

Archidply Decor Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | | |
|----|------------------------------|------------------------------|
| 1. | MR. SHYAM DAGA | CHAIRMAN & MANAGING DIRECTOR |
| 2. | MR. RAJIV DAGA | DIRECTOR |
| 3. | MR. KUKKEHALLI RAVIRAJ HEGDE | DIRECTOR |
| 4. | MRS. AKSHATHA RAI | DIRECTOR |

CHIEF FINANCIAL OFFICER

MR. RAJ KISHORE PRASAD

COMPANY SECRETARY

MR. RAJNEESH SHARMA

AUDITORS

GRV & PK CHARTERED ACCOUNTANTS
GANPATI PLAZA,
59TH A CROSS ROAD, 4TH N BLOCK
RAJAJI NAGAR BANGALORE - 560010

BANKERS

BANK OF BARODA
CFS BRANCH
42/1 M G ROAD BANGALORE - 560 001

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 OF MEETING

NOTICE is hereby given that the **THIRD ANNUAL GENERAL MEETING (AGM)** of **ARCHIDPLY DECOR LIMITED** will be held on Wednesday, 30th September, 2020 at 10.30 a.m. at Plot No 7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, , Uttarakhand -263153 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 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. Rajiv Daga (DIN:01412917) who retires by rotation as per Section 152(6) of Companies Act 2013 is being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and all other applicable guidelines for managerial remuneration issued by the Central Government from time to time or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person, authorized by the Board in this behalf), consent of the Members be and is hereby accorded to the appointment of Mr. Shyam Daga (DIN : 0056180) as the Chairman, Managing Director & CEO of the Company, on the terms and conditions as set out below :

Period of Appointment:

5 (five) years with effect from 11/02/2020 to 10/02/2025 with liberty to either party to terminate the appointment by three months' notice in writing to the other.

Remuneration:

Mr. Shyam Daga has opted not to draw any remuneration from the Company.

The aggregate of the remuneration and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 196, 197, 203 and all other applicable provisions of the Act read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law. So long as Mr. Shyam Daga functions as the Chairman, Managing Director & CEO of the Company, he shall be subject to retirement by rotation.

For the purposes of Gratuity, provident fund, Superannuation and other like benefits, if any, the service of Mr. Shyam Daga, Chairman Managing Director & CEO will be considered as continuous service with the Company from the date of his joining as Director i.e. 14.06.2017

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the remuneration and perquisites from time to time so as to be in conformity with the Law, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

4. To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Akshatha Rai (DIN : 06512797), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term from this Annual General Meeting up to 30.09.2025, not liable to retire by rotation."

5. To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"**RESOLVED** that pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kukkehalli Raviraj Hegde (DIN : 08693808), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term from this Annual General Meeting up to 30.09.2025, not liable to retire by rotation."

By Order of the Board of Directors
For ARCHIDPLY DECOR LIMITED

Shyam Daga
Chairman

Place: Bengaluru
Date: 23/07/2020

Registered Office:

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

CIN: U20231UR2017PLC008626

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office of the company not less forty eight hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2020 to 29th September, 2020 (both days inclusive) in connection with the Annual General Meeting.
4. In terms of Section 149 read with Section 152 of the Companies Act 2013 the provisions of retirement by Rotation are not applicable to Independent Directors. Therefore the Director to retire by rotation is Executive Director, Mr. Rajiv Daga is eligible for Re-appointment.
5. Members may please bring the Admission Slip duly filed in and may hand over the same at the entrance to the Meeting Hall.
6. Members/Proxy holders are requested to bring their copies of the Annual Report to the meeting as no further copies would be made available as a measure of austerity.
7. The shareholders seeking information on accounts published herein are requested to furnish their queries to the Company at least ten days before the date of the meeting to facilitate satisfactory replies.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit PAN to their Depository Participant with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agents, KFin Technologies Private Limited.
9. SEBI vide its notification dated 08/06/2018 has mandated that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository. Members holding shares in physical form are therefore requested to dematerialize their share certificates.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The relevant documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the meeting.
12. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, KFin Technologies Private Limited Unit Archidply Decor Limited, Karvy Selenium, Tower- B, Plot No 31 & 32., Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032.
13. E-voting

(1) PROCEDURE AND INSTRUCTIONS FOR E-VOTING & INSTAPOLL

The procedure and instructions for e-voting & Instapoll are as follows:

1. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Name of the Company’
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email SCRUTINIZER@SCRUTINIZER.COM with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_Event No.”

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system (‘Insta Poll’) shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of

<https://evoting.karvy.com> (Karvy Website) or contact Mr. B. Venkata Kishore (Unit: Archidply Decor Limited) of Kfin Technologies Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 22nd September 2020, he/she may obtain the User ID and Password in the manner as mentioned below :

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN30039412345678 (DP-ID + CL-ID)

Example for CDSL:

MYEPWD <SPACE> 1202300012345678 (16 DIGITS NUMERIC)

Example for Physical:

MYEPWD <SPACE> XXXX1234567890 (EVEN NO. + FOLIO NO.)

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

- (2) In case of any query pertaining to evoting, please visit Help & FAQ's section of evoting user manual for shareholders available at the download section of <http://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at toll free no.1-800-3454-001.
- (3) Member can cast their vote online from 9:00 A.M on 24th September 2020 to 5:00 P.M on 29th September, 2020.
- (4) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, being 22nd September, 2020
- (5) The Board of Directors have appointed Mr. Deepak Sadhu, Company Secretary in practice, as a Scrutinizer to scrutinize the e- voting process in a fair and transparent manner
- (6) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting unblock the votes in the presence of at least two (2) witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (7) The results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolution (s)
- (8) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, www.archidply.com and Service provider's Website (<https://evoting.karvy.com>) within 2 days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

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

ITEM NO. 3

Mr. Shyam Daga, aged 45 years, is a Co-Promoter of the Company and Having 25 years' experience in the fields of managing wood based industries. . He has a degree in commerce graduate from St. Xavier's, Kolkata University.

He is the first Director of the Company from 14.06.2017. He has excellent grasp and thorough knowledge and experience of not only Commerce but also of general management. His knowledge of various aspects relating to the management of the Company's affairs & operations and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, Mr. Shyam Daga should be appointed as Chairman, Managing Director & CEO of the Company for a period of five years with effect from 11.02.2020.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Board of Directors have, at their meeting held on 11.02.2020, appointed him as Chairman, Managing Director & CEO of the Company for a period of five years with effect from 11.02.2020. Since the Company is in the early stage of operations and not earning sufficient profits, he has opted not to draw the remuneration from the Company.

The copy of Agreement executed with the Chairman, Managing Director & CEO is available for inspection on all working days except Saturday between 11.00 a.m. to 1.00 p.m. at the registered office of the Company, up to the date of meeting.

The above mentioned explanatory statement read together with the resolutions specified under SPECIAL BUSINESS as item no.3 of the Notice convening the Annual General Meeting may be considered as an abstract, under section 102 of the Companies Act, 2013, of the terms of remuneration and perquisites payable to the aforesaid Chairman, Managing Director & CEO with effect from 11.02.2020. The proposed business at item no.3 of the Notice of this meeting is intended to seek your approval.

Mr. Shyam Daga is concerned or interested in this resolution. Mr. Rajiv Daga, Director of the company is related to Mr. Shyam Daga and accordingly may be deemed, concerned or interested in the Resolution.

The Board of Directors recommend passing of resolutions at Item No. 3

ITEM NO.4

The Board of Directors has received a notice from the shareholder proposing the candidature of Mrs. Mrs. Akshatha Rai (DIN: 06512797) as a Women / Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013, Mrs. Akshatha Rai is Graduate in Dental Surgery and CEO IN Avora Tree Suites.

The Company has received from Mrs. Akshatha Rai (DIN : 06512797) (i) consent in writing to act as Women / Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013 and also under SEBI (LODR), 2015

The Resolution seeks the approval of members for the appointment of Mrs. Akshatha Rai as Women / Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Akshatha Rai proposed to be appointed, as a Women / Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent. A copy of the draft letter for the appointment of Mrs. Akshatha Rai as a Women / Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Akshatha Rai for whom the Resolution relates, are interested or concerned in the Resolution.

The Board seeks approval of the members for the appointment of Mrs. Akshatha Rai as Independent Director of the Company for five consecutive years for a term up to 30.09.2025 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation.

Accordingly the Board recommends the passing of the Ordinary Resolution as set out in the item no.4 of the Notice for approval by the shareholders.

ITEM NO.5

The Board of Directors has received a notice from the shareholder proposing the candidature of Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) as a Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013, Mr. Kukkehalli Raviraj Hegde has done MA, CAIIB and has retired as a General Manager of

Vijaya Bank (now Bank Of Baroda). Served nearly 39 years in the Bank and subsequently nearly 4 years as Managing Trustee of the trustee in the same organization Worked as Branch Manager, Regional Head in kolkata, Delhi and also in Head Office

The Company has received from Mr. Kukkehalli Raviraj Hegde (DIN : 08693808) (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii)intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013 and also under SEBI LODR, 2015

The Resolution seeks the approval of members for the appointment ofMr. Kukkehalli Raviraj Hegde (DIN : 08693808) as Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Kukkehalli Raviraj Hegde (DIN : 08693808)proposed to be appointed, as an Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and he is independent. A copy of the draft letter for the appointment of Mr. Kukkehalli Raviraj Hegde (DIN : 08693808) as a Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Kukkehalli Raviraj Hegde (DIN:08693808) for whom the Resolution relates, is interested or concerned in the Resolution.

The Board seeks approval of the members for the appointment of Mr. Kukkehalli Raviraj Hegde (DIN:08693808) as Independent Director of the Company for five consecutive years for a term up to 30.09.2025 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation.

Accordingly the Board recommends the passing of the Ordinary Resolution as set out in the item no. 5 of the Notice for approval by the shareholders.

As per the Requirement of SEBI (LODR) Regulation 2015 and Section 152 of Companies Act 2013 on Corporate Governance for appointment/ re-appointment of the Director, a Statement containing detail of the concerned Director are given below

Name of Director	Mr. Shyam Daga	Mr. Rajiv Daga	Mrs. Akshatha Rai	Mr. Kukehalli Ravi Raj Hegde
Date of Birth	13.02.1975	26.04.1978	07.02.1979	10.09.1952
Date of Appointment	14.06.2017	14.06.2017	11.02.2020	11.02.2020
Qualification	Commerce from St. Xavier's Kolkata University	B.E. graduate (Industrial)	Bachelor of Dental Surgery	M.A., CAIIB
Expertise in specified functional area	Having 25 years' experience in the fields of managing wood based industries.	Having 20 years' experience in the fields of managing wood based industries.	Having 15 years' experience in the business. Also a CEO of Avora Tree Suites	Having 39 years' experience in the field of Banking Sector.
Shareholding in Archidply Decor Limited	168421	161635	NIL	NIL
List of outside Directorship held excluding Alternate Directorship and Private Companies.	The Mysore Chipboards Limited Archidply Industries Limited	The Mysore Chipboards Limited Archidply Industries Limited	NIL	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Refer corporate governance report			

By Order of the Board of Directors
For ARCHIDPLY DECOR LIMITED

Place: Bengaluru
Date: 23/07/2020

SHYAM DAGA
Chairman

Registered Office:
Plot no. 7, Sector-9,
IIE SIDCUL Pantnagar,
Rudrapur, Udham Singh Nagar,
Uttarakhand -263153
CIN: U20231UR2017PLC008626

DIRECTORS' REPORT

TO THE MEMBERS OF ARCHIDPLY DECOR LIMITED

Your Directors are pleased to present the Third Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2020.

FINANCIAL RESULTS

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

(Rs. In Lakhs)

Particulars	Year ended 31.03.20	Year ended 30.03.19
Revenue from Operations	4027.47	5586.06
Other Income	133.14	115.57
Prior Period Income/ (Expenditure)	(2.51)	0.00
Total Income	4158.10	5701.63
Profit Before Financial expenses & Depreciation & Tax	312.51	108.61
Less: Depreciation & Amortization Expenses	144.40	150.03
Less: Finance Costs	278.45	290.48
Profit before tax	(110.34)	(331.90)
Taxation	2.59	(3.42)
Profit after tax	(112.93)	(328.48)
Other Comprehensive Income	0.00	(0.17)
Total Comprehensive Income net of taxes	(112.93)	(328.65)

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 27.07% from Rs. 5701.63 lakhs to Rs. 4158.10lakhs.
- The Profit before Depreciation, Interest & Tax (PBDIT) increased by 187.73% from Rs.108.61lakhs in the previous year to Rs.312.51 Lakh.
- There has been reduction in the loss of the Company fromRs.(328.65)lakhs in the previous year to Rs. (112.93) Lakh.

The Covid 19 pandemic has effected the operations of the Company Since mid of the March 2020 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.

APPROVAL OF DEMERGER SCHEME OF THE COMPANY

The Board of Directors of the company at their meeting held on 30th May, 2018, had pursuant to the provisions of 230 to 232 read alongwith Section 52 and 66 of the Companies Act, 2013, and subject to the approval of the shareholders, National Company Law Tribunal (NCLT), Stock Exchanges where the shares of the company are listed and other relevant Authorities, approved the Scheme of Arrangement between Archidply Industries Limited (Demerged Company) and Archidply Décor Limited (Resulting company) .The Scheme of Arrangement involved for Demerger and transfer of the Demerged Undertaking i.e. " Chintamani Undertaking" of the Archidply Industries Limited into Archidply Décor Limited.

During the year, the Company has received the Order dated 8th January, 2020 of the Hon'ble National Company Law Tribunal (NCLT) Allahabad Bench, Allahabad approving demerger of Chintamani Undertaking and has been given effect during the current financial year. The appointed Date for the Scheme of Arrangement is 1st April, 2018

Pursuant to the Scheme of Arrangement (the 'Scheme'), duly sanctioned by the National Company Law Tribunal (NCLT), Allahabad Bench vide Order dated 8th January 2020, with effect from the Appointed Date i.e., 1st April 2018, all assets, liabilities including the business of Decorative Veneers, Particle Boards, Gurjan based Plywoods and allied products of Chintamani unit, Karnataka, its branches/administrative and marketing offices of the above respective businesses of the Archidply Industries Limited stands transferred into "Archidply Decor Limited", ('the resulting company' or 'ADL').

The Scheme of Demerger has been accounted for in terms of the order of Hon'ble National Company Law Tribunal as provided for in the Scheme.

The Scheme became effective on 1st February, 2020 when the order sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad was filed with the Registrar of Companies, with an appointed date of April 1, 2018.

The Resulting Company, has in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms of this scheme, issued one (1) new Equity share of the Resulting Company of the face value of Rs.10/- each fully paid up for every four (4) Equity Shares of the face value of Rs. 10 /- each fully paid up held by him / her / it in the Demerged Company as on the Record date i.e. 14.02.2020. Accordingly the Board of Directors of the Resulting Company at their Board Meeting held 20th February, 2020 has issued 55,16,250 Equity shares of Rs. 10/- each to the shareholders of Archidply Industries Limited (Demerged company)

The "Scheme of Arrangement" ("the Scheme") involved transfer of the Chintamani Undertaking to a "Resulting Company" [Archidply Décor Limited] whose equity shares will be listed in BSE Limited and National Stock Exchange of India Limited (NSE) and for which listing application has been made and trading approval is awaited.

The Bankers of the Archidply Industries Limited has earlier given the acceptance & NOC for the scheme of demerger approved by the Hon'ble NCLT, Allahabad. However, the credit facilities sanctioned by the Bank is still continuing in the name of the Archidply Industries Limited and approval of the proposal of the bifurcation of the limits among the Resulting Company and Demerged Company is still in process. The Company has accounted the bank outstanding and liabilities as per the proposal submitted to Bank.

The Company has already given the applications for giving the effect of the Scheme with the various statutory authorities i.e. GST, Income Tax, PF, Customs, etc. which are still in process. However the effect of the same has been given in the books of account has been done as per the scheme approved

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, 2020 was Rs. 5, 56, 62,500. During the year, pursuant to the demerger scheme approved by the Hon'ble NCLT, Allahabad, the Board of Directors of the Company at their Board Meeting held 20th February, 2020 has issued 55, 16,250 Equity shares of Rs. 10/- each to the shareholders of Archidply Industries Limited (Demerged company). The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the year.

FINANCE:

Cash and cash equivalents and bank balances as at March 31, 2020 was Rs. 496.79lakhs. 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 "C" 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 as per section 135 of the Companies Act but however, during the year the company has spent Rs.1,22,027/- (P.Y. Rs.1,32,664/-) 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:

Mrs. Arpita Daga, a non-executive director submitted her resignation to the Board on Feb 11, 2020. The same was accepted by the Board in its meeting held on Feb 11, 2020. The Board placed on record its sincerest thanks and gratitude for the invaluable contribution made by Mrs. Arpita Daga towards the growth and development of the company during his tenure as a director.

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

Mr. Shyam Daga to be appointed as Chairman Cum Managing Director & CEO of the Company for a period of five years as recommended by Board

Mrs. Akshatha Rai (DIN: 06512797) and Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) were appointed as additional directors retires at the ensuing Annual General Meeting as independent directors on the Board on 11/02/2020. The Board now recommends the appointment of Mrs. Akshatha Rai (DIN: 06512797) and Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) 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. for a term up to the conclusion of 8th Annual General Meeting of the company in the calendar year 2020.

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 G .

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 the Board of Directors in their meeting held on 11.02.2020 has appointed Mr. Raj Kishore Prasad as Chief Financial Officer (CFO) of the Company w.e.f. 11.02.2020 and Mr. Rajneesh Sharma as Company Secretary of the Company (w.e.f. 01.02.2020)

CORPORATE GOVERNANCE REPORT:

Our corporate governance report for FY 2019-20 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 four 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 2019-20.

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 Annexure F in Form AOC-2 and forms part of this Report.

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

SUBSIDIARY COMPANIES

During 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. The detail as per AOC -1 attached as Annexure A to the Board's Report

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 "E" 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.

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 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith marked as Annexure D to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

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. 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 2020

COMMITTEES OF THE BOARD

During the year after the approval of the scheme of demerger, the board has constituted three Committees on 20.02.2020: 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 are in process of the listing with the Stock exchange. The annual listing fee shall be paid once listing is done with 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 behalf of the Board of Directors

Place: Bengaluru
Date: 23/07/2020

Shyam Daga
Chairman

**ANNEXURE A
FORM NO. AOC.1**

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/
ASSOCIATE COMPANIES/JOINT VENTURES
(PURSUANT TO FIRST PROVISION OF SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF
COMPANIES (ACCOUNTS) RULES, 2014)

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

1. Sl.No. 1
2. Name of the subsidiary: ADL PANELS PRIVATE LIMITED
3. Date of acquisition : 12th December, 2019
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period 01.04.2019 To 31.03.2020
5. Reporting currency and Exchange rates on the last date of their relevant financial year in the case of foreign subsidiaries.: Rupees (INR)
6. Share capital : Rs. 1,00,000
7. Reserves & surplus : Rs. 4,46,491
8. Total assets : Rs, 40,36,336
9. Total Liabilities: Rs. 40,36,336
10. Investments : Nil
11. Turnover : nil
12. Profit before taxation : Rs. 5,95,004
13. Provision for taxation : Rs. 1,48,513
14. Profit after taxation : Rs. 4,46,491
15. Proposed Dividend : nil
16. % of shareholding : 51%

ANNEXURES “ B” TO DIRECTORS’ REPORT

Particulars Pursuant to Section 194(12) of the Companies Act, 2013 and the Rules 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 Director	Ratio to Median Remuneration
Mr. ShyamDaga	0.00

No salary paid to Mr. ShyamDaga.

- (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. ShyamDaga, Managing Director & CEO	0.00 %
Mr. Rajneesh Sharma, Company Secretary*	0.00 %
Mr. Raj Kishore Prasad, CFO#	0.00%

*Appointment w.e.f. 01.02.2020

Appointment w.e.f. 11.02.2020

- (iii) The percentage increase in the median remuneration of employees in the financial year : 5.00%
- (iv) The number of permanent employees on the rolls of the company: 50
- (v) The explanation on the relationship between average increase in remuneration and company performance:
There has been reduction in the loss of the Company from Rs. (328.65) lakhs in the previous year to Rs. (112.93) Lakh against which the average increase in remuneration is 5%; and this increase is aligned with the Company’s Remuneration Policy.
- (vi) Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company.
The aggregate remuneration to the KMP is Rs. 8.69Lakhs which is 0.21% of the Company’s income from operations of Rs.4158.10Lakhs As per the Company’s Remuneration Policy , the Compensation of the key managerial personnel is based on performance , industry and working of the Company and its goal.
- (vii) Variations in the market capitalization, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer : The Company is presently unlisted and is in process of listing with stocking exchange
- (viii) 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 and point out if there are any exceptional circumstances for increase in the managerial remuneration;
The average increase in salaries of employees other than managerial personnel in 2019-20 was 5% Percentage increase in the managerial remuneration for the year was nil.

- (ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company :

Name	CTC (Rs. In lakhs)	PAT (Rs. In lakhs)	PAT Increase/ (Decrease) in %
Mr. ShyamDaga, Managing Director & CEO	0.00	(112.93)	Loss has decreased by 65.63%
Mr. Rajneesh Sharma, Company Secretary *	4.37		
Mr. Raj Kishore Prasad, CFO #	4.31		

*Appointment w.e.f. 01.02.2020

Appointment w.e.f. 11.02.2020

- (x) The key parameters for any variable component of remuneration availed by the directors:
No directors have been paid any variable remuneration.
- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : Nil
- (xii) The Company hereby affirm that the remuneration is as per the remuneration policy of the company.
- (xiii) 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 behalf of the Board of Directors

Place: Bengaluru
Date: 23/07/2020

Shyam Daga
Chairman

ANNEXURE “C” 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: nil

Outgo : on account of Raw materials, Stores, Capital Goods, Foreign Travelling and Sales Promotions ₹132,000,877

For and on behalf of the Board of Archidply Decor Limited

Place: Bengaluru
Date: 23/07/2020

Shyam Daga
Chairman

**ANNEXURE : “D” TO DIRECTORS’ REPORT
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: 31.03.2020

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, 2020(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. 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.

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

I have not examined compliance by the Company with:

- a. Applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that :

During the year, the Company has received the Order dated 8th January, 2020 of the Hon’ble National Company Law Tribunal (NCLT) Allahabad Bench, Allahabad approving demerger of Chintamani Undertaking and has been given effect during the current financial year.

Pursuant to the Scheme of Arrangement (the ‘Scheme’), duly sanctioned by the National Company Law Tribunal (NCLT), Allahabad Bench vide Order dated 8th January 2020, with effect from the Appointed Date i.e., 1st April 2018, all assets, liabilities including the business of Decorative Veneers, Particle Boards, Gurjan based Plywoods

and allied products of Chintamani unit, Karnataka, its branches/administrative and marketing offices of the above respective businesses of the Archidply Industries Limited stands transferred into "Archidply Decor Limited", ('the resulting company' or 'ADL'). .

The Scheme of Demerger has been accounted for in terms of the order of Hon'ble National Company Law Tribunal as provided for in the Scheme.

The Scheme became effective on 1st February, 2020 when the order sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad was filed with the Registrar of Companies, with an appointed date of April 1, 2018.

The Resulting Company, has in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms of this scheme, issued one (1) new Equity share of the Resulting Company of the face value of Rs. 10/- each fully paid up for every four (4) Equity Shares of the face value of Rs. 10 /- each fully paid up held by him / her / it in the Demerged Company as on the Record date i.e. 14.02.2020. Accordingly the Board of Directors of the Resulting Company at their Board Meeting held 20th February, 2020 has issued 55,16,250 Equity shares of Rs. 10/- each to the shareholders of Archidply Industries Limited (Demerged company)

The "Scheme of Arrangement" ("the Scheme") involved transfer of the Chintamani Undertaking to a "Resulting Company" [Archidply Décor Limited] whose equity shares will be listed in BSE Limited and National Stock Exchange of India Limited (NSE) and for which listing application has been made and trading approval is awaited.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors w.e.f. 11.02.2020. Independent Directors and Key Managerial Personnel were appointed by the Board of Directors in their meeting held on 11.02.2020.

During the year after the approval of the scheme of demerger, the board has constituted three Committees on 20.02.2020: 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.

The changes in the composition of the Board of Directors that took place, if any during the period under review were carried out in compliance with the provisions of the Act

Mrs. Arpita Daga, a non-executive director submitted his resignation to the Board on Feb 11, 2020. The same was accepted by the Board in its meeting held on Feb 11, 2020.

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. During the year, the Company has received the Order dated 8th January, 2020 of the Hon'ble National Company Law Tribunal (NCLT) Allahabad Bench, Allahabad approving demerger of Chintamani Undertaking and has been given effect during the current financial year.
- b. The "Scheme of Arrangement" ("the Scheme") involved transfer of the Chintamani Undertaking to a "Resulting Company" [Archidply Décor Limited] whose equity shares will 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 final trading approval is in process.
- c. 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)

Proprietor
ACS: 39541; CP No: 14992
UDIN: A039541B000665595

Place : Bangalore
Date : 4th September, 2020

ANNEXURE – A
(To the Secretarial Audit Report)

To,
The Members,
Archidply Industries 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)
Proprietor
ACS: 39541; CP No: 14992
UDIN: A039541B000665595

Place : Bangalore
Date : 4th September, 2020

Annexure E to Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2020

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
CINU20231UR2017PLC008626	
Registration Date	14/06/2017
Name of the Company	ARCHIDPLY DECOR LIMITED
Category / Sub-Category of the Company	Company Limited by Shares / Indian Non Government Company
Address of the Registered Office and contact details	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 Website: http://www.archidply.com E-Mail: info@archidply.com PH: 05944-250270, FAX:05944-250269
Whether listed company - Yes / No	NO
Name, address and contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited, Selenium Building, Tower No. B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana.

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:			
Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	PLYWOOD	20211	25.35%
2	DECORATIVE VENEERS	20211	59.68%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	ADL PANELS PRIVATE LIMITED 29/2 G K Manor Nehru Circle, Sheshadri Puram, Bangalore - 560020	U45400TG2011PLC076396	Subsidiary	51.00%	Section 2 (87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2020				No. of Shares held at the end of the year 31st March, 2019				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	50,000	50,000	100.00%	694,051	50,000	744,051	13.37%	-86.63%
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	3,314,608	3,314,608	59.55%	59.55%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other (Relatives)	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	-	50,000	50,000	100.00%	4,008,659	50,000	4,058,659	72.92%	-27.08%
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	14,65,54,710	-	14,65,54,710	61.15	14,65,54,710	-	14,65,54,710	61.15	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	0.00%	-	-	-	-	0.00%	0.00%
b) Banks/ FI	-	0.00%	22,330	-	-	-	22,330	0.40%	0.40%
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	0.00%	73,750	-	-	-	73,750	1.32%	1.32%	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	0.00%	96,080	-	96,080	1.73%	1.73%
(2) Non-Institutions									
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
i) Indian	-	-	0.00%	134271	0	134,271	2.41%	2.41%	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	0.00%	1,086,557	8,915	-	-	1,095,472	19.68%	19.68%	-
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs	0.00%	106,995	-	-	-	106,995	1.92%	1.92%	-
c) Others (Specify)									
Non Resident Indians	-	0.00%	20,556	8,630	-	-	29,186	0.52%	0.52%
NBFC	-	0.00%	2,681	-	-	-	2,681	0.05%	0.05%
Foreign Nationals	-	0.00%	-	-	-	-	-	0.00%	0.00%
Clearing Members	-	0.00%	36,540	-	-	-	36,540	0.66%	0.66%
NRI (NR)	-	0.00%	6,366	-	-	-	6,366	0.11%	0.11%
Sub-Total (B)(2):	-	-	-	0.00%	1,393,966	17,545	1,411,511	25.36%	25.36%
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	0.00%	1,490,046	17,545	1,507,591	27.08%	27.08%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	50,000	50,000	100.00%	5,498,705	67,545	5,566,250	100.00%	0.00%

ii) Shareholding of Promoters

S. No.	Shareholders Name	Shareholding at the beginning of the year 1st April, 2019			Shareholding at the end of the year 31st March, 2020			% 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	-	0.00%	0	5000	0.09%	0	0.09%
2	SHYAM DAGA	25,000	50.00%	0	168421	3.03%	0	-46.97%
3	SANGEETA BHARADIA	-	0.00%	0	1025	0.02%	0	0.02%
4	DEENDAYAL DAGA	-	0.00%	0	192905	3.47%	0	3.47%
5	USHA DAGA	10	0.02%	0	190085	3.41%	0	3.39%
6	RAJIV DAGA	10	0.02%	0	161635	2.90%	0	2.88%
7	ARPITA DAGA	24,950	49.90%	0	24950	0.45%	0	-49.45%
8	RAJNEESH SHARMA	10	0.02%	0	10	0.00%	0	-0.02%
9	RAJ KISHORE PRASAD	10	0.02%	0	10	0.00%	0	-0.02%
10	VIRESH VYAS	10	0.02%	0	10	0.00%	0	-0.02%
11	ASSAM TIMBER PRODUCTS PRIVATE LIMITED	-	0.00%	0	1102937	19.81%	0	19.81%
12	THE MYSORE CHIPBOARDS LIMITED	-	0.00%	0	449357	8.07%	0	8.07%
13	VANRAJ SUPPLIERS PVT. LTD	-	0.00%	0	985877	17.71%	0	17.71%
14	RAVI MARKETING AND SERVICES PRIVATE LIMITED	-	0.00%	0	706962	12.70%	0	12.70%
15	SHREE SHYAM TEA PRIVATE LIMITED	-	0.00%	0	69475	1.25%	0	1.25%

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

S. No	Shareholder's Name	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.	At the beginning of the year	01.04.2019	50,000	0.90%	50,000	0.90%	
2	Changes during the year		-				
3	ASSAM TIMBER PRODUCTS PVT.LTD.	20.02.2020	Allot	1,102,937	19.81%	1,152,937	20.71%
4	SHREE SHYAM TEA PRIVATE LIMITED	20.02.2020	Allot	69,475	1.25%	1,222,412	21.96%
5	THE MYSORE CHIPBOARDS LIMITED	20.02.2020	Allot	449,357	8.07%	1,671,769	30.03%
6	VANRAJ SUPPLIERS PVT. LTD	20.02.2020	Allot	985,877	17.71%	2,657,646	47.75%
7	RAVI MARKETING AND SERVICES PRIVATE LIMITED	20.02.2020	Allot	706,962	12.70%	3,364,608	60.45%
8	DEENDAYAL DAGA HUF	20.02.2020	Allot	5000	0.09%	3,369,608	60.54%
9	SHYAM DAGA	20.02.2020	Allot	143421	2.58%	3,513,029	63.11%
10	SANGEETA BHARADIA	20.02.2020	Allot	1025	0.02%	3,514,054	63.13%
11	DEENDAYAL DAGA	20.02.2020	Allot	192905	3.47%	3,706,959	66.60%
12	USHA DAGA	20.02.2020	Allot	190075	3.41%	3,897,034	70.01%
13	RAJIV DAGA	20.02.2020	Allot	161625	2.90%	4,058,659	72.92%

(iv) Shareholding Pattern of top ten Shareholders

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

S. No	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	01.04.2019		-	0.00%	-	0.00%
	Changes during the year		Allot	32,983	0.59%	32,983	0.59%
	At the end of the year	31.03.2020		32,983	0.59%	32,983	0.59%
2	VAKA MADHAV NARAYANA						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year		Allot	20,000	0.36%	20,000	0.36%
	At the end of the year	31.03.2020		20,000	0.36%	20,000	0.36%
3	MANISH KISHOR RUPAREL						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year		Allot	17,475	0.31%	17,475	0.31%
	At the end of the year	31.03.2020		17,475	0.31%	17,475	0.31%
4	Pramod Kumar Jalan						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year		Allot	16,277	0.29%	16,277	0.29%
	At the end of the year	31.03.2020		16,277	0.29%	16,277	0.29%
5	CHOPRA NARPATKUMAR KEWALCHAND HUF						
	At the beginning of the year	01.04.2019	-	0.00%	-	0.00%	0.00%
	Changes during the year		Allot	15,375	0.28%	15,375	0.28%
	At the end of the year	31.03.2020		15,375	0.28%	15,375	0.28%
6	Sonal Lohia						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year		Allot	13,096	0.24%	13,096	0.24%
	At the end of the year	31.03.2020		13,096	0.24%	13,096	0.24%
7	Prashant Rathee						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year		Allot	12,500	0.22%	12,500	0.22%
	At the end of the year	31.03.2020		12,500	0.22%	12,500	0.22%
8	Prem Lata Jalan						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year		Allot	11,652	0.21%	11,652	0.21%
	At the end of the year	31.03.2020		11,652	0.21%	11,652	0.21%
9	Sita Narendra Gupta						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year		Allot	8,662	0.16%	8,662	0.16%
	At the end of the year	31.03.2020		8,662	0.16%	8,662	0.16%
10	Bodepudi Jeevan Kishore						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year		Allot	8,000	0.14%	8,000	0.14%
	At the end of the year	31.03.2020		8,000	0.14%	8,000	0.14%

(v) Shareholding of Directors and Key Managerial Personnel:

S. No	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	01.04.2019		25,000	0.45%	25,000	0.45%
	Changes during the year	20.02.2020		143,421	2.58%	168,421	3.03%
	At the end of the year	31.03.2020		168,421	3.03%	168,421	3.03%
2	RAJIV DAGA						
	At the beginning of the year	01.04.2019		10	0.00%	10	0.00%
	Changes during the year	20.02.2020		161,625	2.90%	161,635	2.90%
	At the end of the year	31.03.2020		161,635	2.90%	161,635	2.90%
3	RAJNEESH SHARMA						
	At the beginning of the year	01.04.2019		10	0.00%	10	0.00%
	Changes during the year	20.02.2020		-	0.00%	10	0.00%
	At the end of the year	31.03.2020		10	0.00%	10	0.00%
4	RAJ KISHORE PRASAD						
	At the beginning of the year	01.04.2019		10	0.00%	10	0.00%
	Changes during the year	20.02.2020		-	0.00%	-	0.00%
	At the end of the year	31.03.2020		10	0.00%	10	0.00%

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,306.06	18.16		2,324.22
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,306.06	18.16		2,324.22
Change in Indebtedness during the financial year				
Addition	(165.66)	(6.86)	-	(172.52)
Reduction				
Net Change	(165.66)	(6.86)	-	(172.52)
Indebtedness at the end of the financial year				
i) Principal Amount	2,140.40	11.30	2,151.70	
ii) Interest due but not paid	-	7,88,88,016	-	7,88,88,016
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,140.40	11.30	-	2,151.70

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1.	Gross Salary	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites under Section 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 (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:**1 Independent Directors**

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Kukkehalli Raviraj Hegde	Mrs. Akshatha Rai	
	-Fee for attending Board/ Committee Meetings	0.15	0.15	0.30
	-Commission	-	-	-
	- Others, please specify	-	-	-
	Total (B)(1)	0.15	0.15	0.30

Other Non Executive Directors

Sl. No.	Particulars of Remuneration		Total Amount
	-Fee for attending Board/ Committee Meetings	-	-
	-Commission	-	-
	- Others, please specify	-	-
	Total (B)(2)	-	-
	Total (B)= (B)(1)+ (B)(2)	-	-

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.37	4.31	-
	(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	4.37	4.31	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: -N.A.-

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					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS Not Applicable					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT Not Applicable					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE “F” 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 2019-20.

- a. Name(s) of the related party and nature of relationship: Not Applicable
- b. Nature of contracts/arrangements/transactions: Not Applicable
- c. Duration of the contracts / arrangements/transactions: Not Applicable
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e. Justification for entering into such contracts or arrangements or transactions: Not Applicable
- f. Date(s) of approval by the Board: Not Applicable
- g. Amount paid as advances, if any: Not Applicable
- h. 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
ADL Panels Pvt Limited	Interest Received for Bank Guarantee / Fixed Deposit	FY 2019-20	02.12.2019	Rs.20,00,000	Rs. 12,03,288 In FY 2019-20

No advance amount paid for the aforesaid transactions

By Order of the Board of Directors
For ARCHIDPLY DECOR LIMITED

Place : Bengaluru
Date : 23/07/2020

Shyam Daga
Chairman

ANNEXURE G

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 2020 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	0056180	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

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 DEEPAK SADHU & CO,
COMPANY SECRETARIES

(DEEPAK SADHU)
Proprietor
ACS: 39541; CP No: 14992

Place : Bangalore
Date: 23rd July, 2020

REPORT OF 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, 2019, 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 endeavours to maximise 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 4 Directors out of which 3 Directors are Non-executive Directors as on 31.03.2020. 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 two 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 31.03.2020. 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 28.06.2019, 14.08.2019, 02.12.2019, and 11.02.2020, 20.02.2020. 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 Public Companies are given below:

Name of the Director (Designation)	Category	FY 2019-20 Attendance at		No. of Other Director-ships Held*	No. of Committee Positions held	
		BM	Last AGM		This Company	Other Company
Mr. Mr. Shyam Daga (Executive Chairman & Managing Director)	Promoter	5	Yes	2	2	2
Mr. Rajiv Daga (Non- Executive Director)	Promoter	3	YES	2	1	1
Mrs. Arpita Daga# (Non -Executive Director)	Promoter	3	YES	2	Nil	Nil
Mr. Kukkehalli Raviraj Hegde# (Director)	Independent	1	NO	1	3	Nil
Mrs. Mrs. Akshatha Rai(Director)#*	Independent	1	NO	Nil	3	Nil

*Excludes directorships held in Private Companies, Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

#Mrs. Akshatha Rai (DIN: 06512797) and Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) were appointed as additional directors as an independent directors on the Board on 11/02/2020. The Board now recommends the appointment of Mrs. Akshatha Rai (DIN: 06512797) and Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) 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. for a term up to the conclusion of 8th Annual General Meeting of the company in the calendar year 2020.

Mrs. Arpita Daga, a non-executive director submitted his resignation to the Board on Feb 11, 2020.

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, 2020

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. Rajiv 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.

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 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 a 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.

Composition of Board Committee

The Board has constituted various Committees on 20.02.2020 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 once during the FY 2019-20 on February 20, 2020, 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	1
2	Mrs. Akshatha Rai	Member	Non Executive, Independent	1
3	Mr. Shyam Daga	Member	Executive, Promoter	1
4.	Mr. Kamal Kishore	Auditor	Auditor	1
5.	Mr. Rajneesh Sharma	Secretary to the Committee	Company Secretary	1

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 2019-20, no meetings of the Committee¹ meetings were held. 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
1	Mrs. Akshatha Rai	Chairman	Non Executive, Independent
2	Mr. K.R. Hegde	Member	Non Executive, Independent
3	Mr. Rajiv Daga	Member	Non Executive, Non-Independent
4	Mr. Rajneesh Sharma	Secretary to the Committee	Company Secretary

- 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	15000	10000
Mr. K.R. Hegde	15000	10000

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.

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 Committees 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 over all limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting. remuneration of the CEO & Managing Director comprises only of fixed component. The fixed component comprises salary,

allowances, perquisites, amenities and retrial 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 bench mark 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 bove,whilstre commending 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 tothem depending on their roles and responsibilities. The Codegives 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 theChief Financial Officer is published in this Report.

EMPLOYEE STOCK OPTIONS

Archidply has not issue employeeStock Option during F.Y 2019-20

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 once during the FY 2019-20 on February 20, 2020. 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	1
2	Mrs. Akshatha Rai	Member	Non Executive, Independent	1
3	Mr. Shyam Daga	Member	Executive, Promoter	1

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

The shares of the Company are being compulsorily traded in dematerialized form. Shares in physical form, received for transfer/dematerialization, were transferred/dematerialized within a period of 21 days from the date of lodgment

of valid share transfer deed along with share certificate. These requests are processed through the Company's Registrar and share transfer Agent i.e. Karvy Computer Share Private Limited.

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 2019-20- no Complaints (Received & Resolved - no pending complaints)

General Body Meetings

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

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

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

General Shareholder Information

1. Date, Time and Venue of 3rd Annual General Meeting:

Year	Location	Date	Time
2020	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153	30th September 2020	10:30 A.M

3. Financial Year

The Company's financial year was from April 1st 2019 to March 31st 2020.

4. Date of Book Closure

24th September, 2019 to 29th September 2020(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 in process of listing at Bombay Stock Exchange Limited (BSE)
National Stock Exchange Limited (NSE)

7. Stock code

8. Registrar & Transfer Agents.

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

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.

9. Distribution of Shareholdings

The distribution of shareholding as on as on 31.03.2020 is given as under:

**ARCHIDPLY DECOR LTD
 DISTRIBUTION SCHEDULE AS ON 31/03/2020**

S.No.	Category	Cases	% of Cases	Amount	% Amount
1	upto 1 - 5000	9877	95.71	7389540.00	13.28
2	5001 - 10000	220	2.13	1579730.00	2.84
3	10001 - 20000	116	1.12	1629820.00	2.93
4	20001 - 30000	46	0.45	1181030.00	2.12
5	30001 - 40000	22	0.21	766810.00	1.38
6	40001 - 50000	7	0.07	307740.00	0.55
7	50001 - 100000	13	0.13	888410.00	1.60
8	100001 & ABOVE	19	0.18	41919420.00	75.31
	Total:	10320	100.00	55662500.00	100.00

The distribution of shareholding according to category as on 31.03.2020

**ARCHIDPLY DECOR LTD
 SHARE HOLDING PATTERN AS ON 31/03/2020**

S. No	Description	Cases	Shares	% Equity
1	CLEARING MEMBERS	24	3880	0.07
2	H U F	390	104481	1.88
3	INDIAN FINANCIAL INSTITUTIONS	1	1635	0.03
4	BODIES CORPORATES	67	38187	0.69
5	NON RESIDENT INDIANS	103	30466	0.55
6	NRI NON-REPATRIATION	43	9194	0.17
7	PROMOTERS INDIVIDUAL	9	744051	13.37
8	COMPANY PROMOTERS Body corporate	5	3314608	59.55
9	Company Promoters HUF	1	5000	0.09
10	RESIDENT INDIVIDUALS	9677	1314748	23.62
	Total:	10320	5566250	100.00

10. Dematerialization of Shares and liquidity.

As on 31.03.20120, of the shareholding were held in dematerialized form as per details mentioned below:

S.No.	Description	Shares	% Equity
1	PHYSICAL	76833	1.38
2	DEMAT	5489417	98.62
	Total:	5566250	100.00

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

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

There were no outstanding GDRs/ADRs/ Warrants or any other Convertible Instruments as on 31.03.2020.

12. Plant locations

Chintamani Survey No. 19, KSSIDC Industrial Area, Katamachanahalli, Chintamani, Chikkaballapur, Karnataka, 563125

13. Address for correspondence

Registered Office:

ARCHIDPLY INDUSTRIES LTD

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

PH: 05944-250270, FAX: 05944-250269

E-mail: info@archidply.com Website: www.archidply.com

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.

Declaration by the Chief Executive Officer on Code of Conduct this is to confirm that the Company has adopted the Code of Ethics and Business Conduct which is applicable to all Directors, Officer and Employees of the Company and the Code is available on the Company's website.

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, 2020

By Order of the Board of Directors
For ARCHIDPLY DECOR LIMITED

Place : Bengaluru

Date : 23/07/2020

Shyam Daga
Chairman

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF
ARCHIDPLY DECOR LIMITED

We have examined the compliance of conditions of corporate governance by ARCHIDPLY INDUSTRIES LIMITED, for the year ended on 31.03.2020, as stipulated Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the said Company with stock exchange.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI(LODR)Regulation 2015.The appointment of independent directors and KMPs are appointed by the Board in their meeting held on 11.02.2020 and the Constitution of its Committees (i.e. Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee) has been done on 20.02.2020. The Company is in process of listing at the stock exchanges (BSE & NSE).

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

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

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

(KAMAL KISHORE)
Partner
M.No. 205819
UDIN: 20205819AAAADK3659

Place : Bangalore
Date: 23rd July, 2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Developments

We are amidst unprecedented times. The COVID-19 pandemic has spread across the world— leading to well above 4.7 million confirmed infections, over 315,000 deaths, enormous human suffering and a full stop on virtually all commercial and economic activities.

In India too, which implemented a lockdown since 25 March 2020, the pandemic has created shocks ripping through society and the world of business.

In response, Governments across the world have unleashed massive fiscal measures to protect economic activity and dramatically strengthen health services and testing. Central banks, too, have initiated multiple monetary and regulatory measures. India, too, has initiated relief measures. The Government of India announced a slew of wide-ranging reforms across varied sectors amidst a comprehensive package aggregating Rs. 20 lakh crore — or approximately 10% of nominal GDP.

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.

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	2019-20
Revenue from Operation	4027.48
Other Income 133.15 Prior Period income	(2.52)
Total Revenues	4158.11
Cost of Materials Consumed	1797.41
Purchases of Stock in Trade	628.31
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	(106.79)
Employee benefits expense	638.20
Finance Costs	278.46
Depreciation & Amortization Expenses	144.40
Other Expenses	888.46
Total Expenditure	4268.44
Profit Before Tax	(110.33)
Tax	2.59
Profit after Tax	(112.93)

During the year the Company has achieved a turnover of Rs.4027.48 lakhs and earns profit before Tax [PBT] of Rs.(110.33). lakhs and profit after taxes of Rs. (112.93) lakhs. The Segment wise performance has been given elsewhere in the Report.

4. OUTLOOK

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

Place: Bangalore

Date:23rd July , 2020

Shyam Daga
(Chairman)



INDEPENDENT AUDITOR'S REPORT

To the Members of
M/S. ARCHIDPLY DECOR LIMITED

Report on the standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **M/s. Archidply Decor Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss(including Other Comprehensive Income), the Statement of changes in Equity and the Statement of Cash Flowsfor the year then endedand 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 2020, and itsLoss, total comprehensive income, the changes in equity and its cash flowsfor 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.

Thisresponsibility 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 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.

Date : Bangalore
Date : 23/07/2020

For G R V & P K
Chartered Accountant
FRN : 008099S
(KAMAL KISHORE)
Partner
M.No. 205819
UDIN: 20205819AAAADK3659

ANNEXURE –A TO THE INDEPENDENT AUDITORS’ REPORT

The Annexure referred to in Independent Auditors’ Report to the members of M/s Archidply Decor Limited (“the Company”) on the standalone financial statements for the year ended 31 March 2020, 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, 2020 for a period of more than six months from the date they became payable **except ESI payable of Rs. 8,178/-**

- (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, 2020 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 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. Further, in our opinion the provisions of section 177 of the Act are not applicable as the company is a limited company.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, the requirements of Sec 42 of the Companies Act, 2013 regarding Preferential allotment/Private placement of shares made during the year are as per the Demerger Scheme approved by NCLT i.e demerger of Chintamani unit of Archidply Industries Limited, being 31st January, 2020 was the effective date of 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. These shares have been issued from General Reserves of the Company on 20th February, 2020.
- (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: 20205819AAAADK3659

Date : Bangalore
Date : 23/07/2020

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 2020 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 2020, 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

Date : Bangalore
Date : 23/07/2020

M.No. 205819
UDIN: 20205819AAAADK3659

Balance Sheet as at 31 March 2020

	Notes	As at 31 March 2020	As at 31 March 2019
A. ASSETS			
1. NON-CURRENT ASSETS			
(a) Property, plant and Equipment	2	170,886,718	184,960,647
(b) Capital Work-in Progress	2	-	-
(c) Goodwill	2	-	-
(d) Other Intangible Assets	2	-	-
(e) Investment Property	3	-	-
(f) Financial Assets			
i) Investments	4	75,350	24,350
ii) Loans	5	110,243,114	103,537,154
iii) Others	6	1,000,486	951,701
(g) Deferred tax Asset (Net)	7	91,480	350,872
(h) Other non current assets	8	23,467,673	62,662,309
Total Non current assets		305,764,820	352,487,033
2. CURRENT ASSETS			
(a) Inventories	9	289,722,574	292,564,757
(b) Financial Assets			
i. Trade Receivables	10	158,773,190	174,822,798
ii. Cash and cash equivalent	11	10,313,157	8,803,849
iii. Bank balances other than cash and cash equivalent	12	39,366,582	22,536,315
(c) Current Tax Assets(net)	13	1,258,135	165,007
(d) Other current assets	14	29,908,127	31,725,736
Total Current Assets		529,341,765	530,618,462
TOTAL ASSETS		835,106,585	883,105,495
B. EQUITY & LIABILITIES			
1. EQUITY:			
(a) Equity Share Capital	15	55,662,500	500,000
(b) Other Equity		445,895,379	512,350,761
Total Shareholders Fund		501,557,879	512,850,761
2. NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
i. Borrowings	16	2,240,000	3,550,356
(b) Provisions	17	11,772,698	13,493,345
Total Non-Current liabilities		14,012,698	17,043,701
3. CURRENT LIABILITIES			
(a) Financial Liabilities			
i. Borrowings	18	211,272,532	221,615,457
ii. Trade Payables	19	77,635,490	98,072,170
iii. Other financial liabilities	20	13,265,385	22,890,199
(b) Short term Provisions	21	10,842,331	10,633,207
(c) Other Current Liabilities	22	6,520,269	-
Total Current liabilities		319,536,008	353,211,033
TOTAL EQUITY & LIABILITIES		835,106,585	883,105,495

Notes from 01 to 41 form the integral part of Financial statements

On behalf of the board of directors,

Shyam Daga
Managing Director
DIN: 00561803

Rajiv Daga
Director
DIN:01412917

As per our report of even date attached

For GRV & PK
Chartered Accountants
Firm Reg. No. 008099S

Raj Kishore Prasad
Chief Financial Officer
PAN:AJNPP9480B

Rajneesh Sharma
Company Secretary
M.No.: F5549

(Kamal Kishore)
Partner
Membership No. 205819
UDIN:20205819AAAADK3659

Place: Bangalore
Date : 23/07/2020

Statement of Profit and Loss for the year ended 31 March 2020

	Notes	Figures at the end of Current Reporting Period	Figures at the end of Previous Reporting Period
INCOME :			
Sale of Products	23	401,318,850	555,489,401
Other Operating Revenue	23	1,428,859	3,116,626
Revenue From Operations		402,747,709	558,606,027
Other Income	24	13,314,802	11,557,361
Prior Period Income(+)/(-)Expenditure		(251,933)	-
TOTAL INCOME		415,810,578	570,163,388
EXPENSES :			
Cost of Goods consumed	25	179,740,835	257,960,778
Purchase of Stock In Trade	26	62,830,903	119,794,425
Changes in Inventories of Finished Goods, Stock-in-process and stock-in-trade	27	(10,678,647)	(16,884,050)
Employee Benefit Expenses	28	63,819,514	84,020,265
Finance Cost	29	27,845,542	29,048,598
Depreciation & Ammortisation Expense	2	14,439,638	15,003,547
Other Expenses	30	88,846,283	114,410,720
TOTAL EXPENSES		426,844,068	603,354,283
PROFIT BEFORE TAXATION		(11,033,490)	(33,190,895)
Tax Expenses:			
Current Tax		-	-
Deferred Tax		259,392	(342,435)
Taxes of earlier year		-	-
PROFIT FOR THE YEAR		(11,292,882)	(32,848,460)
Other Comprehensive Income			
A			
i) Items that will not be reclassified to profit or loss			
Defined benefit plan actuarial gains/(losses)			(25,272)
ii) Income Tax relating to items that will not be reclassified to profit or loss			8,437
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		-	(16,835)
Total Comprehensive Income for the year, net of tax		(11,292,882)	(32,865,295)
Earning Per Share (Rs.)			
Basic & diluted		(2.03)	(5.90)

Notes from 01 to 41 form the integral part of Financial statements

On behalf of the board of directors,

Shyam Daga
Managing Director
DIN: 00561803

Rajiv Daga
Director
DIN:01412917

As per our report of even date attached
For GRV & PK
Chartered Accountants
Firm Reg. No. 008099S

Raj Kishore Prasad
Chief Financial Officer
PAN:AJNPP9480B

Rajneesh Sharma
Company Secretary
M.No.: F5549

(Kamal Kishore)
Partner
Membership No. 205819
UDIN:20205819AAAADK3659

Place: Bangalore
Date : 23/07/2020

Statement of Cash Flows for the year ended 31 March 2020

(Amount in Rs.)

	For the year ended	
	31 March 2020	31 March 2019
A. Cash flows arising from operating activities		
Net Profit/(Loss) Before Tax	(11,033,490)	(33,190,895)
Add: Depreciation	14,439,638	15,003,547
Interest Paid	22,876,577	29,048,598
Loss on Sale of FA	-	-
Less: Other comprehensive (Income)/loss	-	25,272
	26,282,724	10,835,978
Less: Profit on sale of machinery	-	-
Interest Received	12,550,691	11,369,260
	13,732,034	(533,282)
Operating profit before working capital change		
(Increase)/Decrease in Inventory	2,842,183	(4,761,698)
(Increase)/Decrease in Debtors	16,049,608	46,151,607
(Increase)/Decrease in Loans & Advances	41,012,246	(17,305,929)
Increase/(Decrease) in Trade Payables	(20,436,680)	(119,060,621)
Increase/(Decrease) in Provisions	(1,511,523)	4,594,139
Increase/(Decrease) in other current liabilities	2,494,395	(8,073,124)
Cash flow from Operations	54,182,263	(98,988,908)
Payment of Income Tax	1,093,128	866,961
Net Cash Flow from Operating Activities	53,089,134	(99,855,868)
B. Cash flows arising from Investment activities		
Inflows:		
Receipt/(Lending) of Loans and Advance	-	-
FD matured	-	3,588,899
Sale of Investment	-	2,500,000
Interest Received	12,550,691	11,369,260
Outflows:		
Loans & Advances Advanced	6,705,960	6,264,486
Investment in Fixed Assets	365,708	6,035,163
Change in WIP	-	(41,214)
FD Made with bank	16,879,052	515,798
Purchase of Investment	51,000	-
	(11,451,029)	4,683,926
C. Cash flows arising from finance activities		
Inflows:		
Issue of Share capital	-	-
Proceeds from Demerger Reconstruction account	-	28,431,876
Proceeds of Loan	-	82,896,738
Outflows:		
Repayment of Loan	17,252,220	-
Interest paid	22,876,577	29,048,598
	(40,128,797)	82,280,016
Cash flow from all activities-(A+B+C)	1,509,308	(12,891,925)
Add: Cash & cash equivalents at beginning of the year	8,803,849	21,695,774
Cash & cash equivalents at year end of the year	10,313,157	8,803,849
	-	-

Notes from 01 to 41 form the integral part of Financial statements

On behalf of the board of directors,

Shyam Daga
Managing Director
DIN: 00561803

Raj Kishore Prasad
Chief Financial Officer
PAN:AJNPP9480B

Rajiv Daga
Director
DIN:01412917

Rajneesh Sharma
Company Secretary
M.No.: F5549

As per our report of even date attached

For GRV & PK
Chartered Accountants
Firm Reg. No. 008099S

(Kamal Kishore)
Partner
Membership No. 205819
UDIN:20205819AAAADK3659

Place: Bangalore
Date : 23/07/2020

Statement of Changes in Equity

Particulars	(As at 31st March 2020)				
	Share Premium	Retained Earnings Income	Other Comprehensive	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 to Archidply Industries Limited shareholders*		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.

Particulars	(As at 31st March 2019)				
	Share Premium	Retained Earnings Income	Other Comprehensive	Capital Subsidy	Total Other Equity
Opening Balance	-	(31,299)	-	-	(31,299)
Add: transferred from Demerged company i.e Archidply Industries limited on account of demerger of Chintamani unit of Archidply Industries limited to the Company.	294,832,183	250,415,172			545,247,355
Add: Profit for the Period		(32,848,460)			(32,848,460)
Add: Other Comprehensive Income/(Loss)			(16,835)		(16,835)
Total Comprehensive Income for the period	294,832,183	217,535,413	(16,835)	-	512,350,761
Closing Balance	294,832,183	217,535,413	(16,835)	-	512,350,761

Notes from 01 to 41 form the integral part of Financial statements

On behalf of the board of directors,

Shyam Daga
Managing Director
DIN: 00561803

Rajiv Daga
Director
DIN:01412917

As per our report of even date attached
For GRV & PK
Chartered Accountants
Firm Reg. No. 008099S

Raj Kishore Prasad
Chief Financial Officer
PAN:AJNPP9480B

Rajneesh Sharma
Company Secretary
M.No.: F5549

(Kamal Kishore)
Partner
Membership No. 205819
UDIN:20205819AAAADK3659

Place: Bangalore
Date : 23/07/2020

Note: - 1 SIGNIFICANT ACCOUNTING POLICIES

1. Corporate Information:

Archidply Decor Limited (the 'Company') is a limited 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 of:

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

It has branches and dealers' network spread all over the country. 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 is in process of getting listed in Bombay Stock Exchange Ltd.(BSE) and National Stock Exchange of India(NSE).

The Board of Directors of the Company and Archidply Industries Limited at their meeting held on 30th May, 2018, had pursuant to the provisions of 230 to 232 read along with Section 52 and 66 of the Companies Act, 2013, and subject to the approval of the shareholders, National Company Law Tribunal (NCLT), Stock Exchanges where the shares of the Archidply Industries Limited are listed and other relevant Authorities, approved the Scheme of Arrangement between Archidply Industries Limited (Demerged Company) and Archidply Décor Limited (Resulting company). The Scheme of Arrangement involved for Demerger and transfer of the Demerged Undertaking i.e. "Chintamani Undertaking" of the Archidply Industries Limited into the Company.

During the year, Archidply Industries Limited has received the Order dated 8th January, 2020 of the Hon'ble National Company Law Tribunal (NCLT) Allahabad Bench, Allahabad approving demerger of Chintamani Undertaking of Archidply Industries Limited into the Company and has been given effect during the current financial year with effective from 31st January, 2020.

The appointed Date for the Scheme of Arrangement is 1st April, 2018

Pursuant to the Scheme of Arrangement (the 'Scheme'), duly sanctioned by the National Company Law Tribunal (NCLT), Allahabad Bench vide Order dated 8th January 2020, with effect from the Appointed Date i.e., 1st April 2018, all assets, liabilities including the business of Decorative Veneers, Particle Boards, Garjan based Plywoods and allied products of Chintamani unit, Karnataka, its branches/administrative and marketing offices of the above respective businesses of the Archidply Industries Limited stands transferred into Company "Archidply Decor Limited", ('the resulting company' or 'ADL'). .

The Scheme of Demerger has been accounted for in terms of the order of Hon'ble National Company Law Tribunal as provided for in the Scheme.

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 2020 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.

Accounting Treatment for Demerger Scheme

The assets and liabilities forming part of the Demerged Undertaking of Archidply Industries limited has been transferred to the Company "Archidply Décor Limited" the Resulting Company at their respective carrying amounts (i.e. the book value) at the Appointed Date i.e 01st April, 2018;

The assets and liabilities of the Demerged Company i.e Archidply industries limited relating to Demerged Undertaking transferred to Resulting Company i.e Archidply Décor Limited as on appointed date i.e 01-04-2018 are as follows:

Particulars		Amount in Rupees
I.	Liabilities Transferred from Demerged Company	
	Non Current Liabilities	1,18,49,512
	Current Liabilities	39,97,64,365
	Total (I)	41,16,13,877
II	Shareholders Funds (Reserve & Surplus)	
	Securities Premium	29,48,32,183
	Reserve & Surplus	25,04,15,168
	Total (II)	54,52,47,351
	Total (I+II)	95,68,61,228
III.	Assets Transferred from Demerged Company	
	Non Current Assets	32,19,57,776
	Current Assets	57,00,24,969
	Total (III)	89,19,82,745
	Demerger Reconstruction Account (I+II-III)	6,48,78,483

The Scheme became effective on 1st February, 2020 when the order sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad was filed with the Registrar of Companies, with an appointed date of April 1, 2018.

The Company, has in consideration of the transfer of the Demerged Undertaking by the Demerged Company i.e ALL to the Resulting Company i.e ADL, in terms of this scheme, issued one (1) new Equity share of the Company of the face value of Rs.10/- each fully paid up for every four (4) Equity Shares of the face value of Rs. 10/- each fully paid up held by him / her / it in the Demerged Company as on the Record date i.e. 14.02.2020. Accordingly, the Board of Directors of the Company at their Board Meeting held 20th February, 2020 has issued 55,16,250 Equity shares of Rs. 10/- each to the shareholders of Archidply Industries Limited (Demerged company).

The "Scheme of Arrangement" ("the Scheme") involved transfer of the Chintamani Undertaking to a "Resulting Company" (Archidply Décor Limited) whose equity shares will be listed in BSE Limited and National Stock Exchange of India Limited(NSE) and for which listing application has been made and the listing approval is awaited.

The NCLT order was considered to give effect to the transferred business with effect from the Appointed Date of 1 April 2018 and accordingly standalone financial statements for the year ended 31 March 2019, have been revised /regrouped/reclassified in accordance with the Scheme.

The Bankers of the Company has earlier given the acceptance & NOC for the scheme of demerger approved by the Hon'ble NCLT, Allahabad. However, the credit facilities sanctioned by the Bank are still continuing in the name of the Demerged Company i.e Archidply Industries Limited and approval of the proposal of the bifurcation of the limits among the Company and Demerged Company i.e Archidply Industries Limited is still in process.

The Company has already given the applications for giving the effect of the Scheme with the various statutory authorities i.e. GST, PF, Customs, etc. which are still in process. However the effect of the same has been given in the books of account as per the scheme approved.

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 received on account of demerger scheme i.e demerger of Chintamani unit of Archidply Industries Limited into the Company are at Carrying cost which is original cost less Depreciation of the erstwhile Company Archidply Industries Limited.
- 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 :
 - Buildings – 30 to 60 years
 - Plant and Machinery - 15 years
 - Furniture and Fixtures - 10 years
 - Vehicles - 8 to 10 years
 - Office Equipments - 5 to 10 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.

NOTE : 2 PROPERTY PLANT & EQUIPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK AS ON 31.03.2020	NET BLOCK AS ON 31.03.2020
	ORIGINAL COST AS ON 01.04.2019	ADDITION 01.04.2019 TO 31.03.2019	SALES	TOTAL GROSS BLOCK 31.03.2019	UP TO 31.03.2019	FOR THE PRD	DEPRECIATION ADJUSTMENT	TOTAL DEPRECIATION		
A) TANGIBLE ASSETS:										
FREE HOLD LAND	36,080,291	-	-	36,080,291	-	-	-	-	-	36,080,291
BUILDINGS	119,182,852	97,045	-	119,279,897	34,493,515	3,614,268	-	38,107,783	38,107,783	81,172,114
PLANT AND MACHINERES	139,256,960	-	-	139,256,960	92,798,968	6,478,153	-	99,277,122	99,277,122	39,979,838
ELECTRICAL EQUIPMENTS	11,411,334	-	-	11,411,334	10,536,661	389,172	-	10,925,833	10,925,833	485,501
WATER SUPPLY INSTALLATION	1,627,561	-	-	1,627,561	1,179,759	73,045	-	1,252,804	1,252,804	374,757
LABORATORY EQUIPMENTS	362,571	-	-	362,571	320,312	12,323	-	332,635	332,635	29,936
FURNITURES AND FIXTURES	10,960,250	242,730	-	11,202,980	3,451,706	1,838,905	-	5,290,611	5,290,611	5,912,369
OFFICE EQUIPMENTS	2,917,748	-	-	2,917,748	1,469,226	378,741	-	1,847,967	1,847,967	1,069,781
COMPUTERS	1,981,103	25,932	-	2,007,035	1,524,252	310,399	-	1,834,650	1,834,650	172,385
VEHICLES	12,225,637	-	-	12,225,637	5,271,259	1,344,632	-	6,615,891	6,615,891	5,609,746
SUB TOTAL (A)	336,006,307	365,707	-	336,372,014	151,045,659	14,439,638	-	165,485,296	165,485,296	170,886,718
B) CAPITAL WORK IN PROGRESS										
CAPITAL WIP	-	-	-	-	-	-	-	-	-	-
TOTAL	336,006,307	365,707	-	336,372,014	151,045,659	14,439,638	-	165,485,296	165,485,296	170,886,718
PREVIOUS YEAR	330,012,359	7,111,101	1,117,153	336,006,307	136,042,113	15,003,546	-	151,045,659	151,045,659	184,960,648
										193,970,246

Note 3 : Investment Property : NIL**Note 4 : Investments**

Particulars	As at 31 March 2020	As at 31 March 2019
a Unquoted Investments in Equity Shares		
ADL Panel Pvt Ltd [5100 equity shares of Rs 10 each(PY Nil)] 51%	51,000	-
	51,000	-
b Other Investment		
National Savings Certificate	24,350	24,350
	24,350	24,350
Total Investment	75,350	24,350

NOTE 5: LOANS & ADVANCES

Unsecured, Considered Good
Loan to Others

110,243,114	103,537,154
110,243,114	103,537,154

NOTE 6: OTHER NON-CURRENT FINANCIAL ASSETS

Balance With Banks
- Fixed Deposit for Margin Money
(Maturity period more then 1 year)

1,000,486	951,701
1,000,486	951,701

NOTE 7: DEFERRED TAX ASSETS

Opening deferred tax asset
Deferred tax (Liability)/Asset arising in current year on
account of timing difference

1. Depreciation
2. Gratuity
3. Leave Encashment
4. Provisions

350,872	-
331,821	(373,459)
(172,347)	534,749
36,414	690,376
(455,280)	(500,794)
(259,392)	350,872
91,480	350,872

NOTE 8: OTHER NON-CURRENT ASSETS**a. For Plant & Machinery**

1,529,909	4,587,921
1,529,909	4,587,921

b Advances Other then Capital Advances

- i) Security Deposits
- iii) Other Advances
 - Balance With Revenue Authorities
 - Other advances for supply

7,091,406	6,897,396
2,110,626	1,975,747
12,697,924	12,697,924
21,899,956	21,571,067

c. Preliminary Expenses

Less: 1/5 written off

56,710	75,612
18,902	18,902
37,808	56,710

d Demerger Reconstruction account

-	36,446,611
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Total Other Non Current Assets

23,467,673	62,662,309
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Particulars	As at 31 March 2020	As at 31 March 2019
Note 9: Inventories		
(As taken, valued and certified by the management)		
Raw Materials	192,032,153	204,445,408
Finished Goods	91,736,494	81,057,846
Stores, Spares & Consumption	5,953,927	7,061,503
	289,722,574	292,564,757
NOTE 10: TRADE RECEIVABLES		
a) Unsecured, Considered good		
Debtors outstanding for a period exceeding 6 months	71,694,214	36,826,066
Other Debts (includes Related Party Nil (P.Y Nil/-))	87,078,976	137,996,732
(Maturity period more than 1 year)		
	158,773,190	174,822,798
NOTE 11: CASH & CASH EQUIVALENTS		
a) Balances with Banks		
- Balances in current accounts	9,255,998	7,181,519
b) Cheques, Drafts on hand	-	558,870
c) Cash in hand	1,057,158	1,063,460
	10,313,157	8,803,849
NOTE 12: BANK BALANCES OTHER THEN CASH & CASH EQUIVALENTS		
Deposit for Margin Money	39,366,582	22,536,315
	39,366,582	22,536,315
NOTE 13: CURRENT TAX ASSETS		
Advance Tax & TDS Receivable	1,258,135	165,007
(Net of provision and current tax)		
	1,258,135	165,007
NOTE 14: OTHER CURRENT ASSETS		
a) Loans and Advances (Related Party)		
Advances	2,139,440	2,164,521
Interest Receivable	1,082,959	-
b) Others		
Prepaid expenses	1,456,326	892,876
Balance With Revenue Authorities	41,400	161,879
Other Loans & Advances	25,188,002	28,506,460
	29,908,127	31,725,736
NOTE 15: EQUITY SHARE CAPITAL		
AUTHORIZED		
60,00,000 Equity Shares of Rs. 10.00 each	60,000,000	1,000,000
(P.Y 100,000 Equity Shares of Rs. 10 each)		
ISSUED, SUBSCRIBED, AND PAID UP		
55,66,250 Equity Shares of Rs. 10.00 each	55,662,500	500,000
(Previous year 50,000 shares of Rs.10 each)		
	55,662,500	500,000

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

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

Name of Shareholder	As at 31.03.2020		As at 31.03.2019	
	No of Shares	% of Shares	No of Shares	% of Shares
Shyam Daga	168,421	3.03	25,000	50.00
Arpita daga	24,950	0.45	24,950	49.90
Assam Timber Products Pvt Ltd	1,102,937	19.81	-	-
Vanraj Suppliers Pvt Ltd	985,877	17.71	-	-
Ravi Marketing Services Pvt Ltd	706,962	12.70	-	-
The Mysore Chipboards Limited	449,357	8.07	-	-

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

Particular	As at 31.03.2020	As at 31.03.2019
Outstanding as at beginning of the reporting period	50,000	50,000
Add: Shares issued during the year on 20.02.2020 on account of Demerger of Chintamani unit of Archidply industries Limited into the Company as per NCLT order approved	5,516,250	-
Outstanding as at end of the Reporting period	5,566,250	50,000

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.

NOTE 16: FINANCIAL NON-CURRENT BORROWINGS

A. SECURED

TERM LOANS - VEHICLE*			537,132	1,596,228
TERM LOANS - BUSINESS#			3,360,000	9,210,200
			3,897,132	10,806,428
Particulars	No of Shares	Final Payment	As at 31st March 2020	As at 31st March 2019
TERM LOANS - VEHICLE				
- Advait Motors Pvt. Ltd.	8.87%	Sep-20	537,132	1,596,228
- BOB	10.02%	Apr-23	3,360,000	4,200,000
- Vijaya Bank	10.50%	Nov-19	-	5,010,200
			3,897,132	10,806,428
Less: Current maturities of long term debt			1,657,132	7,256,072
			2,240,000	3,550,356
(*Secured by certain vehicles, term loan repayable within 3 to 5 years in equal monthly installments)				
(#Secured by fixed assets, term loan repayable within 3 to 5 years in equal monthly installments)				
(Following Term loan with Advait Motors Pvt Ltd, BOB and Vijaya Bank are 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)			2,240,000	3,550,356

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

Note 17: PROVISIONS

Particular	As at 31.03.2020	As at 31.03.2019
Provision for Employee Benefits		
Provision for Gratuity	7,351,568	8,104,832
Less: Short Term Provision	1,298,640	908,528
	6,052,928	7,196,304
Provision for Leave Encashment	7,707,778	7,548,628
Less: Short Term Provision	1,988,008	1,251,587
	5,719,770	6,297,041
	11,772,698	13,493,345

Note 18: FINANCIAL CURRENT BORROWINGS

Particular	As at 31.03.2020	As at 31.03.2019
a. Secured		
Repayable on demand		
Bank overdraft/Cash Credit	210,142,460	219,799,497
	210,142,460	219,799,497
Particulars	Interest Rate Base	Interest Rate
	BOB	MCLR+1.70%
	210,142,460	219,799,497

(*Secured by hypothecation of Stock and book debts of the company both present and future and second charge on fixed assets both present and future of the company and personal guarantee of promoter directors.)

(On account of Demerger of Chintamnai unit of Archidply Industries limited, Company has received total Borrowings of Rs. 37 crores of Bank of Baroda which include 15 crores LC limit from Archidply Industries Limited and All these borrowings are still in the name of Archidply Industries Limited)

b. Unsecured loans

Body Corporates*	1,130,072	-
Directors*	-	1,815,960
	1,130,072	1,815,960

(* Interest free loan, repayable on demand)

	211,272,532	221,615,457
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Note 19: TRADE PAYABLES

- Micro, Small & Medium (PY-not identified)	6,622,227	-
- Others*	71,013,262	98,072,170
(It includes Reverse Factoring with Yes bank and LC payable)	77,635,490	98,072,170

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 20: OTHER FINANCIAL LIABILITIES

Particular	As at 31.03.2020	As at 31.03.2019
Current Maturities of long term debt		
- Term Loan	1,657,132	7,256,072
Other Payables*	11,608,253	15,634,127
*(It includes Statutory dues and expenses payable)		
	13,265,385	22,890,199

NOTE 21: CURRENT PROVISIONS

a. Provision for Employee Benefits		
Provision for gratuity	1,298,640	908,528
Provision for leave encashment	1,988,008	1,251,587
Other Employee Provisions	4,972,570	6,916,944
	8,259,218	9,077,059
b. Others		
Provision for Cash Discount	-	1,556,148
Provision for Other Expense	2,583,113	-
	2,583,113	1,556,148
	10,842,331	10,633,207

NOTE 22: OTHER CURRENT LIABILITIES

a. Income received in advance		
Advance from customers	6,520,270	-
	6,520,270	-

NOTE 23: REVENUE FROM OPERATIONS

Manufactured Goods	322,060,369	401,659,771
Trading Goods	78,993,508	153,371,069
Other sales	264,973	458,561
	401,318,850	555,489,401
Other Operating Revenue		
Other Operating Income	1,428,859	3,116,626
	1,428,859	3,116,626
	402,747,709	558,606,027
Particular of sale of products		
Decorative Laminate	1,388,722	-
Pre Lamin Board	39,490,757	122,271,477
Plywood/Blockboard	101,731,614	132,461,984
Decorative Plywood/Veneer	240,363,820	270,301,243
Others	18,343,937	30,454,697
	401,318,850	555,489,401

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 24: OTHER INCOME

Particular	As at 31.03.2020	As at 31.03.2019
Interest Received	12,550,691	11,369,260
Other Non Operating Income(including Foreign gain)	764,112	188,101
	13,314,802	11,557,361

NOTE 25: COST OF MATERIAL CONSUMED**a Raw Material Consumed**

Opening Stock	204,445,408	215,845,798
Add: Purchases	167,327,580	246,560,388
Less: Closing Stock	192,032,153	204,445,408
	179,740,835	257,960,778

Imported and Indigenous Raw Materials Consumed:

	Year Ended 31.03.2020		Year Ended 31.03.2019	
	%	Amount	%	Amount
Imported	68.71%	123,494,926	56.89%	146,747,436
Indigenous	31.29%	56,245,909	43.11%	111,213,342
	100%	179,740,835	100%	257,960,778

Break up of Raw Materials Consumed (As certified by Management)

	Year Ended 31.03.2020		Year Ended 31.03.2019	
	Qty	Amount	Qty	Amount
Paper in Kgs	28,368	6,976,673	61,410	14,564,994
Timber in Cum	62	12,823,475	152	41,169,918
Veener(incl own production) in sq. mtr	415,016	38,017,775	184,695	15,707,124
Chemicals in Kgs	145,276	3,897,608	214,736	6,469,988
Plywood/Particle Boards/MDF in sq. mtr	960,778	117,339,451	1,951,520	179,834,483
Others	-	685,852	-	214,271
	1,549,499	179,740,835	2,412,513	257,960,778

NOTE 26: PURCHASE OF STOCK IN TRADE

Plywood and Block Board	62,830,903	119,249,346
Veneers	-	213,000
Others	-	332,079
	62,830,903	119,794,425

NOTE 27: CHANGES IN INVENTORY OF FINISHED GOODS, STOCK IN PROCESS & STOCK IN TRADE

Finished Goods & WIP	84,063,461	73,292,204
Stock-in-Trade	7,673,033	7,765,643
Inventories (at commencement)		
Finished Goods & WIP	73,292,204	55,988,459
Stock-in-Trade	7,765,644	8,185,337
(Increase) / Decrease in Stock	(10,678,647)	(16,884,050)

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 28: EMPLOYEE BENEFIT EXPENSES

Particular	As at 31.03.2020	As at 31.03.2019
Salaries and Wages	59,539,467	76,410,252
Director Remuneration	30,000	-
Club Membership Fees	89,295	91,599
Contribution to and provisions for provident and other funds	3,322,560	6,678,654
Staff Welfare Expenses	838,192	839,760
	63,819,514	84,020,265

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

Particulars	Year ended March 31st 2020 (Rs.)	Year ended March 31st 2019 (Rs.)
Salary & Perks	-	-
Sitting Fees	30,000	-
Club Membership	89,295	91,599

NOTE 29 FINANCE COST

Interest on Term Loans	507,002	1,016,227
Interest on Working Capital borrowings	22,369,575	21,455,087
Other Interest	257,617	313,580
Bank charges, L C Charges & Discounting Charges	3,716,722	5,671,793
Processing Charges	994,627	591,910
	27,845,542	29,048,598

Interest on Term Loans	507,002	1,016,227
Interest on Working Capital borrowings	22,369,575	21,455,087
Other Interest	257,617	313,580
Bank charges, L		

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 30: OTHER EXPENSES

Particular	As at 31.03.2020	As at 31.03.2019
a Manufacturing Expenses		
Stores and Spares consumed *	10,050,357	11,249,125
Packing Charges	2,498,608	3,840,859
Processing Charges	1,424,513	-
Power and fuel consumed	5,033,902	6,810,835
Repairs to Plant and Machinery	978,564	872,046
Repairs to Others	212,571	262,660
	20,198,514	23,035,525

*Imported and Indigenous Stores and Spare Parts Consumed:

Particular	Year Ended 31.03.2020		Year Ended 31.03.2019	
	%	Amount	%	Amount
Imported	4%	449,979	36.73%	4,131,661
Indigenous	96%	9,600,378	63.27%	7,117,464
	100%	10,050,357	100%	11,249,125

b Selling, Distribution, Administrative and Other Expenses

Particular	As at 31.03.2020	As at 31.03.2019
Rent	5,603,287	5,074,816
Rates and Taxes	1,758,602	698,806
Printing and Stationery	469,997	533,290
Postage, Telephone and Telegram	1,256,938	1,388,960
Insurance	1,633,901	1,858,638
Legal, License and Professional Fees	609,500	1,054,849
Repairs & Maintenance Expenses	944,137	1,752,870
Auditors Remuneration	175,330	5,900
Advertisement	107,380	602,866
Travelling and conveyance	9,203,686	10,446,514
Commission on sales and samples	119,876	1,839,551
Sample Folders Sales	1,373,530	2,118,991
Freight, forwarding and other expenses	13,765,321	20,646,089
Vehicle Running Expenses	482,927	619,172
Sales Promotion Expenses	7,060,120	12,234,634
Discount & Rebates	12,957,250	15,826,288
Bad debts written off	5,193,671	(69,222)
Foreign Exchange	3,413,145	6,448,088
CSR Discharged	122,027	132,664
Other Expenses	2,378,242	8,142,530
Preliminary Expenses	18,902	18,902
Loss on sale of Fixed Assets	-	-
	68,647,769	91,375,196
Grand Total(a + b)	88,846,283	114,410,720

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 30 Continued

Particular	Year Ended 31.03.2020	Year Ended 31.03.2019
a) Statutory Audit Fee	75,000	5,900
b) Tax Audit Fee	25,000	-
c) GST Audit fee	55,000	-
d) other Consultancy fee	20,330	-
Total	175,330	5,900

NOTE 31. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF:

Particular	Year Ended 31.03.2020		Year Ended 31.03.2019	
	%	Amount	%	Amount
i) Raw Materials	99.62%	116,641,723	97.60%	166,575,439
ii) Stores and spare parts	0.38%	443,857	1.26%	2,153,579
iii) Capital Goods	-	-	1.14%	1,948,800
Total	100.00%	117,085,580	100.00%	170,677,818

NOTE 32: EXPENDITURE IN FOREIGN CURRENCY

Particular	Year Ended 31.03.2020	Year Ended 31.03.2019
a) Foreign travelling	521,004	538,010
b) Import of Goods	131,479,874	170,677,818
	132,000,877	171,215,828

NOTE 33 : EARNINGS IN FOREIGN CURRENCY

Particular	Year Ended 31.03.2020	Year Ended 31.03.2019
Export of goods	-	-
	-	-

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 34: CONTINGENT LIABILITIES & COMMITMENTS(TO THE EXTENT NOT PROVIDED FOR)

Particular	Year Ended 31.03.2020	Year Ended 31.03.2019
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 cervat 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

Note: 35 Demerger of Company

The Board of Directors in the meeting held on 30th May 2018 have approved the scheme of arrangement for demerger of Chintamani Unit of Archidply Industries Limited into Archidply Décor Limited subject to necessary approval of Creditors, Banks, Stock Exchange and National Company Law Tribunal under the Company's Act and other applicable laws.

During the year, Archidply Industries Limited has received the Order dated 8th January, 2020 of the Hon'ble National Company Law Tribunal (NCLT) Allahabad Bench, Allahabad approving demerger of Chintamani Undertaking of Archidply Industries Limited and has been given effect during the current financial year w.e.f 01.04.2018. Accounting for the same has been described in detailed in point no.2 of Significant Accounting Policy.

Note 36 : 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.

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.1,22,027/- (P.Y. Rs.1,32,664/-) 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 37 : 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 2020(Rs.)	Year ended march 31 st 2019(Rs.)
i) Net Profit After Tax (A) (Rs.)	(11,292,882)	(32,848,460)
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	(2.03)	(5.90)

As Profit and Loss for the year includes Profit /Loss of Chintamani unit of Archidply Industries Limited as per demerger scheme, for 01/04/2018 total number of shares company was obliged to issue are taken to arrive at Earning per share for both the years.

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

Note 38 : 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 39 : 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)
- 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- Additional Director
- iv) Mr. Kukkehalli Raviraj Hegde - Additional Director
- v) Mr. Rajneesh Sharma- Company Secretary
- vi) Mr. Raj Kishore Prasad- Chief Financial officer

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 31.03.2020	Year ended 31.03.2019
Transactions with related parties:		
Archidply Industries Ltd		
Rent paid	1,20,000	1,20,000
ADL Panel Pvt Ltd.		
Interest Received	12,03,288	Nil
Key Management Personnel		
a) Remuneration to Director paid	Nil	Nil
b) Sitting fee paid	30,000	Nil
c) Salary paid to CFO and CS	8,69,252	Nil
d) Club Membership fee	89,295	91,599
Receivable from Related Parties		
a) Advances		
- The Mysore Chipboards Ltd.		
b) Interest Receivable		
- ADL Panel Pvt Ltd.	21,39,440	20,14,053
	10,82,959	Nil

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

Note: - 40 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 31-03-2020 is Rs 66,22,227/-.

NOTE 41: VALUATION OF GRATUITY**Actuarial Valuation Assumption Used for Valuation**

As the Company got employees only after demerger of Chintamani unit of Archidply Industries Limited separate calculation for previous year only for the demerged undertaking is not available, so Previous year figures are not given here.

Economic Assumptions

Date of Valuation	31st March 2020
Discount Rate	6.70%
Salary Escalation Rate	10.00%
Expected Rate of Return on Assets	N.A.
Attrition Rate	7.00%
Retirement Age	58 Years
Amounts in Balance Sheet at Period-End	31st March 2020
Closing Defined Defined Benefit Obligation	7,351,568
Closing Fair value of Plan Assets	-
Unrecognized Prior Service Cost	-
Limit under Para 59 (b)	-
Net Amount Recognized in Balance Sheet	7,351,568
Amounts Recognised in Statement of Profit & Loss at Period-End	1st April 2019 to 31st March 2020
Company Service Cost - CY	-
Interest Cost - CY	-
Expected Return on Assets - CY	-
Past Service Cost - CY	-
Actuarial (Gains)/Losses - CY	-
Other Adjustments - CY	-
Net Periodic Benefit Cost/(Income) - CY	-
Current / Non Current Bifurcation	31st March 2020
Current Liability	1,298,640
Non Current Liability	6,052,928
(Asset)/Liability Recognised in the Balance Sheet	7,351,568
Change in Defined Benefit Obligation during the period	1st April 2019 to 31st March 2020
Opening Defined Benefit Obligation	-
Current Service Cost	-
Interest Cost	-
Plan Participants' Contributions	-
Actuarial (Gain)/Loss	-
Acquisition/Divestiture - L	7,351,568
Benefits Paid	-
Past Service Cost	-
Currency Impact	-
Curtailments	-
Settlements	-
Closing Defined Benefit Obligation	7,351,568
Reconciliation of Amounts Recognised in Balance Sheet	31st March 2020
Op. Balance Sheet	-
P&L	-
Contributions/Benefits Paid	-
Acquisition / Divestiture	7,351,568
Other Adjustment	-
Cl. Balance Sheet	7,351,568

INDEPENDENT AUDITOR'S REPORT

To the Members of
M/S. ARCHIDPLY DÉCOR LIMITED

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **M/s. Archidply Décor Limited** (hereinafter referred to as "the Holding Company"), and its subsidiaries (collectively referred to as "the Group") which comprises the Consolidated Balance Sheet as at March 31, 2020, and the Consolidated Statement of Profit & Loss for the year ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Holding Company and its subsidiary as at March 31, 2020 and its consolidated Loss for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated 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 Consolidated 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 consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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 on the Consolidated Financial Statement.

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

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

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 Consolidated Financial Statements

The Holding 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 Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, cash flows and changes in equity of the Group 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 group 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 Consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the company included in the Group and its subsidiary are also responsible for overseeing the company's financial reporting process of the Group and its subsidiary.

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 Consolidated 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 group 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 Consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated 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 consolidated 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 section 143(3) of the Companies Act, based on our audit and the other financial information of subsidiary, we report to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - 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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other Comprehensive Income and Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of Holding Company and its Subsidiary company, none of the directors of Holding and subsidiary company is disqualified as on 31st March, 2020 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 with reference to these consolidated financial statements of the Holding Company and its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
 - g. 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 Holding 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 Holding Company and its Subsidiary 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 by Holding company and its subsidiary to the Investor Education and Protection Fund.

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

(KAMAL KISHORE)
Partner

Date : Bangalore
Date : 23/07/2020

M.No. 205819
UDIN: 20205819AAAADK3659

ANNEXURE - A 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") and its subsidiary as of 31 March 2020 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 Holding Company and its subsidiary 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 Group 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 consolidated 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 with reference to these Consolidated Financial Statements

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, to the best of our information and explanation given to us, the Holding Company and its subsidiary have, in all material respects, an adequate internal financial controls system over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements are operating effectively as at 31 March 2020, 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: 20205819AAAADK3659

Date : Bangalore
Date : 23/07/2020

Consolidated Balance Sheet as at 31 March 2020

	Notes	As at 31 March 2020
A. ASSETS		
1. NON-CURRENT ASSETS		
(a) Property, plant and Equipment	2	170,886,718
(b) Capital Work-in Progress	2	-
(c) Goodwill	2	-
(d) Other Intangible Assets	2	-
(e) Investment Property	3	-
(f) Financial Assets		
i) Investments	4	24,350
ii) Loans	5	110,243,114
iii) Others	6	1,000,486
(g) Deferred tax Asset (Net)	7	91,480
(h) Other non current assets	8	23,467,673
Total Non current assets		305,713,820
2. CURRENT ASSETS		
(a) Inventories	9	289,722,574
(b) Financial Assets		
i. Trade Receivables	10	158,773,190
ii. Cash and cash equivalent	11	12,567,986
iii. Bank balances other than cash and cash equivalent	12	39,366,582
(c) Current Tax Assets(net)	13	1,527,529
(d) Other current assets	14	30,227,648
Total Current Assets		532,185,509
TOTAL ASSETS		837,899,329
B. EQUITY & LIABILITIES		
1. EQUITY:		
(a) Equity Share Capital	15	55,662,500
(b) Other Equity		446,123,089
(c) Minority Interest		267,781
Total Shareholders Fund		502,053,370
2. NON-CURRENT LIABILITIES		
(a) Financial Liabilities		
i. Borrowings	16	2,240,000
(b) Provisions	17	11,772,698
Total Non-Current liabilities		14,012,698
3. CURRENT LIABILITIES		
(a) Financial Liabilities		
i. Borrowings	18	211,272,532
ii. Trade Payables	19	77,635,490
iii. Other financial liabilities	20	15,562,638
(b) Short term Provisions	21	10,842,331
(c) Other Current Liabilities	22	6,520,269
Total Current liabilities		321,833,261
TOTAL EQUITY & LIABILITIES		837,899,329

Notes from 01 to 41 form the integral part of Consolidated Financial statements

On behalf of the board of directors,

Shyam Daga
Managing Director
DIN: 00561803

Rajiv Daga
Director
DIN:01412917

As per our report of even date attached

For GRV & PK
Chartered Accountants
Firm Reg. No. 008099S

Raj Kishore Prasad
Chief Financial Officer
PAN:AJNPP9480B

Rajneesh Sharma
Company Secretary
M.No.: F5549

(Kamal Kishore)
Partner
Membership No. 205819
UDIN:20205819AAAADK3659

Place: Bangalore
Date : 23/07/2020

Consolidated Statement of Profit & Loss Account for the period March 31st,2020

	Schedule	Figures at the end of Current Reporting Period
INCOME :1		
Sale of Products	23	401,318,850
Other Operating Revenue	23	1,428,859
Revenue From Operations		402,747,709
Other Income	24	16,290,401
Prior Period Income(+)/(-)Expenditure		<u>(251,933)</u>
TOTAL INCOME		<u>418,786,177</u>
EXPENSES :		
Cost of Goods consumed	25	179,740,835
Purchase of Stock In Trade	26	62,830,903
Changes in Inventories of Finished Goods, Stock-in-process and stock-in-trade	27	(10,678,647)
Employee Benefit Expenses	28	63,844,514
Finance Cost	29	29,934,986
Depreciation & Ammortisation Expense	2	<u>14,439,638</u>
Other Expenses	30	<u>89,112,434</u>
TOTAL EXPENSES		<u>429,224,663</u>
PROFIT BEFORE TAXATION		(10,438,486)
Tax Expenses:		
Current Tax		148,513
Deferred Tax		259,392
Taxes of earlier year		<u>-</u>
PROFIT FOR THE YEAR		(10,846,391)
Other Comprehensive Income		
A i) Items that will not be reclassified to profit or loss		
Defined benefit plan actuarial gains/(losses)		
ii) Income Tax relating to items that will not be reclassified to profit or loss		
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		
	-	
Total Comprehensive Income for the year, net of tax of the Group		(10,846,391)
Profits Attributable To:		
Parent (To be trasferred to Balance Sheet)		<u>(11,065,172)</u>
Non-Controlling Interest		<u>218,781</u>
Earning Per Share (Rs.)		
Basic & diluted		(1.99)

Notes from 01 to 41 form the integral part of Financial statements

On behalf of the board of directors,

Shyam Daga
Managing Director
DIN: 00561803

Rajiv Daga
Director
DIN:01412917

As per our report of even date attached
For GRV & PK
Chartered Accountants
Firm Reg. No. 008099S

Raj Kishore Prasad
Chief Financial Officer
PAN:AJNPP9480B

Rajneesh Sharma
Company Secretary
M.No.: F5549

(Kamal Kishore)
Partner
Membership No. 205819
UDIN:20205819AAAADK3659

Place: Bangalore
Date : 23/07/2020

Statement of Cash Flows for the year ended 31 March 2020

(Amount in Rs.)

	For the year ended	
	31 March 2020	31 March 2019
A. Cash flows arising from operating activities		
Net Profit/(Loss) Before Tax	(11,033,490)	(33,190,895)
Add: Depreciation	14,439,638	15,003,547
Interest Paid	22,876,577	29,048,598
Loss on Sale of FA	-	-
Less: Other comprehensive (Income)/loss	-	25,272
	26,282,724	10,835,978
Less: Profit on sale of machinery	-	-
Interest Received	12,550,691	11,369,260
	13,732,034	(533,282)
Operating profit before working capital change		
(Increase)/Decrease in Inventory	2,842,183	(4,761,698)
(Increase)/Decrease in Debtors	16,049,608	46,151,607
(Increase)/Decrease in Loans & Advances	41,012,246	(17,305,929)
Increase/(Decrease) in Trade Payables	(20,436,680)	(119,060,621)
Increase/(Decrease) in Provisions	(1,511,523)	4,594,139
Increase/(Decrease) in other current liabilities	2,494,395	(8,073,124)
Cash flow from Operations	54,182,263	(98,988,908)
Payment of Income Tax	1,093,128	866,961
Net Cash Flow from Operating Activities	53,089,134	(99,855,868)
B. Cash flows arising from Investment activities		
Inflows:		
Receipt/(Lending) of Loans and Advance	-	-
FD matured	-	3,588,899
Sale of Investment	-	2,500,000
Interest Received	12,550,691	11,369,260
Outflows:		
Loans & Advances Advanced	6,705,960	6,264,486
Investment in Fixed Assets	365,708	6,035,163
Change in WIP	-	(41,214)
FD Made with bank	16,879,052	515,798
Purchase of Investment	51,000	-
	(11,451,029)	4,683,926
C. Cash flows arising from finance activities		
Inflows:		
Issue of Share capital	-	-
Proceeds from Demerger Reconstruction account	-	28,431,876
Proceeds of Loan	-	82,896,738
Outflows:		
Repayment of Loan	17,252,220	-
Interest paid	22,876,577	29,048,598
	(40,128,797)	82,280,016
Cash flow from all activities-(A+B+C)	1,509,308	(12,891,925)
Add: Cash & cash equivalents at beginning of the year	8,803,849	21,695,774
Cash & cash equivalents at year end of the year	10,313,157	8,803,849

Notes from 01 to 42 form the integral part of Financial statements

On behalf of the board of directors,

Shyam Daga
Managing Director
DIN: 00561803

Raj Kishore Prasad
Chief Financial Officer
PAN:AJNPP9480B

Place: Bangalore
Date : 23/07/2020

Rajiv Daga
Director
DIN:01412917

Rajneesh Sharma
Company Secretary
M.No.: F5549

As per our report of even date attached

For GRV & PK
Chartered Accountants
Firm Reg. No. 008099S

(Kamal Kishore)
Partner
Membership No. 205819
UDIN:20205819AAAADK3659

Consolidated Statement of changes in equity

Particulars	(As at 31st March 2020)				
	Share Premium	Retained Earnings Income	Other Comprehensive	Capital Subsidy	Total Other Equity
Opening Balance	294,832,183	217,535,413	(16,835)	-	512,350,761
Add: Profit for the Period	-				-
Add: Other Comprehensive Income/(Loss)			-		-
Less: Shares issued to Archidply Industries Limited shareholders*		55,162,500			55,162,500
Total Comprehensive Income for the period	294,832,183	151,307,741	(16,835)	-	446,123,089
Closing Balance	294,832,183	151,307,741	(16,835)	-	446,123,089

* * 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.

On behalf of the board of directors,

Shyam Daga
Managing Director
DIN: 00561803

Rajiv Daga
Director
DIN:01412917

As per our report of even date attached

For GRV & PK
Chartered Accountants
Firm Reg. No. 008099S

Raj Kishore Prasad
Chief Financial Officer
PAN:AJNPP9480B

Rajneesh Sharma
Company Secretary
M.No.: F5549

(Kamal Kishore)
Partner
Membership No. 205819
UDIN:20205819AAAADK3659

Place: Bangalore
Date : 23/07/2020

Note: - 1 SIGNIFICANT ACCOUNTING POLICIES**1. Principles of Consolidation**

The Consolidated Financial Statements (CFS) relates to Archidply Décor Limited. (Holding Company), its Subsidiaries viz. ADL Panel Pvt. Ltd.

Subsidiaries :-

The Company determines the basis of Control in line with the requirements of AS – 21, Consolidated Financial Statements. Subsidiaries are entities controlled by the Group. The Group Controls an entity when it is exposed to, or has rights to variable returns from its involvement with the entity and has ability to affect those returns through its power over the entity. The Financial Statements of the subsidiaries are included in the Consolidated Financial Statements from the date on which control commences until the date on which control ceases. All intra-Group balances, transactions, income & expenses are eliminated in full on consolidation.

Minority Interests in the net assets of consolidated subsidiaries are identified separately from the Company's equity.

The Company accounts for its share of post acquisition changes in net assets of Subsidiaries, after eliminating unrealized profits and losses resulting from transactions between the group to the extent of its share, if any, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the Subsidiaries, Statement of Profit and Loss and through its reserves for the balance based on available information.

As far as possible, the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements. The financial statements of the Subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2020.

Subsidiary Company considered in the consolidated financial statements :

Name of Entity	Date of purchase of Shares	Direct Ownership %age in subsidiary	Nature	Country of Incorporation
ADL panel Pvt. Ltd.	06/12/2019	51%	Subsidiary	India

2. Corporate Information:

Archidply Décor Limited (the 'Company') is a limited 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 of:

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

It has branches and dealers' network spread all over the country. 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 is in process of getting listed in Bombay Stock Exchange Ltd.(BSE) and National Stock Exchange of India(NSE).

The Board of Directors of the Company and Archidply Industries Limited at their meeting held on 30th May, 2018, had pursuant to the provisions of 230 to 232 read along with Section 52 and 66 of the Companies Act, 2013, and subject to the approval of the shareholders, National Company Law Tribunal (NCLT), Stock Exchanges where the shares of the Archidply Industries Limited are listed and other relevant Authorities, approved the Scheme of Arrangement between Archidply Industries Limited (Demerged Company) and Archidply Décor Limited (Resulting

company). The Scheme of Arrangement involved for Demerger and transfer of the Demerged Undertaking i.e. “Chintamani Undertaking” of the Archidply Industries Limited into the Company.

During the year, Archidply Industries Limited has received the Order dated 8th January, 2020 of the Hon’ble National Company Law Tribunal (NCLT) Allahabad Bench, Allahabad approving demerger of Chintamani Undertaking of Archidply Industries Limited into the Company and has been given effect during the current financial year with effective from 31st January, 2020.

The appointed Date for the Scheme of Arrangement is 1st April, 2018

Pursuant to the Scheme of Arrangement (the ‘Scheme’), duly sanctioned by the National Company Law Tribunal (NCLT), Allahabad Bench vide Order dated 8th January 2020, with effect from the Appointed Date i.e., 1st April 2018, all assets, liabilities including the business of Decorative Veneers, Particle Boards, Garjan based Plywoods and allied products of Chintamani unit, Karnataka, its branches/administrative and marketing offices of the above respective businesses of the Archidply Industries Limited stands transferred into Company “Archidply Decor Limited”, (‘the resulting company’ or ‘ADL’).

The Scheme of Demerger has been accounted for in terms of the order of Hon’ble National Company Law Tribunal as provided for in the Scheme.

3. 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 2020 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.

Accounting Treatment for Demerger Scheme

The assets and liabilities forming part of the Demerged Undertaking of Archidply Industries limited has been transferred to the Company “Archidply Décor Limited” the Resulting Company at their respective carrying amounts (i.e. the book value) at the Appointed Date i.e 01st April, 2018;

The assets and liabilities of the Demerged Company i.e Archidply industries limited relating to Demerged Undertaking transferred to Resulting Company i.e Archidply Décor Limited as on appointed date i.e 01-04-2018 are as follows:

Particulars	Amount in Rupees
I. Liabilities Transferred from Demerged Company	
Non Current Liabilities	1,18,49,512
Current Liabilities	39,97,64,365
otal (I)	41,16,13,877
II Shareholders Funds (Reserve & Surplus)	
Securities Premium	29,48,32,183
Reserve & Surplus	25,04,15,168
Total (II)	54,52,47,351
Total (I+II)	95,68,61,228
III. Assets Transferred from Demerged Company	
Non Current Assets	32,19,57,776
Current Assets	57,00,24,969
Total (III)	89,19,82,745
Demerger Reconstruction Account (I+II-III)	6,48,78,483

The Scheme became effective on 1st February, 2020 when the order sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad was filed with the Registrar of Companies, with an appointed date of April 1, 2018.

The Company, has in consideration of the transfer of the Demerged Undertaking by the Demerged Company i.e ALL to the Resulting Company i.e ADL, in terms of this scheme, issued one (1) new Equity share of the Company of the face value of Rs.10/- each fully paid up for every four (4) Equity Shares of the face value of Rs. 10/- each fully paid up held by him / her / it in the Demerged Company as on the Record date i.e. 14.02.2020. Accordingly, the Board of Directors of the Company at their Board Meeting held 20th February, 2020 has issued 55,16,250 Equity shares of Rs. 10/- each to the shareholders of Archidply Industries Limited (Demerged company).

The "Scheme of Arrangement" ("the Scheme") involved transfer of the Chintamani Undertaking to a "Resulting Company" (Archidply Décor Limited) whose equity shares will be listed in BSE Limited and National Stock Exchange of India Limited(NSE) and for which listing application has been made and the listing approval is awaited.

The NCLT order was considered to give effect to the transferred business with effect from the Appointed Date of 1 April 2018 and accordingly standalone financial statements for the year ended 31 March 2019, have been revised /revised/reclassified in accordance with the Scheme.

The Bankers of the Company has earlier given the acceptance & NOC for the scheme of demerger approved by the Hon'ble NCLT, Allahabad. However, the credit facilities sanctioned by the Bank are still continuing in the name of the Demerged Company i.e Archidply Industries Limited and approval of the proposal of the bifurcation of the limits among the Company and Demerged Company i.e Archidply Industries Limited is still in process.

The Company has already given the applications for giving the effect of the Scheme with the various statutory authorities i.e. GST, PF, Customs, etc. which are still in process. However the effect of the same has been given in the books of account as per the scheme approved

4. 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.

5. Property, Plant and Equipment

- Property, Plant and Equipment received on account of demerger scheme i.e demerger of Chintamani unit of Archidply Industries Limited into the Company are at Carrying cost which is original cost less Depreciation of the erstwhile Company Archidply Industries Limited.

- 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 :

Buildings – 30 to 60 years
 Plant and Machinery - 15 years
 Furniture and Fixtures - 10 years
 Vehicles - 8 to 10 years
 Office Equipments - 5 to 10 years
 Computers – 3 years

6. 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.

7. 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.

8. 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.

9. 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 whichever 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.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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.

NOTE : 2 FIXED ASSETS ANNEXURE AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2020

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK AS ON 31.03.2020	
	ORIGINAL COST AS ON 01.04.2019 TO 31.03.2020	ADDITION 01.04.2019 TO 31.03.2020	SALES 01.04.2019 TO 31.03.2020	TOTAL GROSS BLOCK 31.03.2020	UPTO 31.03.2019	FOR THE PERIOD 01.04.2019 TO 31.03.2020	DEPRECIATION ON SALES	TOTAL DEPRECIATION 31.03.2020		ADJUST-MENTS
A) TANGIBLE ZASSETS:										
FREE HOLD LAND	36,080,291	-	-	36,080,291	-	-	-	-	-	36,080,291
BUILDINGS	119,182,852	97,045	-	119,279,897	34,493,515	3,614,268	-	38,107,783	-	81,172,114
PLANT AND MACHINERES	139,256,960	-	-	139,256,960	92,798,968	6,478,153	-	99,277,122	-	39,979,838
ELECTRICAL EQUIPMENTS	11,411,334	-	-	11,411,334	10,536,661	389,172	-	10,925,833	-	485,501
WATER SUPPLY INSTALLATION	1,627,561	-	-	1,627,561	1,179,759	73,045	-	1,252,804	-	374,757
LABORATORY EQUIPMENTS	362,571	-	-	362,571	320,312	12,323	-	332,635	-	29,936
FURNITURES AND FIXTURES	10,960,250	242,730	-	11,202,980	3,451,706	1,838,905	-	5,290,611	-	5,912,369
OFFICE EQUIPMENTS	2,917,748	-	-	2,917,748	1,469,226	378,741	-	1,847,967	-	1,069,781
COMPUTERS	1,981,103	25,932	-	2,007,035	1,524,252	310,399	-	1,834,650	-	172,385
VEHICLES	12,225,637	-	-	12,225,637	5,271,259	1,344,632	-	6,615,891	-	5,609,746
SUB TOTAL	336,006,307	365,707	-	336,372,014	151,045,659	15,003,546	-	165,485,296	-	170,886,718
B) CAPITAL WORK IN PROGRESS										
CAPITAL WIP	-	-	-	-	-	-	-	-	-	-
TOTAL	336,006,307	365,707	-	336,372,014	151,045,659	14,439,638	-	165,485,296	-	170,886,718
PREVIOUS YEAR	330,012,359	7,111,101	1,117,153	336,006,307	136,042,113	15,003,546	-	151,045,659	-	184,960,648
										193,970,246

Note 3 : Investment Property : NIL**Note 4 : Investments**

Particulars	As at 31 March 2020
a Unquoted Investments in Equity Shares	
ADL Panel Pvt Ltd [5100 equity shares of Rs 10 each(PY Nil)] 51%	-
	-
b Other Investment	
National Savings Certificate	24,350
	24,350
Total Investment	24,350

NOTE 5: LOANS & ADVANCES

Unsecured, Considered Good
Loan to Others

110,243,114

110,243,114

NOTE 6: OTHER NON-CURRENT FINANCIAL ASSETS

Balance With Banks

- Fixed Deposit for Margin Money
(Maturity period more than 1 year)

1,000,486

1,000,486

NOTE 7: DEFERRED TAX ASSETS

Opening deferred tax asset
Deferred tax (Liability)/Asset arising in current year on
account of timing difference

350,872

1. Depreciation

331,821

2. Gratuity

(172,347)

3. Leave Encashment

36,414

4. Provisions

(455,280)

(259,392)

91,480

NOTE 8: OTHER NON-CURRENT ASSETS**a. For Plant & Machinery**

1,529,909

1,529,909

1,529,909

b Advances Other then Capital Advances

i) Security Deposits

7,091,406

iii) Other Advances

- Balance With Revenue Authorities

2,110,626

- Other advances for supply

12,697,924

21,899,956

c. Preliminary Expenses

Less: 1/5 written off

56,710

18,902

37,808

d Demerger Reconstruction account

-

Total Other Non Current Assets

23,467,673

Particulars	As at 31 March 2020
Note 9: Inventories	
(As taken, valued and certified by the management)	
Raw Materials	192,032,153
Finished Goods	91,736,494
Stores, Spares & Consumption	5,953,927
	289,722,574
NOTE 10: TRADE RECEIVABLES	
a) Unsecured, Considered good	
Debtors outstanding for a period exceeding 6 months	71,694,214
Other Debts (includes Related Party Nil (P.Y Nil/-))	87,078,976
(Maturity period more than 1 year)	
	158,773,190
NOTE 11: CASH & CASH EQUIVALENTS	
a) Balances with Banks	
- Balances in current accounts	11,510,827
b) Cheques, Drafts on hand	-
c) Cash in hand	1,057,158
	12,567,986
NOTE 12: BANK BALANCES OTHER THEN CASH & CASH EQUIVALENTS	
Deposit for Margin Money	39,366,582
	39,366,582
NOTE 13: CURRENT TAX ASSETS	
Advance Tax & TDS Receivable	1,258,135
(Net of provision and current tax)	
	1,258,135
NOTE 14: OTHER CURRENT ASSETS	
a) Loans and Advances (Related Party)	
Advances	2,139,440
Interest Receivable	-
b) Others	
Prepaid expenses	1,456,326
Balance With Revenue Authorities	83,880
Other Loans & Advances	26,548,002
	30,227,648
NOTE 15: EQUITY SHARE CAPITAL	
AUTHORIZED	
60,00,000 Equity Shares of Rs. 10.00 each (P.Y 100,000 Equity Shares of Rs. 10 each)	60,000,000
ISSUED, SUBSCRIBED, AND PAID UP	
55,66,250 Equity Shares of Rs. 10.00 each (Previous year 50,000 shares of Rs.10 each)	55,662,500
	55,662,500

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

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

Name of Shareholder	As at 31.03.2020	
	No of Shares	% of Shares
Shyam Daga	168,421	3.03
Arpita daga	24,950	0.45
Assam Timber Products Pvt Ltd	1,102,937	19.81
Vanraj Suppliers Pvt Ltd	985,877	17.71
Ravi Marketing Services Pvt Ltd	706,962	12.70
The Mysore Chipboards Limited	449,357	8.07

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

Particular	As at 31.03.2020
Outstanding as at beginning of the reporting period	50,000
Add: Shares issued during the year on 20.02.2020 on account of Demerger of Chintamani unit of Archidply industries Limited into the Company as per NCLT order approved	5,516,250
Outstanding as at end of the Reporting period	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.

NOTE 16: FINANCIAL NON-CURRENT BORROWINGS

A. SECURED

TERM LOANS - VEHICLE*			537,132
TERM LOANS - BUSINESS#			3,360,000
			3,897,132
Particulars	No of Shares	Final Payment	As at 31st March 2020
TERM LOANS - VEHICLE			
- Advait Motors Pvt. Ltd.	8.87%	Sep-20	537,132
- BOB	10.02%	Apr-23	3,360,000
- Vijaya Bank	10.50%	Nov-19	-
			3,897,132
Less: Current maturities of long term debt			1,657,132
			2,240,000
(*Secured by certain vehicles, term loan repayable within 3 to 5 years in equal monthly installments)			
(#Secured by fixed assets, term loan repayable within 3 to 5 years in equal monthly installments)			
(Following Term loan with Advait Motors Pvt Ltd, BOB and Vijaya Bank are 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)			2,240,000

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

Note 17: PROVISIONS

Particular	As at 31.03.2020
Provision for Employee Benefits	
Provision for Gratuity	7,351,568
Less: Short Term Provision	1,298,640
	6,052,928
Provision for Leave Encashment	7,707,778
Less: Short Term Provision	1,988,008
	5,719,770
	11,772,698

Note 18: FINANCIAL CURRENT BORROWINGS

Particular	As at 31.03.2020
a. Secured	
Repayable on demand	
Bank overdraft/Cash Credit	210,142,460
	210,142,460

Particulars	Interest Rate Base	Interest Rate	
	BOB	MCLR+1.70%	210,142,460

(*Secured by hypothecation of Stock and book debts of the company both present and future and second charge on fixed assets both present and future of the company and personal guarantee of promoter directors.)

(On account of Demerger of Chintamnai unit of Archidply Industries limited, Company has received total Borrowings of Rs. 37 crores of Bank of Baroda which include 15 crores LC limit from Archidply Industries Limited and All these borrowings are still in the name of Archidply Industries Limited)

b. Unsecured loans	
Body Corporates*	1,130,072
Directors*	-
	1,130,072

(* Interest free loan, repayable on demand)

	211,272,532
--	-------------

Note 19: TRADE PAYABLES

- Micro, Small & Medium (PY-not identified)	6,622,227
- Others*	71,013,262
*(It includes Reverse Factoring with Yes bank and LC payable)	77,635,490

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 20: OTHER FINANCIAL LIABILITIES

Particular	As at 31.03.2020
Current Maturities of long term debt	
- Term Loan	1,657,132
Other Payables*	11,608,253
*(It includes Statutory dues and expenses payable)	
	13,265,385

NOTE 21: CURRENT PROVISIONS

a. Provision for Employee Benefits	
Provision for gratuity	1,298,640
Provision for leave encashment	1,988,008
Other Employee Provisions	4,972,570
	8,259,218
b. Others	
Provision for Cash Discount	-
Provision for Other Expense	2,583,113
	2,583,113
	10,842,331

NOTE 22: OTHER CURRENT LIABILITIES

a. Income received in advance	
Advance from customers	6,520,270
	6,520,270

NOTE 23: REVENUE FROM OPERATIONS

Manufactured Goods	322,060,369
Trading Goods	78,993,508
Other sales	264,973
	401,318,850
Other Operating Revenue	
Other Operating Income	1,428,859
	1,428,859
	402,747,709
Particular of sale of products	
Decorative Laminate	1,388,722
Pre Lamin Board	39,490,757
Plywood/Blockboard	101,731,614
Decorative Plywood/Veneer	240,363,820
Others	18,343,937
	401,318,850

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 24: OTHER INCOME

Particular	As at 31.03.2020
Interest Received	15,526,290
Other Non Operating Income(including Foreign gain)	764,112
	16,290,401

NOTE 25: COST OF MATERIAL CONSUMED**a Raw Material Consumed**

Opening Stock	204,445,408
Add: Purchases	167,327,580
Less: Closing Stock	192,032,153
	179,740,835

Imported and Indigenous Raw Materials Consumed:

	Year Ended 31.03.2020	
	%	Amount
Imported	68.71%	123,494,926
Indigenous	31.29%	56,245,909
	100%	179,740,835

Break up of Raw Materials Consumed (As certified by Management)

	Year Ended 31.03.2020	
	Qty	Amount
Paper in Kgs	28,368	6,976,673
Timber in Cum	62	12,823,475
Veener(incl own production) in sq. mtr	415,016	38,017,775
Chemicals in Kgs	145,276	3,897,608
Plywood/Particle Boards/MDF in sq. mtr	960,778	117,339,451
Others	-	685,852
	1,549,499	179,740,835

NOTE 26: PURCHASE OF STOCK IN TRADE

Plywood and Block Board	62,830,903
Veneers	-
Others	-
	62,830,903

NOTE 27: CHANGES IN INVENTORY OF FINISHED GOODS, STOCK IN PROCESS & STOCK IN TRADE

Finished Goods & WIP	84,063,461
Stock-in-Trade	7,673,033
Inventories (at commencement)	
Finished Goods & WIP	73,292,204
Stock-in-Trade	7,765,644
(Increase) / Decrease in Stock	(10,678,647)

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 28: EMPLOYEE BENEFIT EXPENSES

Particular	As at 31.03.2020
Salaries and Wages	59,539,467
Director Remuneration	55,000
Club Membership Fees	89,295
Contribution to and provisions for provident and other funds	3,322,560
Staff Welfare Expenses	838,192
	63,844,514

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

Particulars	Year ended March 31st 2020 (Rs.)
Salary & Perks	-
Sitting Fees	55,000
Club Membership	89,295

NOTE 29 FINANCE COST

Interest on Term Loans	507,002
Interest on Working Capital borrowings	22,369,575
Other Interest	2,347,061
Bank charges, L C Charges & Discounting Charges	3,716,722
Processing Charges	994,627
	29,934,986

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 30: OTHER EXPENSES

Particular	As at 31.03.2020
a Manufacturing Expenses	
Stores and Spares consumed *	10,050,357
Packing Charges	2,498,608
Processing Charges	1,424,513
Power and fuel consumed	5,033,902
Repairs to Plant and Machinery	978,564
Repairs to Others	212,571
	<u>20,198,514</u>

*Imported and Indigenous Stores and Spare Parts Consumed:

Particular	Year Ended 31.03.2020	
	%	Amount
Imported	4%	449,979
Indigenous	96%	9,600,378
	100%	10,050,357

b Selling, Distribution, Administrative and Other Expenses

Particular	As at 31.03.2020
Rent	5,603,287
Rates and Taxes	1,758,602
Printing and Stationery	469,997
Postage, Telephone and Telegram	1,256,938
Insurance	1,633,901
Legal, License and Professional Fees	850,651
Repairs & Maintenance Expenses	944,137
Auditors Remuneration	200,330
Advertisement	107,380
Travelling and conveyance	9,203,686
Commission on sales and samples	119,876
Sample Folders Sales	1,373,530
Freight, forwarding and other expenses	13,765,321
Vehicle Running Expenses	482,927
Sales Promotion Expenses	7,060,120
Discount & Rebates	12,957,250
Bad debts written off	5,193,671
Foreign Exchange	3,413,145
CSR Discharged	122,027
Other Expenses	2,378,242
Preliminary Expenses	18,902
Loss on sale of Fixed Assets	-
	<u>68,913,920</u>
Grand Total(a + b)	<u>89,112,434</u>

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 30 Continued

Particular	Year Ended 31.03.2020
a) Statutory Audit Fee	100,000
b) Tax Audit Fee	25,000
c) GST Audit fee	55,000
d) other Consultancy fee	20,330
Total	200,339

NOTE 31. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF:

Particular	Year Ended 31.03.2020	
	%	Amount
i) Raw Materials	99.62%	116,641,723
ii) Stores and spare parts	0.38%	443,857
iii) Capital Goods		-
Total	100.00%	117,085,580

NOTE 32: EXPENDITURE IN FOREIGN CURRENCY

Particular	Year Ended 31.03.2020
a) Foreign travelling	521,004
b) Import of Goods	131,479,874
	132,000,877

NOTE 33 : EARNINGS IN FOREIGN CURRENCY

Particular	Year Ended 31.03.2020
Export of goods	-
	-

Notes to Financial Statement for the year ended 31st March, 2020

(Amount in Rs.)

NOTE 34: CONTINGENT LIABILITIES & COMMITMENTS(TO THE EXTENT NOT PROVIDED FOR)

Particular	Year Ended 31.03.2020
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

Note 35 : Demerger of Company

The Board of Directors in the meeting held on 30th May 2018 have approved the scheme of arrangement for demerger of Chintamani Unit of Archidply Industries Limited into Archidply Décor Limited subject to necessary approval of Creditors, Banks, Stock Exchange and National Company Law Tribunal under the Company's Act and other applicable laws.

During the year, Archidply Industries Limited has received the Order dated 8th January, 2020 of the Hon'ble National Company Law Tribunal (NCLT) Allahabad Bench, Allahabad approving demerger of Chintamani Undertaking of Archidply Industries Limited and has been given effect during the current financial year w.e.f 01.04.2018. Accounting for the same has been described in detailed in point no.2 of Significant Accounting Policy.

Note 36 : 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.

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.1,22,027/- (P.Y. Rs.1,32,664/-) 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 37 : 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 2020(Rs.)
i) Net Profit After Tax (A) (Rs.)	(11,065,172)
ii) Weighted Average number of Equity Shares (B)	55,66,250
iii) Face Value Per Equity Share (Rs.)	10
iv) Earning Per Share (A-B) (Rs) – Basic & Diluted	(1.99)

As Profit and Loss for the year includes Profit/Loss of Chintamani unit of Archidply Industries Limited as per demerger scheme, for 01/04/2018 total number of shares company was obliged to issue are taken to arrive at Earning per share for both the years.

Note 38 : 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 39 : 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)
- 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- Additional Director
- iv) Mr. Kukkehalli Raviraj Hegde - Additional Director
- v) Mr. Rajneesh Sharma- Company Secretary
- vi) Mr. Raj Kishore Prasad- Chief Financial officer

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 31.03.2020	Year ended 31.03.2019
Transactions with related parties:		
Archidply Industries Ltd		
Rent paid	1,20,000	1,20,000
ADL Panel Pvt Ltd.		
Interest Received	12,03,288	Nil
Key Management Personnel		
a) Remuneration to Director paid	Nil	Nil
b) Sitting fee paid	30,000	Nil
c) Salary paid to CFO and CS	8,69,252	Nil
d) Club Membership fee	89,295	91,599
Receivable from Related Parties		
a) Advances - The Mysore Chipboards Ltd.		
b) Interest Receivable - ADL Panel Pvt Ltd.	21,39,440 10,82,959	20,14,053 Nil

Note 40 : 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 31-03-2020 is Rs 66,22,227/-.

NOTE 41: VALUATION OF GRATUITY

Actuarial Valuation Assumption Used for Valuation

As the Company got employees only after demerger of Chintamani unit of Archidply Industries Limited separate calculation for previous year only for the demerged undertaking is not available, so Previous year figures are not given here.

Economic Assumptions

Date of Valuation	31st March 2020
Discount Rate	6.70%
Salary Escalation Rate	10.00%
Expected Rate of Return on Assets	N.A.
Attrition Rate	7.00%
Retirement Age	58 Years
Amounts in Balance Sheet at Period-End	31st March 2020
Closing Defined Defined Benefit Obligation	7,351,568
Closing Fair value of Plan Assets	-
Unrecognized Prior Service Cost	-
Limit under Para 59 (b)	
Net Amount Recognized in Balance Sheet	7,351,568

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

Current / Non Current Bifurcation	31st March 2020
Current Liability	1,298,640
Non Current Liability	6,052,928
(Asset)/Liability Recognised in the Balance Sheet	7,351,568

Change in Defined Benefit Obligation during the period	1st April 2019 to 31st March 2020
Opening Defined Benefit Obligation	-
Current Service Cost	-
Interest Cost	-
Plan Participants' Contributions	-
Actuarial (Gain)/Loss	-
Acquisition/Divestiture - L	7,351,568
Benefits Paid	-
Past Service Cost	-
Currency Impact	-
Curtailments	-
Settlements	-
Closing Defined Benefit Obligation	7,351,568

Reconciliation of Amounts Recognised in Balance Sheet	31st March 2020
Op. Balance Sheet	-
P&L -	-
Contributions/Benefits Paid	-
Acquisition / Divestiture	7,351,568
Other Adjustment	-
Cl. Balance Sheet	7,351,568

ARCHIDPLY DECOR LIMITED

Regd. Office: Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar,
Uttarakhand -263153 CIN U20231UR2017PLC008626, Email- info@archidply.com
Website: www.archidplydecor.com PH: 05944-250270, FAX: 05944-250269

ATTENDANCE SLIP

Third Annual General Meeting – 30th September, 2020

Regd. Folio No..... No. of shares held.....

Or

DP ID

No.....

Client ID

No.....

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the Third Annual General Meeting of the Company being held on Wednesday, September 30, 2020 at 10.30 a.m. at the Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand - 263153.

Full name of the Member _____ Signature _____

Full name of the Proxy _____ Signature _____

Note:

1. Electronic copy of the Annual Report for 2020 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose Email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2020 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose Email Ids are not registered with the Company or have requested for a hard copy.

ARCHIDPLY DECOR LIMITED

Regd. Office: Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar,
Uttarakhand -263153 CIN U20231UR2017PLC008626, Email- info@archidply.com
Website: www.archidplydecor.com PH: 05944-250270, FAX: 05944-250269

Form No. MGT-11

PROXYFORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of
Companies (Management and Administration) Rules, 2014]

Venue of the meeting :

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

Date & Time : **WEDNESDAY 30TH SEPTEMBER 2020 at 10:30AM**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of Shares held	

I/We _____ of _____ being a member/members of Archidply Decor Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Third Annual General Meeting of the Company to be held on September 30TH, 2020 at 10:30 AM and at any adjournment thereof) in respect of such resolutions as are indicated below;

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Name: _____ Address: _____

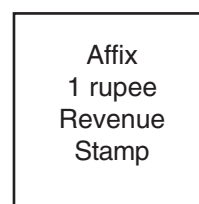
E-mail Id: _____ Signature: _____

Sl. No	Resolutions	Vote	
		Optional	See note 3
		For	Against
Ordinary Business			
1	Consider and adoption of audited financial statements for the year ended March 31, 2020, the Board's Report and Auditors thereon.		
2	Appointment of Mr. Rajiv Daga, who retires by rotation, being eligible, offers himself for re-appointment		
Special Business			
3.	Appointment of Mr. Shyam Daga as Chairman cum Managing Director for a period of 5 years		
4.	Appointment of Mr. K R Hegde , Additional Director as Director for a period of 5 years		
5.	Appointment of Mrs. Akshatha Rai ,Additional Director as Director for a period of 5 years		

This is optional. Please put a tick mark (v) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____
2. _____
3. _____



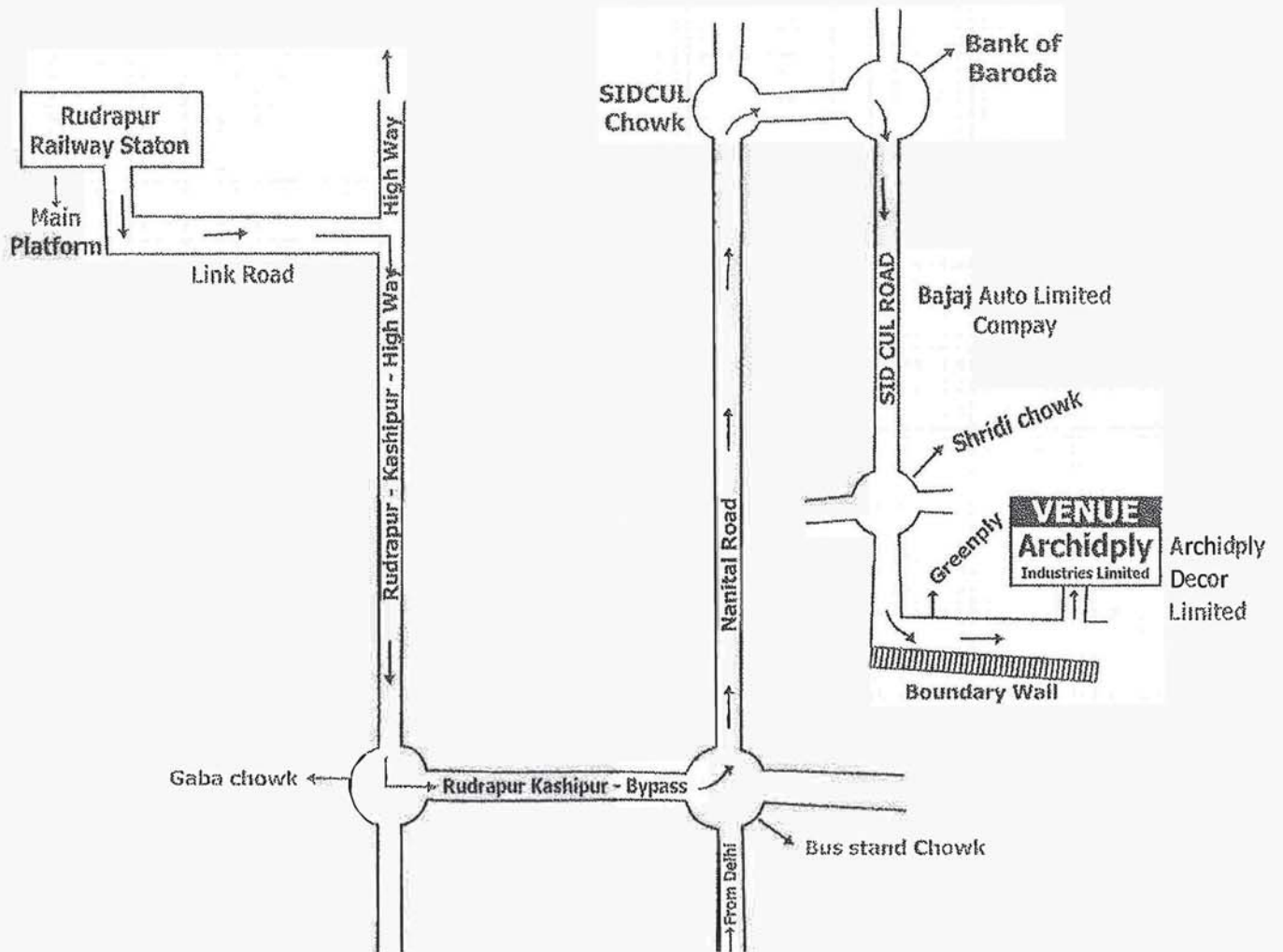
Signed this _____ day of _____ 2020

Signature of Proxy holder(s)

Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

ROUTE MAP FOR THE VENUE OF THE MEETING





Archidply Decor Limited

Corporate Office:

Ground Floor - Elixir, Chancery Pavilion,
Residency Road, Bangalore - 560025

Ph No: (080) 4371 4281

Registered Office:

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

Ph No: (05944) 250 270 | **Fax:** (05944) 250269

Email: bangalore@archidply.com

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CIN :U20231UR2017PLC008626