

## NOTICE OF POSTAL BALLOT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13 April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated 28 September, 2020, 39/2020 dated 31 December, 2020, 10/2021 dated 23 June, 2021, 20/2021 dated 8 December, 2021, 3/2022 dated 5 May, 2022, 11/2022 dated 28 December, 2022 and 09/2023 dated 25 September, 2023, issued by the Ministry of Corporate Affairs, Government of India (‘**MCA Circulars**’), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below are proposed to be passed by the Members of **Archidply Decor Ltd** (the “Company”) by means of Postal Ballot, only by way of remote e-voting (“**e-voting**”) process.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice (“**Notice**”), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Board of Directors passed on dated 14<sup>th</sup> November 2024, appointed M/s Rajneesh Sharma & Company, Practicing Company Secretaries (Membership Number FCS: 5549 COP: 24210) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head ‘Information and Instructions for e-voting’ in this Notice and record their assent (“**FOR**”) or dissent (“**AGAINST**”) on the proposed resolution through the e-voting process not later than 5:00 P.M. (IST) on 24<sup>th</sup> February, 2025, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of KFin Technologies Limited (RTA) for facilitating e-voting to enable the Members to cast their votes electronically. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their email address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer’s Report shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., [www.archidplydecor.com](http://www.archidplydecor.com) and website of KFin Technologies Limited <https://evoting.kfintech.com/>.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. on 24<sup>th</sup> February, 2025.

**SPECIAL BUSINESS:****1. To approve the re-appointment of Mr. . Kukkehalli Raviraj Hegde (DIN: 08693808) as an Independent Director of the Company:**

To consider and, if thought fit, to approve the re-appointment of Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) as an Independent Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) Independent Director holding office up to February 10, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., from February 11, 2025, to February 10, 2030.;

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the basis of approval(s) and recommendation(s) of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to Mr. Kukkehalli Raviraj Hegde (DIN: 08693808)), for continuing to hold the office of the Independent Director of the Company, after attaining the age of 75 years during his existing tenure.”

**RESOLVED FURTHER THAT** the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**2. To approve the re-appointment of Ms. Akshatha Rai (DIN: 00652797) as an Independent Director of the Company:**

To consider and, if thought fit, to approve the re-appointment of Ms. Akshatha Rai (DIN: 00652797) as an Independent Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of Ms. Akshatha Rai (DIN: 00652797) Independent Director holding office up to February 10, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., from February 11, 2025, to February 10, 2030.;

**RESOLVED FURTHER THAT** the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**3. To approve the re-appointment of Mr. Shyam Daga (DIN: 00561803) as a Managing Director designated as the Chairman cum Managing Director & Chief Executive Officer (“CEO”) of the Company:**

To consider and, if thought fit, to approve the re-appointment **Shyam Daga (DIN: 00561803)** as **the Chairman cum Managing Director & Chief Executive Officer** of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint **Mr. Shyam Daga (DIN: 00561803) as a Managing Director designated as the Chairman cum Managing Director & Chief Executive Officer (“CEO”) of the Company** for a period of 5 (five) years, from the expiry of his present term of office, i.e., with effect from 11th February 2025 to 10th February 2030 (both days inclusive) on the terms and conditions including remuneration as set out in the statement annexed to this Postal Ballot Notice, with liberty to the Board of Directors (herein after referred to as “the Board which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit;

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.”

**By Order of the Board of Directors**  
**For Archidply Decor Limited**

**Place: Chintamani**  
**Date: 14/11/2024**

**SD/-**  
**Siva Kiran Mavoori**  
**Company Secretary**

**Registered Office:**  
Sy. No.19, KSSIDC Industrial Area, Bangalore Road, Katmahanahalli,  
Chintamani, Chikaballapur, Karnataka -563125  
email : [bangalore@archidply.com](mailto:bangalore@archidply.com)  
website : [www.archidplydecor.com](http://www.archidplydecor.com)  
Telephone : +91 9448419394  
**CIN: L20231KA2017PLC179929**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special business in respect of item no. 1 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on 17th January 2025 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. KFIN Technologies Limited (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.

3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. For this purpose, the Company has availed the service of KFin Technologies Limited, Registrar and Share Transfer Agents (RTA). The instructions for e-voting are provided as part of this Notice.
5. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
6. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on 17th January 2025, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to [rajneeshsharmacs@gmail.com](mailto:rajneeshsharmacs@gmail.com) with a copy marked to [bangalore@archidply.com](mailto:bangalore@archidply.com)
9. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
10. Postal Ballot (e-voting) period commences from 26/01/2025 (9.00 A.M. IST) and ends on 24/02/2025 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
11. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would 24/02/2025. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
12. This Notice shall also be available on the website of the Company at [www.archidplydecor.com](http://www.archidplydecor.com) websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively and on the website of KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com).
13. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [bangalore@archidply.com](mailto:bangalore@archidply.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
14. Remote e-voting period shall commence on 26/01/2025 (9.00 A.M. IST) and ends on 24/02/2025 (5.00 p.m. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. 17th January 2025 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories /

Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter.

15. During the remote e-voting period, Members can login at KFin Technologies Limited's e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again
16. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
17. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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

Type of shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1) Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.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.</li> <li>2) 2. A new screen will open. 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.</li> <li>3) Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.</li> </ol> <p><b>B. Users not registered for IDeAS e-Services:</b></p> <p>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>C. Visit the e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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/Member' section.</li> <li>2. A new screen will open. Enter your User ID (i. e. your sixteen-digit demat account number held 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.</li> <li>3. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>



Type of shareholders	Login Method
Shareholders holding securities in demat mode with CDSL	<p><b>A. Users who have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>Shareholders can login through their 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 is <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. KFin Technologies Limited. Click on KFin Technologies Limited to cast your vote.</li> </ol> <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <p>Option to register for Easi/Easiest is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p><b>C. Visit the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<ol style="list-style-type: none"> <li>Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option.</li> <li>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.</li> <li>Click on options available against Company name or e-voting service provider-KFin Technologies Limited and you will be redirected to e-voting website of KFin Technologies Limited for casting your vote during the e-voting period.</li> </ol>

**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 022-23058738 and 22-23058542-43.
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

18. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- i. Launch internet browser and type the URL: <https://evoting.kfintech.com>.
  - ii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
  - iii. After entering the details appropriately, click on LOGIN.
  - iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and 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. 'EVEN 7785'.
  - vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option '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 account.
  - ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at [rajneeshsharmacs@gmail.com](mailto:rajneeshsharmacs@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
  - xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Limited on 1800 309 4001 (toll free).
  - xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**EXPLANATORY STATEMENT**

*(Pursuant to Section 102 of the Companies Act, 2013)*

*As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1*

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following statements sets out the material facts relating to Item no.1 to 3 of this Notice:

**1. To approve the re-appointment of Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) as an Independent Director of the Company:**

Pursuant to the approval accorded by the members of the Company, Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) is holding the office of Independent Director of the Company and his first term ends on February 10, 2025. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the reappointment of Mr. Kukkehalli Raviraj Hegde (DIN: 08693808) as an Independent Director for a second term of 5 (five) consecutive years from February 11, 2025, to February 10, 2030, on the Board of Directors of the Company.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his professional background and experience and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company.

Accordingly, it is proposed to re-appoint Mr. Kukkehalli Raviraj Hegde as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

Mr. Kukkehalli Raviraj Hegde is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given his consent to act as a Director. The Company has also received a declaration from Mr. Kukkehalli Raviraj Hegde that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Kukkehalli Raviraj Hegde for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Kukkehalli Raviraj Hegde fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Kukkehalli Raviraj Hegde is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Considering the extensive knowledge and experience of Mr. Kukkehalli Raviraj Hegde in the Banking, Finance and Accounts Sector, his understanding of and position in the banking and finance as well as his educational background, re-appointment of Mr. Kukkehalli Raviraj Hegde as an Independent Director is in the interest of the Company.

Details of Mr. Kukkehalli Raviraj Hegde pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meeting.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, reappointment of Mr. Kukkehalli Raviraj Hegde as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is sought for reappointment of Mr. Kukkehalli Raviraj Hegde as an Independent Director.



A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in point no. 13 of this Notice.

Mr. Kukkehalli Raviraj Hegde is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his re-appointment. Relatives of Mr. Kukkehalli Raviraj Hegde may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Kukkehalli Raviraj Hegde as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Members.

**2. To approve the re-appointment of Ms. Akshatha Rai (DIN: 00652797) as an Independent Director of the Company:**

Pursuant to the approval accorded by the members of the Company, Ms. Akshatha Rai (DIN: 00652797) (DIN: 00652797) is holding the office of Independent Director of the Company and his first term ends on February 10, 2025. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the reappointment of Ms. Akshatha Rai (DIN: 00652797) as an Independent Director for a second term of 5 (five) consecutive years from February 11, 2025, to February 10, 2030, on the Board of Directors of the Company.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his professional background and experience and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company.

Accordingly, it is proposed to re-appoint Ms. Akshatha Rai (DIN: 00652797) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

Ms. Akshatha Rai (DIN: 00652797) is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given his consent to act as a Director. The Company has also received a declaration from Ms. Akshatha Rai that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Ms. Akshatha Rai for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Ms. Akshatha Rai fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Akshatha Rai is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Considering the extensive knowledge and experience of Ms. Akshatha Rai in the Hotel and Real Estate Sector, his understanding of and position in the finance and operations as well as his educational background, re-appointment of Ms. Akshatha Rai as an Independent Director is in the interest of the Company.

Details of Ms. Akshatha Rai pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meeting.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, reappointment of Ms. Akshatha Rai as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is sought for reappointment of Ms. Akshatha Rai as an Independent Director.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in point no. 13 of this Notice.

Ms. Akshatha Rai is interested in the resolution set out at Item No. 2 of this Postal Ballot Notice with regard to his re-appointment. Relatives of Ms. Akshatha Rai may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Ms. Akshatha Rai as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Members.

**3. To approve the re-appointment of Mr. Shyam Daga (DIN: 00561803) as a Managing Director designated as the Chairman cum Managing Director & Chief Executive Officer (“CEO”) of the Company:**

The Board of Directors of the Company, at its meeting held on November 14, 2024, has, subject to the approval of members, re-appointed Mr. Shyam Daga (DIN: 00561803) as a Managing Director, designated as a Chairman cum Managing Director & Chief Executive Officer (“CEO”) of the Company for a period of 5 (five) years from the expiry of his present term, i.e., with effect from February 11, 2025 to February 10, 2030, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board (“Committee”). Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Shyam Daga are as under:

**(a) Salary, Perquisites and Allowances per annum:**

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

The total remuneration paid to Mr. Shyam Daga for the financial years 2023-24, 2022-23 and 2021-22 is ₹ 50 lakhs, ₹ 25 lakhs and ₹ 0, respectively. The proposed remuneration is commensurate with the size and complexity of the business.

**(c) Period of Appointment:**

5 (five) years with effect from 11/02/2025 to 10/02/2030 with liberty to either party to terminate the appointment by three months' notice in writing to the other.

**(d) General:**

- (i) The Managing Director shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Conduct

Considering his rich and varied experience in the industry and close involvement in operations of the Company, it would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mr. Shyam Daga as a Chairman Managing Director & CEO of the Company.

Accordingly, approval of the members is sought for passing the special resolution set out at Item No. 3 in terms of Section 196(3) read with Part I of Schedule V of the Act.

Mr. Shyam Daga satisfies all conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Shyam Daga under Section 190 of the Act.

Mr. Shyam Daga, aged 49 years, is a Co-promoter of the Company and Having over 30 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 11.02.2025.

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 14.11.2024, re appointed him as Chairman ,Managing Director & CEO of the Company for a period of five years with effect from 11.02.2025 .

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 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 11.02.2025. The proposed business at item no.3 of the Notice of this meeting is intended to seek your approval.

Details of Mr. Shyam Daga, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

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.

Relatives of Mr. Shyam Daga may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

The Board of Directors commends the Special Resolution set out at Item No.3 of this Postal Ballot Notice for approval by the members.

By Order of the Board  
For **Archidply Decor Limited**

Place:Chintamani  
Date: 14/11/2024

SD/-  
Siva Kiran Mavoori  
Company Secretary

**Registered Office:**  
Sy. No.19, KSSIDC Industrial Area, Bangalore Road, Katmahanahalli,  
Chintamani, Chikaballapur, Karnataka -563125  
email : [bangalore@archidply.com](mailto:bangalore@archidply.com)  
website : [www.archidplydecor.com](http://www.archidplydecor.com)  
Telephone : +91 9448419394  
**CIN: L20231KA2017PLC179929**

## ANNEXURE A

**Details of Director seeking Appointment [Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]**

<b>Name of Director</b>	<b>Mr. Kukkehalli Raviraj Hegde</b>
<b>Age</b>	72 Years, 10.09.1952
<b>Nationality</b>	Indian
<b>Qualifications</b>	M.A., CAIIB
<b>Brief Profile and Nature of expertise in specific functional areas</b>	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. He is having 39 years' experience in the field of Banking Sector
<b>Date of first appointment on the Board</b>	11th February, 2020
<b>Terms and conditions of appointment or reappointment</b>	Re-appointment as an Independent Director for a second term period of 5 consecutive years effective from 11th February, 2025 to 10th February, 2030 (for further details refer the Notice and Explanatory Statement).
<b>Remuneration last drawn (during the year) (per annum) including sitting fees</b>	Nil Sitting fees FY2023-24: Rs. 1,10,000 FY 24-25 Till date of postal ballot: Rs. 75000
<b>Remuneration proposed to be paid</b>	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings
<b>Number of meetings of the Board attended</b>	FY2023- 24: 4 out of 4 meetings held FY 2024-25(Till date of postal ballot) : 3 out of 3 meetings held
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None
<b>Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)</b>	Nil
<b>Chairmanship/ Membership of the Committees of other Companies in which position of Director is held</b>	Nil
<b>Resignations, if any, from listed entities (in India) in past three years</b>	None
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>No. of shares held:</b>	
<b>a) Own</b>	Nil
<b>b) For other persons on a beneficial basis</b>	Nil

**Details of Director seeking Appointment [Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]**

<b>Name of Director</b>	<b>Mrs. Akshatha Rai</b>
<b>Age</b>	45 Years, 07.02.1979
<b>Nationality</b>	Indian
<b>Qualifications</b>	Bachelor of Dental Surgery
<b>Brief Profile and Nature of expertise in specific functional areas</b>	Mrs Akshatha Rai Presently leading the hospitality Department of Raineo Group has completed her Bachelor of Dental Surgery from ABSMIDS, Rajiv Gandhi University in 2002. After practicing Dental Science for a couple of years she joined Raineo Group as G.M (Admin) with a decade of experience in business management, Finance and Accounts of Moon gate Events Venue she ventured into Hospitality with Avora Tree Hotel as a promoter. Presently the CEO of this Boutique fast growing hotel chain is in charge of making all ownership decisions and collaborations.
<b>Date of first appointment on the Board</b>	11th February, 2020
<b>Terms and conditions of appointment or reappointment</b>	Re-appointment as an Independent Director for a second term period of 5 consecutive years effective from 11th February, 2025 to 10th February, 2030 (for further details refer the Notice and Explanatory Statement).
<b>Remuneration last drawn (during the year) (per annum) including sitting fees</b>	Nil Sitting fees FY2023-24: Rs. 1,10,000 FY 24-25 Till date of postal ballot: Rs. 75000
<b>Remuneration proposed to be paid</b>	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings
<b>Number of meetings of the Board attended</b>	FY2023- 24: 4 out of 4 meetings held FY 2024-25 (Till date of postal ballot) : 3 out of 3 meetings held
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None
<b>Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)</b>	Raineo ventures Private Limited
<b>Chairmanship/ Membership of the Committees of other Companies in which position of Director is held</b>	Nil
<b>Resignations, if any, from listed entities (in India) in past three years</b>	None
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>No. of shares held:</b>	
<b>a) Own</b>	Nil
<b>b) For other persons on a beneficial basis</b>	Nil



**Details of Director seeking Appointment [Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]**

<b>Name of Director</b>	<b>Mr. Shyam Daga</b>
<b>Age</b>	49 Years, 13.02.1975
<b>Nationality</b>	Indian
<b>Qualifications</b>	Commerce Graduate from St. Xavier's, Calcutta University
<b>Brief Profile and Nature of expertise in specific functional areas</b>	Mr Shyam Daga is the Chairman & Managing Director of the Company, which is having its manufacturing unit in Chintamani, Karnataka. He is a 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. He joined the Archidply Industries Limited (AIL) in 1996 and has been instrumental in growing the AIL single manufacturing facility into three. He played a significant role in managing The Mysore Chipboards Ltd from 1996-2005. He then went on to set up the AIL's Greenfield project at Uttaranchal in 2006. He also spearheaded AIL's maiden public issue in 2007 and set up a separate Greenfield manufacturing unit at Chintamani, Karnataka in 2008. In addition, he has set up a 100% FDI unit in Burma in 2015 for manufacturing Teak and Gurjan veneers. Currently he is involved in the day-to-day operations of the Chintamani Unit of the Company. He is having over 30 years of experience in managing the overall administration, operations Finance & Accounts in the wood panel industry.
<b>Date of first appointment on the Board</b>	14th June, 2017
<b>Terms and conditions of appointment or reappointment</b>	Re-appointment as a Managing Director for a second term period of 5 consecutive years effective from 11th February, 2025 to 10th February, 2030 (for further details refer the Notice and Explanatory Statement).
<b>Remuneration last drawn (during the year) (per annum) including sitting fees</b>	FY2023-24: Rs. 50 lakhs FY 24-25 Till date of postal ballot: Rs. 29.16 lakhs
<b>Remuneration proposed to be paid</b>	As per the resolution at Item No. 3 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act
<b>Number of meetings of the Board attended</b>	FY2023- 24: 4 out of 4 meetings held FY 2024-25 (Till date of postal ballot) : 3 out of 3 meetings held
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mr. Shyam Daga is brother of Mr. Rajiv Daga, Director of the Company.
<b>Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)</b>	The Mysore Chipboards Limited Shree Shyam Tea Pvt Ltd Archidply Industries Limited
<b>Chairmanship/ Membership of the Committees of other Companies in which position of Director is held</b>	Nil
<b>Resignations, if any, from listed entities (in India) in past three years</b>	None
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>No. of shares held:</b>	
<b>a) Own</b>	1,71,161
<b>b) For other persons on a beneficial basis</b>	Nil

**ARCHIDPLY DECOR LIMITED**

Sy. No.19, KSSIDC Industrial Area, Bangalore Road,  
Katmahanahalli, Chintamani, Chikaballapur,  
Karnataka -563125

email : [bangalore@archidply.com](mailto:bangalore@archidply.com)

website : [www.archidplydecor.com](http://www.archidplydecor.com)

Telephone : +91 9448419394

**CIN: L20231KA2017PLC179929**