

ARCHIDPLY DECOR LIMITED

(CIN: U20231UR2017PLC008626)

Regid. Office : Plot No. 7 Sector 9, Integrated Industrial Estate, Sidcul, Pant Nagar, Rudrapur,
Udham Singh Nagar, Uttarakhand – 263153

Tel. No.: 05944-252270 / 080-43714281 E-mail: bangalore@archidply.com; Website: www.archidplydecor.com

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE ARCHIDPLY DECOR LIMITED WILL BE HELD ON SATURDAY, THE 08TH DAY OF MAY, 2021 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.7, SECTOR - 9, INTEGRATED INDUSTRIAL ESTATE, SIDCUL, PANT NAGAR, UDHAM SINGH NAGAR, UTTARAKHAND -263153 AT 02.00 PM

SPECIAL BUSINESS:

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

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

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read

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

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

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

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

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

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

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

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents,

instruments and writings as may be required to give effect to the aforesaid resolution.”

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

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

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

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

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

**Place: Bangalore
Date: 07.04.2021**

**Shyam Daga
Managing Director**

Registered Office:

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

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the EOGM, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE MEETING.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, 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.
4. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.
5. The Register of Member and Share Transfer Books of the Company will remain closed from 02nd of May, 2021 to 08th of May, 2021

- (both days inclusive) in connection with the Extra Ordinary General Meeting.
6. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to rajneeshcs@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
 7. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
 8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The form is attached to the Notice. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
 10. Members seeking any information with regard to the matter to be placed at the EOGM, are requested to write to the Company on or before 30th April 2021 through email on bangalore@archidply.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
 11. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. 'bangalore@archidply.com', exclusively for the purpose of registering complaints by investors.
 12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website <https://www.archidply.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
 13. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM. Members seeking to inspect such documents can send an email to 'bangalore@archidply.com'.
 14. 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.
 15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
 16. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1 April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
 17. The Meeting shall be held at the Registered office of the Company at Plot No 7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153.
 18. Shareholders/Proxies are requested to produce at the Registration Counter the attendance slip, duly completed and signed, for admission to the meeting hall. The route map to the EOGM venue is enclosed herewith.

19. Members can send their requests, if any, to bangalore@archidply.com and kishore.bv@kfintech.com
20. Voting Options

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

- 1) The instructions for shareholders for remote e-voting are as under
- The remote e-voting period begins on 05th May 2021 at 9.00 am and ends on 07th May 2021 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the "cut-off date" i.e. 01st May 2021 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
 - Shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Enter their User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in physical form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and click on "Login".
 - Shareholders holding shares in dematerialised form and having used www.evotingindia.com earlier and having voted on an earlier e-voting of any company, may use their existing password.
 - First time users may follow the steps given below:

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

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat shareholders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for ARCHIDPLY DECOR LIMITED.
- On the voting page, shareholders will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Shareholders can select the option YES or NO as desired. The option YES implies that they assent to a Resolution and option NO implies that they dissent from a Resolution.
- Shareholders should click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.

- After selecting the Resolution they have decided to vote on, they should click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and they can accordingly modify their vote.
- Once they "CONFIRM" their vote on a Resolution, they will not be allowed to modify their vote.
- They can also print details of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account shareholder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.

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

- For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at bangalore@archidply.com or kishore.bv@kfintech.com respectively.
- For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA's email ID at bangalore@archidply.com or kishore.bv@kfintech.com respectively.
- The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the email address viz rajneeshcs@rediffmail.com and 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.

OTHER INSTRUCTIONS

- Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to kishore.bv@kfintech.com
- Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 01st May 2021 may obtain the login ID and password by sending an email to bangalore@archidply.com

or kishore.bv@kfintech.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No.

- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting.
- IV. Mr. Rajneesh Sharma, Proprietor of Rajneesh Sharma & Co, Company Secretaries (CP No. 24210) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting unblock the votes in the presence of at least two (2) witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- VI. The results on resolution shall be declared on or after the Meeting of the Company and the resolution will be deemed to be passed on the EOGM date subject to receipt of the requisite number of votes in favor of the Resolution (s)
- VII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.archidply.com> and on the website of CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

Brief Resume of the Director(s) seeking Appointment:

Name of Director	Neeraj Kumar Mittal	Dinesh Kumar Marda
Director Identification Number	00900714	03267281
Date of Birth	28.07.1974	09.07.1964
Qualification	Commerce Graduate	Commerce Graduate
Expertise in specified functional area	over all 25 years of expertise in Business Management, Finance and Accounts of the Company.	over 30 years of rich experience in successfully running the business of Granites and Paper business.
Shareholding in Archidply Décor Limited	-	-
List of outside Directorship held excluding Alternate Directorship and Private Companies.	1. M.G. Metals Private Limited 2. Plasmix Private Limited 3. Micro Carbonates Private Limited 4. Indus Fila Limited 5. Icon Plast (India) Private Limited 6. M G Metals Private Limited	1. Saishakti Kraft Papers Private Limited
List of Committees of Board of Directors (across all companies) in which Chairman/ Membership held	-	-

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

Item No. 1 & 2

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

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities

premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

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

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

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

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

The Board recommends the Special Resolution set out at Item No. 1 & 2 of the Notice for approval by the Members.

Item No. 3

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

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

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

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

The Board of Directors recommends resolution as set out in item No. 3 for approval of the members of the Company by way of passing a Special Resolution.

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

Item No. 4

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

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person

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

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

The Board of Directors recommends resolution as set out in item No. 4 for approval of the members of the Company by way of passing a Special Resolution.

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

Item No. 5

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

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

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

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

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

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

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

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

Mr. Neeraj Kumar Mittal is interested in the resolution set out respectively at item no. 5 of the notice with regard to her respective appointment.

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

The Board commends the Special resolutions set out at item no. 5 of the notice for approval by the shareholders.

Item No. 6

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

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

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

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

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

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

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

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

Mr. Dinesh Kumar Marda is interested in the resolution set out respectively at item no. 6 of the notice with regard to her respective appointment.

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

The Board commends the Special resolutions set out at item no. 6 of the notice for approval by the shareholders.

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

**Place: Bangalore
Date: 07.04.2021**

**Shyam Daga
Managing Director**

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

Form No. SH-13
Nomination Form
(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

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

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

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

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

2. PARTICULARS OF NOMINEE/S —

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

3. IN CASE NOMINEE IS A MINOR –

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

Name: _____

Address: _____

Name of the Security Holder(s): _____

Signatures: _____

Witness with name and address: _____

Instructions:

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

ARCHIDPLY DECOR LIMITED

(CIN: U20231UR2017PLC008626)

Regid. Office : Plot No. 7 Sector 9, Integrated Industrial Estate, Sidcul, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand – 263153**Tel. No.:** 05944-252270 / 080-43714281 **E-mail:** bangalore@archidply.com; **Website:** www.archidplydecor.com**FORM OF PROXY****(As per Form MGT -11 and Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / DPID and client ID*	

*Applicable in case of shares held in electronic form

I/We, being the member(s) holding _____ shares of Archidply Décor Limited, hereby appoint:

- 1) Name.....
Address.....
E-Mail ID.....Signature or failing him
- 2) Name.....
Address.....
E-Mail ID.....Signature or failing him
- 3) Name.....
Address.....
E-Mail ID.....Signature or failing him
- 4) Name.....
Address.....
E-Mail ID.....Signature or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra – Ordinary General Meeting of the Company, to be held on Saturday, the 08th day of May, 2021 at 12.00 noon at Plot No.7, Sector- 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Uttarakhand - 263153 and at any adjournment thereof in respect of such Resolution as are indicated below

**I wish my above proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	Type of Resolution	For	Against
1	To Consider Resolution On The Matters Specified Under Section 180 (1) (A) Of The Companies Act, 2013	Special		
2	To Consider Resolution On The Matters Specified Under Section 180 (1) (C) Of The Companies Act, 2013	Special		
3	To Consider Resolution on The Matters Specified Under Section 186 of The Companies Act, 2013	Special		
4	To Consider Resolution on The Matters Specified Under Section 185 of The Companies Act, 2013	Special		
5	To Regularisation of additional director, Mr. Neeraj Kumar Mittal by appointing him as Independent Director of the company	Special		
6	To Regularisation of additional director, Mr. Dinesh Kumar Marda by appointing him as Independent Director of the company	Special		

Signed this _____ day of _____ 2021

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp

Notes:

- This form of proxy must be deposited at the registered office of ARCHIDPLY DECOR LIMITED at, Plot No.7, Sector- 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Uttarakhand - 263153 at least 48 hours before the commencement of this said Meeting.
- All alterations made in the form of proxy should be initialed.
- Please affix appropriate revenue stamp before putting signature
- In case of multiple proxies, the proxy later in time shall be accepted.
- A proxy need not be a shareholder of ARCHIDPLY DECOR LIMITED.
- No person shall be appointed as a proxy who is a minor
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP FOR THE VENUE OF THE MEETING

