

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING (AGM) OF ARCHIDPLY DECOR LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2022 AT 12.30 P.M. AT THE REGISTRERED OFFICE OF THE COMPANY AT PLOT NO. 7, SECTOR - 9, INTEGRATED INDUSTRIAL ESTATES, SIDCUL, PANT NAGAR, DIST. UDAM SINGH NAGAR, RUDRAPUR, UTTARAKHAND, 263153 TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS

1. To consider and adopt (a) the audited standalone financial statements of the company for the financial year ended March 31, 2022, together with the reports of the board of directors and auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

**“RESOLVED THAT** the audited standalone financial statements of the company for the financial year ended March 31, 2022 and the reports of the board of directors and auditors thereon as circulated to the shareholders, be and are hereby considered and adopted.”

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 and being eligible offers himself for re appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajiv Daga (DIN:01412917), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby appointed as a director of the company, liable to retire by rotation.”

## SPECIAL BUSINESS:

3. Revision in the remuneration of Mr. Shyam Daga (DIN: 00561803), Chairman, CEO & Managing Director of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of 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 in the revision of the remuneration of Mr. Shyam Daga ( DIN : 0561803) as the Managing Director & CEO of the Company, w.e.f. 01.10.2022 for his remaining tenure on the terms and conditions as set out below :

Remuneration:

- a) Salary: Rs.2,60,400/- (Rupees Two lakh Sixty thousand Four Hundred only) per month with such annual increment (s) as the Board may decide from time to time, subject however, to a ceiling of Rs. 3,50,000/- (Rupees Three Lakhs fifty thousand only) per month.
- b) Perquisites:
  - i) Housing:
    - A) Residential accommodation or house rent allowance @60% of the salary.

- B) Expenses pertaining to electricity, water charges, telephone bills and all other expenses for the upkeep and maintenance thereof and the expenditure incurred thereon will be borne / reimbursed by the Company.
- C) Company shall provide such furniture, fixtures and furnishings as approved by the Board of Directors (which includes any committee thereof) of the Company from time to time.
- ii) Leave / Holiday Travel Expenses : Reimbursement of leave/ holiday Travel expenses (like travel fare, lodging ,boarding , conveyance and other expenses) incurred on one or more occasions in a year whether in India or abroad in respect of himself and family subject to the condition that reimbursement shall not exceed one month's basic salary per annum. The entitlement for any one year to the extent not availed shall be allowed to be accumulated up to next two years.
- iii) Medical Expenses: Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) for self and family, which shall include spouse, children and dependent parents, at actual.
- iv) Club Fees: Reimbursement of membership fees for one club in India including admission and life membership fees.
- v) Leave and encashment of leave: Leave with full pay or encashment thereof as per the rules of the Company.
- vi) Personal Accident Policy: Personal Accident Insurance Policy of such amount as may be decided by the Board of Directors (which includes any committee thereof ) the premium of which shall not exceed Rs. 100000/- per annum.
- vii) Contribution to Provident Fund, Superannuation or Annuity Fund: The company's contribution to Provident Fund and Superannuation and Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax, Act, 1961.
- viii) Gratuity and /or contribution to Gratuity Fund of the Company: Gratuity at the rate of half month's salary for each completed year of service.
- ix) Cars: Company maintained one car, as per the Rules of the Company.
- x) Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company as per the rules applicable to the Company. Traveling expenses of spouse accompanying the Chairman on any official overseas or inland trip will be governed as per the Rules applicable to the Company.
- xi) Other Allowance/benefits/perquisites: Any other allowances, benefits and perquisites as per the Rules applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.
- xii) Sitting Fees: The Chairman shall not be entitled to any sitting fees for attending meetings of the Board or any committee thereof.

#### Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

The aggregate of the remuneration and perquisites as aforesaid 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 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, Managing Director & CEO will be considered as continuous service with the Company from the date of his joining as Director on the 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 where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and perquisites shall be paid to Mr. Shyam Daga subject to the applicable provisions of Schedule V of the Act and prior approval of the Central Government, if any.

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, the following resolution as a SPECIAL RESOLUTION: -

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the Members of the Company be and is hereby accorded for entering into related party transactions by the Company during the financial year 2022-23 or thereafter with effect from 1st April, 2022 up to the maximum per annum amounts as appended below:

Name of the Related Party	Nature of Transaction	Value of Transaction
Assam Timber Products Pvt Ltd	Sale, Purchase or supply of any goods, materials & services	Rs. 25 Crore
The Mysore Chipboards Limited	Lease Rent	Rs. 3 Crore
Archidply Industries Limited	Rent	Rs. 10 Lac
Archidply Industries Limited	Sale, Purchase or supply of any goods, materials & services	Rs. 25 Crore

“RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to vary the terms & condition of the aforesaid agreement/arrangement from time to time and to take perform and execute such further steps, acts, deeds and matter as may be necessary proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For ARCHIDPLY DECOR LIMITED**

**Place: Bangalore**

**Date: 13.08.2022**

**Registered Office:**

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

CIN: L20231UR2017PLC008626

**Siva Kiran Mavoori**

**Company Secretary**

## NOTES:

1. The Explanatory Statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Ordinary Business as set out in Item No. 2 and pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses as set out in Item No. 3 is annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of re-appointment of Mr. Rajiv Daga at the 5th Annual General Meeting is also annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (“the Meeting/ AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent 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 a proxy for any other person or shareholder.

3. The proxy holder shall prove his/her identity at the time of attending the Meeting.
4. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall be received by the Company in writing from a Member entitled to vote on any resolution at least three days before the commencement of the Meeting.
6. Corporate Members intending to attend the Meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [rajneeshcs@rediffmail.com](mailto:rajneeshcs@rediffmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Member and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> of September, 2022 to 30<sup>th</sup> of September, 2022 (both days inclusive) in connection with the Annual General Meeting.
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
10. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
11. Electronic copy of the Annual Report 2021-22, Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company’s Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of the Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to the registered address of the Members of the

Company who have not registered their e-mail address in the permitted mode.

12. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. and also at the AGM. Also, the Notice for this 5th AGM along with requisite documents and the Annual Report for the financial year 2021-22 shall also be available on the Company's website [www.archidplydecor.com](http://www.archidplydecor.com). Further, the notice received, if any, under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.
14. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of CDSL to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by CDSL.
15. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Poll/ Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 27<sup>th</sup> September, 2022 through email on [bangalore@archidply.com](mailto:bangalore@archidply.com). The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
17. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. 'bangalore@archidply.com', exclusively for the purpose of registering complaints by investors.
18. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.archidplydecor.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.Bseindia.com](http://www.Bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
19. The e-voting facility will be available during the following voting period:
  - a. Commencement of remote e-voting: From 10.00 a.m. IST of September 27, 2022.

- b. End of remote e-voting: Up to 5.00 p.m. IST of September 29, 2022.
20. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith.
21. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards:

Name of Director	Rajiv Daga	Shyam Daga
Director Identification Number	00497806	00561803
Date of Birth	26.04.1978	13.02.1975
Date of First Appointment	14.06.2017	14.06.2017
Qualification	Bachelor of Engineering	Commerce Graduate from St. Xavier's, Calcutta University
Expertise in specified functional area	Industrialist having over 20 years of expertise in fields of managing wood based industries	Having over 25 years of experience in managing the overall administration, operations Finance & Accounts in the wood panel industry
Shareholding in Archidply Decor Limited	161635	171161
List of outside Directorship held excluding Alternate Directorship and Private Companies.	The Mysore Chipboards Limited Assam Timber Products Private Limited Archidpanel Industries Private Limited Archidply Industries Limited	The Mysore Chipboards Limited Shree Shyam Tea Pvt Ltd Archidply Industries Limited ADL Panels Private Limited ADL Particle Boards & MDF Private Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	Refer to Report on CORPORATE GOVERNANCE	
Last drawn remuneration details along with Remuneration sought to be paid	Last drawn remuneration details are given in MGT-9 annexed with Directors Report. Remuneration details for proposed appointment are given in explanatory statement to the respective resolution	
Relationship with other Directors and KMP	Mr. Rajiv Daga is brother of Mr. Shyam Daga, Managing Director of the Company. He does not receive any remuneration from the Company	Mr. Shyam Daga is brother of Mr. Rajiv daga, Director of the Company. He does not draw any remuneration of the Company.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.



- 23. The route map showing directions to reach the venue of the Meeting is annexed.
- 24. Members can send their requests, if any, to bangalore@archidply.com and kishore.bv@kfintech.com
- 25. Voting Options

## REMOTE E-VOTING THROUGH ELECTRONIC MEANS

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/</li> </ol>



Type of shareholders	Login Method
	Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [bangalore@archidply.com](mailto:bangalore@archidply.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

## **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 was appointed as Chairman,

Managing Director & CEO of the Company for a period of five years with effect from 11.02.2020.

Since the Company was in the early stage of operations and not earning sufficient profits, He has opted not to draw the remuneration from the Company. Based on the recommendations of the Nomination and Remuneration Committee and having considered the contribution of Mr. Shyam Daga in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the board and external entities, improving the turnovers and profitability of the company, the Board in its meeting held on 13.08.2022 revised and increased the remuneration of the CEO & CMD subject to the approval of the Members of the Company for his remaining tenure from 01.10.2022 to 10.02.2025 as mentioned in the Resolution.

The remuneration and other terms and conditions of his appointment as Chairman, Managing Director & CEO Director are set out in the resolution and subject to your approval.

The remuneration of the Chairman, Managing Director, & CEO will be so fixed by the Board of Directors from time to time that the Salary and the aggregate value of all the perquisites and allowances shall not exceed the overall ceiling on remuneration approved by the Members in the General Meeting.

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.

### Information in accordance with Schedule V of Companies Act, 2013

Statement containing additional information as per Category B(iv) of Part II of Section II of Schedule V of the Companies Act, 2013 for Item No. 3 of this Notice.:

General Information:

- (1) Nature of industry: Manufacture of Wood Panel Products
- (2) Date or expected date of commencement of commercial production: December 2008
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
- (4) Financial performance based on given indicators:

(Rs. in Lakhs)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Revenue from operations	4200.01	3227.94	4013.18
Profit After-tax	31.51	(57.33)	(112.92)

- (5) Foreign investments or collaborations, if any. : NIL

## II. Information about the appointee:

### (1) Background details :

Mr. Shyam Daga is associated with the group for more than 25 years. Mr. Shyam Daga possesses rich experience in managing plywood, veneer plain and pre laminated particle board, timber and its related industries. He was involved in turning around the sick company i.e. the Mysore chip Boards Limited into a profit making company. Further he was also involved in setting up the Uttaranchal unit of Archidply Industries Limited in record time and also involved in setting up of the Chintamani Unit of the Company. He looks after the day to day operations of the Company and overall finance & corporate affairs of the Company. 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.

### (2) Past remuneration: Nil

### (3) Recognition or awards: nil

### (4) Job profile and his suitability:

During the term of his office as Managing Director, Mr. Shyam Daga shall exercise and perform all such powers and duties as the Board of Directors of the Company shall determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company.

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.

### (5) Remuneration proposed:

As set out in the resolutions for the Item No.3 the remuneration to Mr. Shyam Daga, CEO and Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors

### (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration of the size of the Company, the profile of Mr. Shyam Daga and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.

### (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.:

Besides the remuneration proposed, he is holding 171,161 (3.07%) Equity Shares of the Company. He is the brother of Mr. Rajiv Daga, Director of the Company

## III. Other information:

### (1) Reasons of loss or inadequate profits:

Lock down due to COVID Pandemic and uncertainty in the business environment especially in real estate sector has impacted the profitability and turnover for last two years.

(2) Steps taken or proposed to be taken for improvement:

Necessary efforts are being made to increase the production and efficiency which in turn will add to the growth of the business as well as the profitability.

(3) Expected increase in productivity and profits in measurable terms:

The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will increase considerably in the coming years.

The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report

#### **Item No. 4**

##### Transaction with Related Party under Section 188 of the Companies Act, 2013

Pursuant to Section 188 of the Companies Act, 2013 (the Act), such Related Party Transactions as specified under the Act, which are not in the ordinary course of business and/or are not on arm's length basis, shall be subject to prior approval of the Audit Committee or Board, and prior approval of the shareholders by way of special resolution if the amount of such transaction exceeds the limit as prescribed.

Further, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

(As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party shall be considered material if the transaction /transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.)

Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013.

The proposed contracts or arrangements are in ordinary course of company's business and are being made on arms-length basis. However, as a matter of abundant precaution and also to exhibit greater transparency while dealing in the Related Party transaction, the Board consider it appropriate to seek approval of the shareholders at the ensuing AGM. The Audit Committee at its meeting held on 30.05.2022 has recommended the aforesaid contract and arrangement.

In the light of provisions of the Act, the Board of Directors of the Company has approved the transactions along with the limits that your Company may enter into with its Related Parties (as defined under the Act and SEBI (LODR) Regulations, 2015) for the financial year 2022-23 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.



Particulars of Transactions entered or proposed to be entered for approval u/s 188 of the Companies Act, 2013 Maximum value of Contract /Transaction(per annum) w.e.f 1st April, 2022 and onwards		
Transactions defined u/s 188(1) of the Companies Act, 2013		
Name of the Related Party	Nature of Transaction	Value of Transaction
Assam Timber Products Pvt Ltd	Sale, Purchase or supply of any goods, materials & services	Rs. 25 Crore
The Mysore Chipboards Limited	Lease Rent	Rs. 3 Crore
Archidply Industries Limited	Rent	Rs. 10 Lac
Archidply Industries Limited	Sale, Purchase or supply of any goods, materials & services	Rs. 25 Crore

Name of Related Party.	Name of Director or Key Managerial Personnel who is related.	Nature of Relationship with Related Party.
Archidply Industries Limited	Mr. Shyam Daga Mr. Rajiv Daga	Mr. Shyam Daga and Mr. Rajiv Daga are Directors and shareholders of the Company and belongs to same promoter group
Assam Timber Products Pvt Limited	Mr. Shyam Daga Mr. Rajiv Daga	Mr. Rajiv Daga is Director and shareholders of the Company and belongs to same promoter group
The Mysore Chipboards Limited	Mr. Shyam Daga Mr. Rajiv Daga	Mr. Shyam Daga and Mr. Rajiv Daga are Directors and shareholders of the Company and belongs to same promoter group

The Board of Directors recommend passing of resolutions at Item No. 4.

**By Order of the Board of Directors  
For ARCHIDPLY DECOR LIMITED**

**Place: Bangalore**

**Date: 13.08.2022**

**Registered Office:**

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

CIN: L20231UR2017PLC008626

**Siva Kiran Mavoori**

**Company Secretary**