2020
Discount Rate	6.90%	6.70%
Salary Escalation Rate	10.00%	10.00%
Expected Rate of Return on Assets	N.A.	N.A.
Attrition Rate	7.00%	7.00%
Retirement Age	58 Years	58 Years

Amounts in Balance Sheet at Period-End	31st March 2021	31st March 2020
Closing Defined Defined Benefit Obligation	6,898,870	7,351,568
Closing Fair value of Plan Assets	-	-
Unrecognized Prior Service Cost	-	-
Limit under Para 59 (b)		
Net Amount Recognized in Balance Sheet	6,898,870	7,351,568

Amounts Recognised in Statement of Profit & Loss at Period-End	1st April 2020 to 31st March 2021	1st April 2019 to 31st March 2020
Company Service Cost - CY	893,103	-
Interest Cost - CY	508,889	-
Expected Return on Assets - CY	-	-
Past Service Cost - CY	-	-
Actuarial (Gains)/Losses - CY	(1,050,550)	-
Other Adjustments - CY	-	-
Net Periodic Benefit Cost/(Income) - CY	351,442	-

Current / Non Current Bifurcation	31st March 2021	31st March 2020
Current Liability	1,200,243	1,298,640
Non Current Liability	5,698,627	6,052,928
(Asset)/Liability Recognised in the Balance Sheet	6,898,870	7,351,568

Change in Defined Benefit Obligation during the period	1st April 2020 to 31st March 2021	1st April 2019 to 31st March 2020
Opening Defined Benefit Obligation	7,351,568	-
Current Service Cost	893,103	-
Interest Cost	508,889	-
Plan Participants' Contributions	-	-
Actuarial (Gain)/Loss	(1,050,550)	-
Acquisition/Divestiture - L	-	7,351,568
Benefits Paid	(804,140)	-
Past Service Cost	-	-
Curtailments	-	-
Settlements	-	-
Closing Defined Benefit Obligation	6,898,870	7,351,568

Reconciliation of Amounts Recognised in Balance Sheet	31st March 2021	31st March 2020
Op. Balance Sheet	7,351,568	-
P&L	351,442	-
Contributions/Benefits Paid	(804,140)	-
Acquisition / Divestiture	-	7,351,568
Other Adjustment	-	-
Cl. Balance Sheet	6,898,870	7,351,568

Notes from 01 to 40 form the integral part of Financial statements

On behalf of the board of directors,

AS PER OUR REPORT ATTACHED OF EVEN DATE

For GRV & PK

Chartered Accountants

Firm Reg. No. 008099S

Shyam Daga
 Managing Director
 DIN: 00561803

Rajiv Daga
 Director
 DIN:01412917

Raj Kishore Prasad
 Chief Financial Officer

(Kamal Kishore)
 Partner
 Membership No. 205819
 UDIN: 21205819AAAACU3034

Place: Bangalore
 Date : 26/06/2021



REGISTERED OFFICE

Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur,
Udham Singh Nagar, Uttarakhand -263153

CIN: U20231UR2017PLC008626

www.archidplydecor.com