



**ARCHIDPLY® DECOR**

VENEERS - PLYWOOD - PRELAM - DOOR

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# **ANNUAL REPORT**

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**2022**

**2023**

**CORPORATION INFORMATION**

**BOARD OF DIRECTORS**

**MR. SHYAM DAGA**

CHAIRMAN & MANAGING DIRECTOR & CEO

**MR. RAJIV DAGA**

DIRECTOR

**MR. KUKKEHALLI RAVIRAJ HEGDE**

DIRECTOR

**MRS. AKSHATHA RAI**

DIRECTOR

**MR. DINESH KUMAR MARDIA**

DIRECTOR

**MR. NEERAJ KUMAR MITTAL**

DIRECTOR

**CHIEF FINANCIAL OFFICER**

MR. RAJU RAM PRAJAPAT

**COMPANY SECRETARY**

MR. SIVA KIRAN MAVOORI

**AUDITORS**

GRV& PK CHARTERED ACCOUNTANTS

GANPATI PLAZA,

59<sup>TH</sup> A CROSS ROAD , 4<sup>TH</sup> N BLOCK

RAJAJI NAGAR BANGALORE- 560010

**BANKERS**

**HDFC BANK LIMITED**

B-6/3,DDA Commercial Complex

Safdarjung Enclave, Opposite Dear Park,

New Delhi-110029

**KOTAK MAHINDRA BANK LIMITED**

No.22, 5th Floor, Wholesale Banking,

ING House, M.G. Road,

Bangalore 560001

**REGISTRAR SHARE & TRANSFER AGENT**

KFIN TECHNOLOGIES LIMITED

“Selenium Tower-B”, Plot No. 31 & 32, Gachibowli, Financial District,

Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana.

Ph. : +91 40 6716 2222, 3321 1000 email : [Einward.ris@karvy.com](mailto:Einward.ris@karvy.com)

[www.kfintech.com](http://www.kfintech.com)

**REGISTERED OFFICE**

Plot no. 7, Sector-9,

IIE SIDCUL Pantnagar,

Rudrapur, Udham Singh Nagar,

Uttarakhand -263153

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

**PLANT LOCATION**

#19, KSSIDC INDUSTRIAL AREA

CHINTAMANI , CHIKABALLAPUR

KARNATAKA -563 125

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**NOTICE** IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING (AGM) OF ARCHIDPLY DECOR LIMITED WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 12.30 P.M. AT THE REGISTRERED OFFICE OF THE COMPANY AT PLOT NO. 7, SECTOR - 9, INTEGRATED INDUSTRIAL ESTATES, SIDCUL, PANT NAGAR, DIST. UDAM SINGH NAGAR, RUDRAPUR, UTTARAKHAND, 263153 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS**

1. To consider and adopt (a) the audited standalone financial statements of the company for the financial year ended March 31, 2023, together with the reports of the board of directors and auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

**“RESOLVED THAT** the audited standalone financial statements of the company for the financial year ended March 31, 2023 and the reports of the board of directors and auditors thereon as circulated to the shareholders, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Shyam Daga (DIN:00561803) who retires by rotation as per Section 152(6) of Companies Act 2013 and being eligible offers himself for re appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shyam Daga (DIN:00561803), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby appointed as a director of the company, liable to retire by rotation.”

3. To reappoint the statutory Auditors of the Company for second term of five years:

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s. GRV&PK Chartered Accountants ,(ICAI Firm Registration No. 008099S) be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of Sixth (6<sup>th</sup>) Annual General Meeting till the conclusion of Eleventh(11<sup>th</sup>) Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution”

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

**Place: Bangalore  
Date: 14.08.2023**

**Siva Kiran Mavoori  
Company Secretary**

**Registered Office:**

Plot No 7, Sector-9,  
Integrated Industrial Estate,  
SIDCUL, Pant Nagar, Rudrapur,  
Udham Singh Nagar,  
Uttarakhand -263153.  
CIN: L20231UR2017PLC008626

**NOTES:**

1. The Explanatory Statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Ordinary Business as set out in Item No. 2 is annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of re-appointment of Mr. Shyam Daga at the 6th Annual General Meeting is also annexed hereto.

2. A Member entitled to attend and vote at the Annual General Meeting (“the Meeting/ AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.

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

3. The proxy holder shall prove his/her identity at the time of attending the Meeting.
4. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall be received by the Company in writing from a Member entitled to vote on any resolution at least three days before the commencement of the Meeting.
6. Corporate Members intending to attend the Meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [rajneeshcs@rediffmail.com](mailto:rajneeshcs@rediffmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Member and Share Transfer Books of the Company will remain closed from 23rd of September, 2023 to 30<sup>th</sup> of September, 2023 (both days inclusive) in connection with the Annual General Meeting.
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
10. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
11. Electronic copy of the Annual Report 2022-23, Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company’s Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of the Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to the registered address of the Members of the Company who have not registered their e-mail address in the permitted mode.
12. In keeping with the Ministry of Corporate Affairs’ Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. and also at the AGM. Also, the Notice for this 6<sup>th</sup> AGM along with requisite documents and the Annual Report for the financial year 2022-23 shall also be available on the Company’s website [www.archidplydecor.com](http://www.archidplydecor.com). Further, the notice received, if any, under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.
14. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of CDSL to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM (“remote e-voting”) is being provided by CDSL.
15. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested

to write to the Company on or before 27<sup>th</sup> September, 2023 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.

17. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. 'bangalore@archidply.com', exclusively for the purpose of registering complaints by investors.
18. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.archidplydecor.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.Bseindia.com](http://www.Bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
19. The e-voting facility will be available during the following voting period:
  - a. Commencement of remote e-voting: From 10.00 a.m. IST of September 27, 2023.
  - b. End of remote e-voting: Up to 5.00 p.m. IST of September 29, 2023.
20. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith.
21. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards:

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

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

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

### **REMOTE E-VOTING THROUGH ELECTRONIC MEANS**

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [bangalore@archidply.com](mailto:bangalore@archidply.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

**Place: Bangalore**  
**Date: 14.08.2023**  
**Registered Office:**  
Plot No 7, Sector-9,  
Integrated Industrial Estate,  
SIDCUL, Pant Nagar, Rudrapur,  
Udham Singh Nagar,  
Uttarakhand -263153.  
CIN: L20231UR2017PLC008626

**By Order of the Board of Directors**  
**For ARCHIDPLY DECOR LIMITED**  
**Siva Kiran Mavoori**  
**Company Secretary**

## DIRECTORS' REPORT

**TO THE MEMBERS OF  
ARCHIDPLY DECOR LIMITED**

Your Directors are pleased to present the Sixth Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2023.

**FINANCIAL RESULTS**

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

(Rs. In Lakhs)

	Year ended <b>31.03.23</b>	Year ended <b>31.03.22</b>
<b>Particulars</b>		
Revenue from Operations	5,049.52	4200.01
Other Income	115.26	106.61
<b>Total Income</b>	<b>5,164.78</b>	<b>4306.62</b>
Profit Before Financial expenses & Depreciation & Tax	402.43	337.94
Less: Depreciation & Amortization Expenses	129.28	122.80
Less: Finance Costs	163.17	185.02
<b>Profit before tax</b>	<b>109.98</b>	<b>30.12</b>
Taxation	(36.97)	(5.54)
<b>Profit after tax</b>	<b>73.01</b>	<b>24.58</b>
Other Comprehensive Income	2.92	6.93
<b>Total Comprehensive Income net of taxes</b>	<b>75.93</b>	<b>31.51</b>

**OPERATIONAL REVIEW:**

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

- The Total Income of the Company during the year under review increased by 19.92% from Rs. Rs. 4306.62 lakhs to Rs. 5164.78 lakhs.
- The Profit before Depreciation, Interest & Tax (PBDIT) increased by 19.08 % from Rs. 337.94 Lakh in the previous year to Rs. 402.43 Lakh.
- There has been 140.97% increase in the profit in the Company as compared to profit in the previous year of Rs. 31.51 Lakh to profit of Rs. 75.93 lakhs.

**DIVIDEND:**

There being no sufficient profits during the year, keeping in view to further improve the capacity utilization and consolidate its existing facilities, the Board has considered prudent to conserve and retain the profit for further improvement. The Board regrets its inability to recommend any dividend

**SHARE CAPITAL:**

The paid up equity capital as on March 31, 2023 was ₹ 5, 56, 62,500. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the year.

The Shares of the Company was listed of the stock exchanges viz. BSE & NSE.

**FINANCE:**

Cash and cash equivalents and bank balances as at March 31, 2023 was ₹ 22.71 lakhs. The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

**FIXED DEPOSITS:**

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

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The details of the loans, guarantees or investments made by the Company covered under Section 186 of the Companies Act, 2013, is given in the notes to the financial statements made by company is given in the notes to the financial statements.

**CHANGE IN NATURE OF BUSINESS, IF ANY**

During the financial year, there has been no change in the business of the company or in the nature of business carried by the Company during the financial year under review.

**CHANGE IN REGISTERED OFFICE OF THE COMPANY**

The Company has received the approval of the Regional Director, Northern Region, Ministry of Corporate Affairs, dated July 07, 2023, for shifting of Registered Office of the Company from State of Uttarakhand to State of Karnataka. The Company shall file the necessary forms in this regard with the Registrar of Companies, Ministry of Corporate Affairs.

**MATERIAL CHANGE AND COMMITMENT**

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

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

**CREDIT RATING**

There is no credit rating of the Company done during the financial year 2022-23.

**INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

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

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

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

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

**INDUSTRIAL RELATIONS:**

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

**CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITY**

The Company is not liable for any CSR as per Section 135 of the Companies Act but however, during the year the company has spent Rs.0.71 lakhs (P.Y. Rs. 0.56 lakhs) towards corporate social responsibility (CSR) under Section 135 of the Companies Act, 2013 and rules thereon by way of contribution to Poverty Eradication (PY towards schools for their development.)

## **DIRECTORS & KEY MANAGERIAL PERSON:**

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

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

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

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

## **CORPORATE GOVERNANCE REPORT:**

Our corporate governance report for FY 2022-23 forms part of this Annual Report. The requisite certificate from the auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under SEBI LODR is annexed to the corporate governance report.

## **BOARD EVALUATION**

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

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

## **MEETINGS**

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

## **FAMILIARISATION PROGRAMME**

The details of the familiarization programme undertaken have been provided in the Corporate Governance Report.

## **DIRECTOR'S RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and reviews performed by Management in concurrence with the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-23.

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

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;

- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

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

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

**SUBSIDIARY COMPANIES**

The Company has no subsidiary company. Further, the Company does not have any joint venture or associate companies during the year or at any time after the closure of the year and till the date of the report.

**EXTRACT OF THE ANNUAL RETURN**

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

**CODE OF CONDUCT:**

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

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

**VIGIL MECHANISM**

Your Company has established a "Vigil Mechanism" for its employees and Directors, enabling them to report any concerns of unethical behavior, suspected fraud or violation of the Company's 'Code of Conduct'. To this effect, the Board has adopted a 'Whistle Blower Policy', which is overseen by the Audit Committee. The policy provides safeguards against victimization of the Whistle Blower. Employees and other stakeholders have direct access to the Chairperson of the Audit Committee for lodging concerns if any, for review. . The Whistle Blower Policy of your Company is posted on the website of the Company [www.archidplydecor.com](http://www.archidplydecor.com)

**STATUTORY AUDITORS**

At the Annual General Meeting held on 23<sup>rd</sup> November, 2018, M/s GRV& PK & Co., Chartered Accountants (ICAI Firm Reg. No. 008099s), were appointed as the Statutory Auditors of the Company for a period of 5 years up to the conclusion of 6th Annual General Meeting to be held in 2023. In this ensuing Annual General meeting it is considered to reappoint the statutory Auditors of the Company for second term of five years to hold office from the conclusion of Sixth (6<sup>th</sup>) Annual General Meeting till the conclusion of Eleventh(11<sup>th</sup>) Annual General Meeting to be held in 2028. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

**STATUTORY AUDITOR'S REPORT**

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

During the year under review, there were no material or serious instances of fraud falling within the purview of Section 143 (12) of the Companies Act, 2013 and rules made thereunder, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit conducted and therefore no details are required to be disclosed under Section 134 (3) (ca) of the Act.

## **SECRETARIAL AUDIT REPORT**

The Board appointed Mr. Rajneesh Sharma Practicing Company Secretary, to conduct Secretarial Audit for the FY 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith marked as Annexure E to this Report.

The observation made in the Secretarial Auditors Report are self-explanatory and hence do not call for any further comments.

## **Compliance with Secretarial Standards**

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

## **BUSINESS RISK MANAGEMENT**

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

(A) Overseeing and approving the Company's enterprise wide risk management framework; and

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

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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

## **PARTICULARS OF EMPLOYEES**

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

## **EQUAL OPPORTUNITY & PREVENTION OF SEXUAL HARRASMENT**

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

We have zero tolerance for sexual harassment at workplace and have adopted a policy on prevention, prohibition and redressal of sexual harassment at Work place in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) ACT, 2013 and the Rules thereunder for prevention and Redressal of Complaints of sexual harassment at workplace. There was no complaint related to sexual harassment during the Year 2023.

## **COMMITTEES OF THE BOARD**

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

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

## **CEO AND CFO CERTIFICATION**

Pursuant to the Listing Regulations, the CEO and CFO certification is attached with the Annual Report. The Managing Director

&CEO and the Chief Financial Officer also provide quarterly certification on financial results while placing the financial results before the Board in terms of the Listing Regulations.

## **LISTING FEES**

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

## **SHARE REGISTRAR & TRANSFER AGENT (R&T)**

M/s. KFin Technologies Limited (Formerly KFin Technologies Private Limited) is the R&T Agent of the Company. Their contact details are mentioned in the Report on Corporate Governance.

## **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise as per Section 43(a)(ii) of the Companies Act, 2013;
2. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees;
3. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries;
4. No fraud has been reported by the Auditors to the Audit Committee or the Board;
5. Issue of Shares including Sweat Equity Shares to the employees of the Company under any scheme as per provisions of Section 54(1)(d) of the Companies Act,2013;
6. No instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013.
7. Disclosure of reason for difference between valuation done at the time of taking loan from bank and at the Time of one time settlement. There was no instance of onetime settlement with any Bank or Financial Institution.

## **ACKNOWLEDGEMENT**

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

**For and on behalf of the Board of Directors**

**Shyam Daga  
(Chairman)**

**Place:** Bengaluru  
**Date:** 14<sup>th</sup> August, 2023



**ANNEXURE “A” TO THE DIRECTORS’ REPORT  
 UNDER THE RULE 8 OF COMPANIES (ACCOUNTS ) RULE,2014.**

**A. Conservation of Energy**

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

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

**B. Research and Development (R & D)**

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

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

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

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

**• Future Plan of action:**

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

**• Expenditure on R & D**

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

**TECHNOLOGY, ABSORPTION, ADAPTATION AND INNOVATION.**

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

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

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

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

**• Imported technology**

There is no imported technology during the year

**C. Foreign Exchange Earning & Outgo**

Earnings: on account of Export of Goods nil

Outgo : on account of Raw materials, Stores, Capital Goods, Foreign Travelling and Sales Promotions ₹ 800.72 lakhs

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

Shyam Daga  
(Chairman)

**Place:** Bengaluru

**Date:** 14<sup>th</sup> August ,2023

## Annexure B

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

To  
**The Members,**  
**Archidply Décor Limited**  
**Plot No 7, Sector-9, Integrated Industrial Estate, Sidcul, Pant Nagar,**  
**Rudrapur Udham Singh Nagar Uttarakhand - 263153**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Archidply Décor Limited having CIN- L20231UR2017PLC008626, having its registered office at Plot No 7, Sector-9, Integrated Industrial Estate, Sidcul, Pant Nagar, Rudrapur Udham Singh Nagar Uttarakhand - 263153 (herein after referred to as 'the company') produced before us by the company for the purpose of issuing this certificate in accordance with regulation 34(3) read with schedule 5 para C sub clause (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations 2015.

In our opinion and best of our belief, information and according to the verification (Including Director Identification Number(DIN) status of the respective directors at the portal www.mca.gov.in as considered necessary and written representation made by the respective directors, we hereby certify that none of the directors on the board of the company as stated below for the financial year ending on 31st march 2023 have been debarred or disqualified from being appointed or continuing as the director of the company by the securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Shyam Daga	00561803	14.06.2017
2	Rajiv Daga	01412917	14.06.2017
3	Kukkehalli Raviraj Hegde	08693808	11.02.2020
4	Akshatha Rai	06512797	11.02.2020
5	Neeraj Kumar Mittal	00900714	28.09.2020
6	Dinesh Kumar Marda	03267281	28.09.2020

Ensuring the eligibility for the appointment/ continuity as the director of the board is the responsibility of the management of the company. Our responsibility is to express an opinion based on our verification and representation made by the respective directors. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **RAJNEESH SHARMA & CO,**  
**COMPANY SECRETARIES**

**(RAJNEESH SHARMA)**  
 Proprietor  
 FCS: 5549; CP No:24210  
 PR No.1771/2022  
 UDIN: F005549E000798143  
 Udaipur  
 Date: August 14, 2023

## ANNEXURE “C” TO THE DIRECTORS’ REPORT

**Form No. AOC-2**

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

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

Archidply Decor Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm’s length during the financial year 2022-23.

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

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

Name of the Related Party	Nature of Transaction	Duration of contract	Date of Board Approval	Value of Transaction approval given	During the Current Financial Year
Archidply Industries Limited (AIL)	Rent paid to AIL	From 17.03.2018 and onwards	17.03.2018	Rs. 10,000 per month.	Rs. 1.20 lakhs
Archidply Industries Limited (AIL)	Purchase of Goods				Rs. 3.97 lakhs
Archidply Industries Limited (AIL)	Sale of Goods				Rs. 1.82 lakhs
Assam Timber Products Private Limited	Rent Paid				Rs. 1.20 lakhs
The Mysore Chipboards Limited	Purchase of Goods				Rs. 49.00 Lakhs
Mr. Sandeep Bharadia	Rent Paid				Rs. 1.20 lakhs

No advance amount paid for the aforesaid transactions

For and on behalf of the Board of Directors

**Shyam Daga**  
(Chairman)

**Place:** Bengaluru  
**Date:** 14<sup>th</sup> August, 2023

**Annexure E to Directors' Report**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2023**

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L20231UR2017PLC008626
2	Registration Date	6/14/2017
3	Name of the Company	ARCHIDPLY DECOR LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non Government Company
5	Address of the Registered office & contact details	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttrakhand -263153 Website: <a href="http://www.archidplydecor.com">http://www.archidplydecor.com</a> E-Mail: banglore@archidply.com PH: 05944-250270, FAX:05944-250269
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	KFIN TECHNOLOGIES PRIVATE LIMITED, KARVY SELENIUM, TOWER - B, PLOT NO. 31 & 32, FINANCIAL DISTRICT, GACHIBOWLI, NANAKRAMGUDA, HYDERABAD - 500032.

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	PLYWOOD	20211	43.48%
2	DECORATIVE VENEERS	20211	37.32%
3	PRELAMINATED PARTICLE BOARD	20211	13.51%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NIL				

<b>IV. SHARE HOLDING PATTERN</b>									
(Equity share capital breakup as percentage of total equity)									
<b>(i) Category-wise Share Holding</b>									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2022]				No. of Shares held at the end of the year [As on 31-March-2023]				% Change during the year
	Demat	physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	696,791	50000	746,791	13.42%	696791	49980	746,771	13.42%	-0.00%
b) Central Govt								0.00%	0.00%
c) State Govt(s)								0.00%	0.00%
d) Bodies Corp.	3,314,608		3,314,608	59.55%	3,314,608		3,314,608	59.55%	0.00%
e) Banks / FI	-	-						0.00%	0.00%
f) Any other	-	-						0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>4,011,399</b>	<b>50,000</b>	<b>4,061,399</b>	<b>72.96%</b>	<b>4,011,399</b>	<b>49,980</b>	<b>4,061,379</b>	<b>72.96%</b>	<b>0.00%</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>4,011,399</b>			<b>72.96%</b>	<b>4,011,399</b>	<b>49,980</b>	<b>4,061,379</b>	<b>72.96%</b>	<b>-0.00%</b>

**B. Public Shareholding**

<b>1. Institutions</b>									
a) Mutual Funds				0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B) (1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>

**2. Non-Institutions**

a) Bodies Corp.									
i) Indian	16972	806	17,778	0.32%	12156	806	12,962	0.23%	-0.09%
ii) Overseas	-		-	0.00%			-	0.00%	0.00%
b) Individuals/ HUF						0			0.00%
i) Individual / HUFshareholders holding nominal share capital upto Rs. 2 lakh	950221	14089	964310	17.32%	868331	11934	880,265	15.81%	-1.51%
ii) Individual / HUF shareholders holding nominal share capital in excess of Rs 2 lakh	496768	0	496,768	8.92%	592004	0	592,004	10.64%	1.71%
c) Others (specify)				0.00%					0.00%
Non Resident Indians	12157	8636	20,793	0.37%	6782	8636	15,418	0.28%	-0.10%
NBFC/	-		-	0.00%			-	0.00%	0.00%
Foreign Nationals				0.00%			-	0.00%	0.00%
Clearing Members	972	0	972	0.02%	211	-	211	0.00%	-0.01%
NRI(NR)	4230	0	4230	0.08%	4011	0	4,011	0.07%	-0.00%
<b>Sub-total (B) (2):-</b>	<b>1,481,320</b>	<b>23531</b>	<b>150851</b>	<b>27.04%</b>	<b>,483,495</b>	<b>21,376</b>	<b>,504,871</b>	<b>27.04%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	<b>1,481,320</b>	<b>23531</b>	<b>150851</b>	<b>27.04%</b>	<b>1,483,495</b>	<b>21,376</b>	<b>1,504,871</b>	<b>27.04%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>				0.00%		-		0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>5,492,719</b>	<b>73531</b>	<b>5,566,250</b>	<b>100.00%</b>	<b>,494,894</b>	<b>71,356</b>	<b>5,566,250</b>	<b>100.00%</b>	<b>0.00%</b>

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	No. of Shares	% of total Shares of the company	Shareholding at the beginning of the year		Shareholding at the end of the year			% change in shareholding during the year
				% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DEENDAYAL DAGA HUF	5000	0.09%	0.09%	0	5000	0.09%	0	<b>0.00%</b>
2	SHYAM DAGA	171161	3.07%	3.07%	0	171161	3.07%	0	<b>0.00%</b>
3	SANGEETA BHARADIA	1025	0.02%	0.02%	0	1025	0.02%	0	<b>0.00%</b>

4	DEENDAYAL DAGA	192905	3.47%	3.47%	0	192905	3.47%	0	0.00%
5	USHA DAGA	190085	3.41%	3.41%	0	190085	3.41%	0	0.00%
6	RAJIV DAGA	161635	2.90%	2.90%	0	161635	2.90%	0	0.00%
7	ARPITA DAGA	24950	0.45%	0.45%	0	24950	0.45%	0	0.00%
8	VIRESH VYAS	10	0.00%	0.00%	0	10	0.00%	0	0.00%
9	ASSAM TIMBER PRODUCTS PRIVATE LIMITED	1102937	19.81%	19.81%	0	1102937	19.81%	0	0.00%
10	THE MYSORE CHIP-BOARDS LIMITED	449357	8.07%	8.07%	0	449357	8.07%	0	0.00%
11	VANRAJ SUPPLIERS PVT. LTD	985877	17.71%	17.71%	0	985877	17.71%	0	0.00%
12	RAVI MARKETING AND SERVICES PRIVATE LIMITED	706962	12.70%	12.70%	0	706962	12.70%	0	0.00%
13	SHREE SHYAM TEA PRIVATE LIMITED	69475	1.25%	1.25%	0	69475	1.25%	0	0.00%

\*During the year, two promoters holding 20 shares has been reclassified to public shareholder vide the order of the stock exchange.

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01.04.2022			0.00%	4,061,399	72.96%
	Changes during the year (Reclassification of promoters to public)		Transfer	20	0.00%	4,061,379	72.96%
	At the END of the year	31.03.2023				4,061,379	72.96%

\*During the year, two promoters holding 20 shares has been reclassified to public shareholder vide the order of the stock exchange.

**(iv) Shareholding Pattern of top ten Shareholders**

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

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	RAJESWARA RAO YANAMADALA						
	At the beginning of the year	01.04.2022		174,783	3.14%	174,783	3.14%
	Changes during the year		Transfer	38,272	0.69%	213,055	3.83%
	At the end of the year	31.03.2023		213,055	3.83%	213,055	3.83%
2	YANAMADALA RAJESWARA RAO & NAGAMANI						

	At the beginning of the year	01.04.2022		83,859	1.51%	83,859	1.51%
	Changes during the year		Transfer	63,132	1.13%	146,991	2.64%
	At the end of the year	31.03.2023		146,991	2.64%	146,991	2.64%
<b>3 CHIRANJEEVI CHOWDARY YANAMADALA</b>							
	At the beginning of the year	01.04.2022		28,119	0.51%	28,119	0.51%
	Changes during the year		Transfer	43,244	0.78%	71,363	1.28%
	At the end of the year	31.03.2023		71,363	1.28%	71,363	1.28%
<b>4 DUSHYANTH CHOWDARY YANAMADALA</b>							
	At the beginning of the year	01.04.2022		17,271	0.31%	17,271	0.31%
	Changes during the year		Transfer	49,521	0.89%	66,792	1.20%
	At the end of the year	31.03.2023		66,792	1.20%	66,792	1.20%
<b>5 LAVESH BHADADA</b>							
	At the beginning of the year	01.04.2022		13,588	0.24%	13,588	0.24%
	Changes during the year		Transfer	10,735	0.19%	24,323	0.44%
	At the end of the year	31.03.2023		24,323	0.44%	24,323	0.44%
<b>6 RATANLAL BHADADA</b>							
	At the beginning of the year	01.04.2022		21,889	0.39%	21,889	0.39%
	Changes during the year		Transfer	(2,131)	-0.04%	19,758	0.35%
	At the end of the year	31.03.2023		19,758	0.35%	19,758	0.35%
<b>7 SUNITA BHADADA</b>							
	At the beginning of the year	01.04.2022		15,860	0.28%	15,860	0.28%
	Changes during the year		Transfer	(500)	-0.01%	15,360	0.28%
	At the end of the year	31.03.2023		15,360	0.28%	15,360	0.28%
<b>8 PRASHANT RATHEE</b>							
	At the beginning of the year	01.04.2022		12,500	0.22%	12,500	0.22%
	Changes during the year		Transfer	-	0.00%	12,500	0.22%
	At the end of the year	31.03.2023		12,500	0.22%	12,500	0.22%
<b>9 RATANLAL CHITTERMAL BHADADA</b>							



	At the beginning of the year	01.04.2022		-	0.00%	-	0.00%
	Changes during the year		Transfer	11,631	0.21%	11,631	0.21%
	At the end of the year	31.03.2023		11,631	0.21%	11,631	0.21%

## 10 YOGI VINODBHAI VORA

	At the beginning of the year	01.04.2022			0.00%	-	0.00%
	Changes during the year		Transfer	10,231	0.18%	10,231	0.18%
	At the end of the year	31.03.2023		10,231	0.18%	10,231	0.18%

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	SHYAM DAGA						
	At the beginning of the year	01.04.2022		171,161	3.07%	171,161	3.07%
	Changes during the year			-	0.00%	171,161	3.07%
	At the end of the year	31.03.2023		171,161	3.07%	171,161	3.07%
2	RAJIV DAGA						
	At the beginning of the year	01.04.2022		161,635	2.90%	161,635	2.90%
	Changes during the year			-	0.00%	161,635	2.90%
	At the end of the year	31.03.2023		161,635	2.90%	161,635	2.90%
3	SIVA KIRAN MAVOORI						
	At the beginning of the year	01.04.2022		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2023		-	0.00%	-	0.00%
4	RAJ RAM PRAJAPAT						
	At the beginning of the year	01.04.2022		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2023		-	0.00%	-	0.00%

<b>V. INDEBTEDNESS</b>					
Indebtedness of the Company including interest outstanding/accrued but not due for payment.					
					(Amt. Rs./Lacs)
Particulars	Secured Loans excluding deposits		Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i) Principal Amount	1675.59		-		1,675.59
ii) Interest due but not paid			-		-
iii) Interest accrued but not due			-		-
<b>Total (i+ii+iii)</b>	<b>1675.59</b>		-	-	<b>1,675.59</b>
<b>Change in Indebtedness during the financial year</b>					
* Addition	(127.14)			-	(127.14)
* Reduction					-
Net Change	(127.14)		-	-	(127.14)
<b>Indebtedness at the end of the financial year</b>					
i) Principal Amount	1,548.45		-		1,548.45
ii) Interest due but not paid	-		-		-
iii) Interest accrued but not due	-		-		-
<b>Total (i+ii+iii)</b>	<b>1,548.45</b>		-	-	<b>1,548.45</b>
<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>					
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:					
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
	Name			<b>Mr. Shyam Daga</b>	(Rs/Lac)
	Designation			<b>Managing Director/ CEO</b>	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-	25.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
	Commission	-	-	-	-
4	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	-	-	-	25.00

	Ceiling as per the Act <b>(Maximum 11 % of the Net Profit of the Company)</b> <b>(Schedule V is applicable and Prior Approval of Shareholders are taken in General Meeting)</b>					84.00
<b>B. Remuneration to other Directors</b>						
SN.	Particulars of Re-muneration					Total Amount
						(Rs/Lac)
1	Independent Directors	<b>Mr. Kukkehalli Raviraj Hegde</b>		<b>Mrs. Akshatha Rai</b>	<b>Neeraj Kumar Mittal</b>	
	Fee for attending board/ committee meetings	1.10		1.10	0.30	2.50
	Commission			-		-
	Others, please specify	-		-		-
	Total (1)	-		-	-	2.50
2	Other Non-Executive Directors	Rajiv Daga		-		-
	Fee for attending board committee meetings	-		-		-
	Commission	-		-		-
	Others, please specify	-		-		-
	Total (2)	-		-	-	-
	Total (B)=(1+2)	-		-	-	2.50
	Total Managerial Remuneration					27.50
	Overall Ceiling as per the Act <b>(Sitting Fees is not Covered under the Limit for the Managerial Remuneration)</b>					84.00
<b>C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD</b>						
SN.	Particulars of Remuneration					Total Amount
	Name	Mr. Siva Kiran Mavoori			Mr. Raju Ram Prajapat	(Rs/Lac)
	Designation	cs			CFO	

1	Gross salary		2.4				14.06	16.46
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961							-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961							-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961							-
2	Stock Option							-
3	Sweat Equity							-
4	Commis- sion							-
	- as % of profit							-
	- others, specify							-
5	Others, please specify							-
	<b>Total</b>		2.40			-	<b>14.06</b>	<b>16.46</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief De- scription	Details of Penal- ty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>		<b>NOT APPLICABLE</b>		<b>NOT APPLICABLE</b>	
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>		<b>NOT APPLICABLE</b>		<b>NOT APPLICABLE</b>	
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>		<b>NOT APPLICABLE</b>		<b>NOT APPLICABLE</b>	
Penalty					
Punishment					
Compounding					

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

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

FOR THE FINANCIAL YEAR ENDED: **31.03.2023**.

To,

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ARCHIDPLY DECOR LIMITED** (CIN: : L20231UR2017PLC008626 ) (hereinafter called the company) for the year ended **March 31, 2023**. Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, to the extent the information provided by the Company, its officers, RTA, agents and authorized representatives, electronic records available on the official portal of the ministry of corporate affairs www.mca.gov.in, portal of the stock exchanges, representation made by the management, I hereby report that in our opinion, the company has, during the financial year ended on **March 31, 2023** (the audit period) generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment Overseas Direct Investment and External Commercial Borrowings: There were no FEMA provisions applicable during the Audit period.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
  - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
  - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(Not Applicable to the Company during the Audit Period);
  - h. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.;

- i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- vi. Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies the following laws / acts are also inter alia, applicable to the Company:
  - a. The Environment (Protection) Act, 1986
  - b. Water (Prevention and Control of Pollution), Act, 1974
  - c. The Legal Metrology Act, 2009
  - d. Air (Prevention and Control of Pollution), Act, 1981

The management of the company represented us that fiscal, labour, environmental laws and other statutes which are applicable to this type of company, are complied with.

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

- a. Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
- b. SEBI (Listing Obligations and Disclosure Requirements) 2015 for the year ended 31<sup>st</sup> March 2023 with Bombay Stock Exchange Limited and National Stock Exchange of India Ltd.

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

**I have not examined compliance by the Company with:**

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

**I further report that :**

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place, if any during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

**I further report that during the audit period:**

- a. There was no other event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

For **RAJNEESH SHARMA & CO,**  
**COMPANY SECRETARIES**

**(RAJNEESH SHARMA)**

Proprietor

FCS: 5549; CP No: 24210

UDIN: **F005549E000798176**

**PR No.1771/2022**

Place :Udaipur

Date: **14<sup>th</sup> August , 2023**

**ANNEXURE – A**

(To the Secretarial Audit Report)

To  
The Members,  
Archidply Décor Limited  
Plot No 7, Sector-9, Integrated Industrial Estate, Sidcul, Pant Nagar,  
Rudrapur Udham Singh Nagar Uttarakhand - 263153

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

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

For **RAJNEESH SHARMA & CO,**  
**COMPANY SECRETARIES**

**(RAJNEESH SHARMA)**  
Proprietor  
FCS: 5549; CP No: 24210  
UDIN: **F005549E000798176**  
**PR No.1771/2022**

Place :Udaipur  
Date: **14<sup>th</sup> August , 2023**

**ANNEXURES “ F ” TO DIRECTORS’ REPORT**

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

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

<b>Executive Director</b>	<b>Ratio to Median Remuneration</b>
Mr. Shyam Daga	8.86

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

<b>Directors, Managing Director &amp; CFO, Joint Managing Director &amp; CEO and Company Secretary</b>	<b>% increase in the remuneration in the Financial year</b>
Mr. Shyam Daga, Managing Director & CEO*	NA
Mr. Siva Kiran Mavoori, Company Secretary	Nil
Mr. Raju Ram Prajapat, CFO	7%

Since the Company was in the early stage of operations and not earning sufficient profits, Mr. Shyam Daga has opted not to draw the remuneration from the Company, so no salary paid to Mr. Shyam Daga for the previous year. Thereafter, he is drawing the salary from the Company w.e.f. October 1, 2022.

He has been paid a total salary of Rs. 24.99 lakhs for the current financial year 2022-23.

- (iii) The percentage increase in the median remuneration of employees in the financial year: 7 %.
- (iv) The number of permanent employees on the rolls of the company: 46
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof
- The average increase in salaries of employees other than managerial personnel in 2022-23 was 7%. Percentage increase in the managerial remuneration for the year was also 7%.
- (vi) The key parameters for any variable component of remuneration availed by the directors:
- No directors have been paid any variable remuneration.
- (vii) The Company hereby affirm that the remuneration is as per the remuneration policy of the company.
- (viii) There are no employees of the Company drawing the salary more than the prescribed limit under the Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

**For and on behalf of the Board of Directors**

**Shyam Daga**  
(Chairman)

**Place:** Bengaluru  
**Date:** 14<sup>th</sup> August, 2023



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

The Board of Directors  
M/s. Archidply Decor Limited

We have reviewed the financial statements and the cash flow statement of Archidply Industries Limited for the financial year 2022-23 and certify that:

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

**Shyam Daga**  
**(Managing Director & CEO)**

**Raju Ram Prajapat**  
**(CFO)**

**Place : Bengaluru**  
**Date : August 14, 2023**

## REPORT ON CORPORATE GOVERNANCE

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

The detailed report on Corporate Governance for the financial year ended March 31, 2023, as per regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

#### **Company's philosophy on Code of Governance**

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

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

#### **Board of Directors:**

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

#### **Board Composition & Categories.**

The Board of Directors of the Company consists of an optimum combination of executive and non-executive directors. The Board of directors comprises 6 Directors out of which 5 Directors are Non-executive Directors as on 31.03.2023. The Company has an Executive Chairman and not less than half of the total strength of the Board comprises of independent directors. The Company has three Independent Directors. None of the Directors on the Company's Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which he is a Director as on 31.03.2023. All the Directors have made necessary disclosures regarding committee positions occupied by them in other Companies.

There is no pecuniary relationship or transaction of the non-executive directors with the Company. During the year under review, none of the Independent Directors on the Board of the Company had resigned.

During the year, 4 Board Meetings were held on 30.05.2022, 13.08.2022, 14.11.2022 and 14.02.2023 .There has not been a time gap in excess of four months between any two meetings of the Board of Directors

The requisite information as enumerated as per the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 is made available to the Board of Directors for discussion and consideration at Board Meetings. The composition of the Board, attendance at Board Meetings (BM) held during the financial year (FY) under review and at last Annual General Meeting (AGM) and number of directorships and Memberships/ Chairmanships in other Companies are given below:

Name of the Director (Designation)	Category	FY 2022-23 Attendance at	
		BM	Last AGM
Mr. Mr. Shyam Daga (Executive Chairman & Managing Director )	Promoter	4	No
Mr. Rajiv Daga (Non- Executive Director)	Promoter	1	YES
Mr. Kukkehalli Raviraj Hegde (Director)	Independent	4	YES
Mrs. Mrs. Akshatha Rai (Director)	Independent	4	YES
Mr. Neeraj Kumar Mittal (Director)	Independent	1	No
Mr. Dinesh Kumar Marda (Director)	Independent	1	No

None of the Non- Executive Directors except Mr. Rajiv Daga (161635 shares in the Company) hold any shares in the Company as at 31<sup>st</sup> March, 2023.

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

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

The number of other listed entity's Board(s) or Board Committees in which the Directors are member/ chairperson and name of other Listed Companies along with Category of Directorship as on March 31, 2023 are as follows:

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

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

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

#### **Performance evaluation of Board & Directors:**

The Board is responsible for undertaking a formal annual evaluation of its own performance, that of its Committees and of individual Directors as per Section 134 of Companies Act, 2013 and regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a view to review their functioning and effectiveness and also for identifying possible paths for improvement. During the year, the Board in concurrence with Nomination and Remuneration Committee carried out a performance evaluation of itself, its Committees, and each of the executive/ non-executive/ independent directors through questionnaire. The meeting for evaluation of independent Directors was held on 14.02.2023. The meeting of the independent Directors for evaluating the Board and Chairman performance was also held on 14.02.2023.

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

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

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

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

#### **Details of Familiarisation programme to Independent Directors:**

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

The familiarisation policy including details of familiarisation programmes attended by independent directors during the year ended March 31, 2023 is posted on the website of the Company i.e. [www.archidplydecor.com](http://www.archidplydecor.com)

#### **Confirmation that in the opinion of the Board of Directors the Independent Directors of the**

#### **Company fulfils the conditions specified in the SEBI Listing Regulations and are independent of**

#### **the management of the Company:**

Based on the declaration of independency pursuant to Section 149(6) of the Act, and Listing Regulations, received from each of the Independent Directors of the Company and placed before the Board of Directors in their meeting held on May 30, 2022, it is confirmed by the Board of directors that Mr. Kukkehalli Raviraj Hegde, Mrs. Akshatha Rai (Director), Mr. Neeraj Kumar Mittal and Mr. Dinesh Kumar Marda Independent Directors of the Company fulfils the conditions specified in SEBI Listing Regulations and are independent of the management.

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

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

Skills and its description	Shyam Daga	Rajiv Daga	Akshata Rai	K . R. Hegde	Neeraj K Mittal	Dinesh K Marda
<b>Experience of crafting Business Strategies</b> Experience in developing long-term strategies to grow consumer/dealer business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions	Yes	Yes	Yes	Yes	Yes	Yes
<b>Finance and Accounting Experience:</b> <b>Leadership experience in handling financial management of a lorganization along with an understanding of accounting and financial statements</b>	Yes	Yes	Yes	Yes	No	No
<b>Leadership experience of running enterprise:</b> Experience in leading well-governed organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance	Yes	Yes	Yes	No	Yes	Yes

HR/ people Orientation: Understanding of HR Policies) Managing HR activities, talent development and strengthening the people function	Yes	Yes	yes	NO	Yes	No
<b>Understanding of Consumer and Customer Insights in diverse environments and conditions –</b> Experience of having managed organisations with consumer/ dealers interface in diverse business environments and economic conditions which helps in leveraging consumer/dealers insights for business benefits.	Yes	Yes	Yes	No.	YES	Yes

**Disclosures of relationships between Directors inter-se:**

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

**Composition of Board Committee**

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

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

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

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

**Audit Committee**

**Terms of Reference:**

**(i) Brief description of terms of reference:**

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

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

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

### **Business Risk Evaluation and Management**

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

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

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

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

### **WHISTLE-BLOWER POLICY**

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

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

### **PROHIBITION OF INSIDER TRADING**

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

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

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

The Committee met 4 times during the FY 2022-23 on 30.05.2022, 13.08.2022, 14.11.2022 and 14.02.2023, the attendance and Composition of meetings is as under:

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

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

### **Nomination & Remuneration Committee:**

#### **(i) Brief description of terms of reference:**

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

The purpose of the Committee is to oversee the nomination process for top-level management positions and review executive

remuneration structure. The Committee identifies, screens and reviews individuals qualified to serve as executive directors, non-executive directors and independent directors consistent with criteria approved by the Board and recommends, for approval by the Board, nominees for election at the AGM.

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

During the year 2022-2023, one meeting of the Committee was held on 14.02.2023. The Composition and other details of Nomination and Remuneration Committee of the Company are as follows:

The Committee comprises of three independent Directors:

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

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

- Since the Company was in the early stage of operations and not earning sufficient profits, Mr. Shyam Daga has opted not to draw the remuneration from the Company, so no salary paid to Mr. Shyam Daga for the previous year. Thereafter, he is drawing the salary from the Company w.e.f. October 1, 2022.

- He has been paid a total salary of Rs. 24.99 lakhs for the current financial year 2022-23. The details are as under :

Basic 260400/- + HRA 156240 per month

**Payment to Non-Executive Directors**

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

(In Rs.)

Name of Directors	Sitting fees for Board Meeting	Sitting fees for Committee Meeting
Mrs. Akshatha Rai	60000	50000
Mr. K.R. Hegde	60000	50000
Mr. Rajiv Daga	nil	
Mr. Neeraj Kumar Mittal	30000	
Mr. Dinesh Kumar Marda	nil	

Pecuniary relations or transactions of the Non-Executive Directors

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

**Payment to Executive Directors**

During the year, the remuneration was paid to the Executive Director details as under :

Mr. Shyam Daga : Basic 260400/- + HRA 156240 per month

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

The details of shares held by the Executive and Non-Executive Directors of the Company as on March 31, 2023 are as follows:

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

#### **POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION:**

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

#### **CRITERIA OF SELECTION OF INDEPENDENT DIRECTORS\**

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

#### **Remuneration**

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

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

#### **REMUNERATION OF CHAIRPERSON**

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

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

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



**CEO & Managing Director - Criteria for selection / appointment**

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

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

**Remuneration for the CEO & Managing Director**

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

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

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

**Remuneration Policy for the Senior Management Employees.**

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

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

**CODE OF CONDUCT**

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

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

**COMPLIANCE**

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

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

**MD & CEO / CFO CERTIFICATION**

The Managing Director and the Chief Financial Officer of the Company give Quarterly and annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

**EMPLOYEE STOCK OPTIONS**

Archidply has not issue employee Stock Option during F.Y 2022-23

**Stakeholder Relationship Committee:**(i) **Brief description of terms of reference:**

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

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

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

The Committee met four times during the FY 2022-23 on 30.05.2022, 13.08.2022, 14.11.2022 and 14.02.2023. The attendance and Composition of meetings is as under:

S. No	Name of Director	Designation	Category	No. of meetings attended
1	Mr. K.R. Hegde	Chairman	Non Executive, Independent	4
2	Mrs. Akshatha Rai	Member	Non Executive, Independent	4
3	Mr. Shyam Daga	Member	Executive, Promoter	4
4.	Mr. Siva Kiran Mavoori	Secretary		

Mr. Siva Kiran Mavoori, Company Secretary acts as the Compliance Officer of the Company.

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

The Company has taken various steps to ensure that the shareholders- related matters are given due priority and the matters/ issues raised are resolved at the earliest.

During the year 2022-23- no Complaints (Received & Resolved - no pending complaints)

**General Body Meetings**

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

Year	Location	Date	Time
2022	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153	30.09.2022	12.30 P.M.
2021	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153	16.08.2021	11:00 AM
2020	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153	30.09.2020	10:30 AM

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

- Approval of related party transaction
- Revision in the Salary of Executive Chairman, CEO, and Managing Director
- Appointment of Executive Chairman, CEO, and Managing Director
- Appointment of Independent Directors
- Shifting Of Registered Office From The State Of Uttarakhand To The State Of Karnataka
- Authorise board to borrow.
- Increase the limits for Loan/Guarantee / Security / Investments

- Loan to directors, Etc

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

#### Disclosures

- None of the transactions with any of the related party was in conflict with the interest of the Company at large. The details of related party transactions are given in the Notes to Accounts forming part of the Annual Accounts.
- No strictures / penalties have been imposed on the Company by the Stock Exchanges or the SEBI or any statutory authority on any matters related to capital markets during the last three years
- The Company has complied with the requirements of the stock exchange or SEBI on matters related to Capital Market as applicable.
- The Company has complied with the mandatory requirements of SEBI (LODR) Regulation 2015.

#### Means of Communication

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

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

#### Website:

The Company's website ([www.archidplydecor.com](http://www.archidplydecor.com)) is a comprehensive reference on Company's vision, mission, products, investor relation, and contact details. In compliance with Regulation 46 of the Listing Regulations, a separate section under "Investor

Relations" on the Company's website gives all required information under the Listing Regulations.

#### General Shareholder Information

##### 1. Date, Time and Venue of 6th Annual General Meeting:

Year	Location	Date	Time
2023	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttrakhand -263153	30 <sup>th</sup> September ,2023	12:30 PM

##### 2. Financial Year

The Company's financial year was from April 1<sup>st</sup> 2022 to March 31<sup>st</sup> 2023.

##### 3. Publication of results for the financial year 2023-24(tentative and subject to change)

First quarter results: On or before August 14, 2023

Second quarter and half year results: On or before November 14, 2023

Third quarter results: On or before February 14, 2024

Fourth quarter results and results for the year ending

March 31, 2024: On or before May 30, 2024.

##### 4. Date of Book Closure

24<sup>rd</sup> September, 2023 to 30<sup>th</sup> September 2024 (Both days inclusive)

##### 5. Dividend payment date

No dividend declared for the year under review.

## 6. Listing on stock exchanges

The Equity shares of the Company are listed at:

### **Bombay Stock Exchange Limited (BSE)**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

### **National Stock Exchange Limited (NSE)**

Exchange Plaza, C-1, Block G,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

The annual listing fees, for the equity shares of the Company, pertaining to the year 2023-24 has been paid to the concerned stock exchange on demand.\

## 7. Stock code\

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

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

Year 2022- 2023 Month*	BSE				NSE			
	Share Price High (Rs)	Share Price Low (Rs)	Sensex High	Sensex Low	Share Price High (Rs)	Share Price Low (Rs)	Nifty High	Nifty Low
Apr-22	56.70	45.50	60845.1	56009.07	57.60	44.65	8359.3	8210.15
May-22	58.00	50.05	57184.21	52632.48	58.00	50.20	7906.6	7823.5
Jun-22	64.25	52.45	56432.65	50921.22	64.50	51.65	7506.25	7427.55
Jul-22	63.70	53.65	57619.27	52094.25	62.90	53.75	8161.9	8094.05
Aug-22	68.60	55.55	60411.2	57367.47	73.35	54.70	8534.55	8385.05
Sep-22	86.95	67.15	60676.12	56147.23	88.95	66.90	8286.1	8083.7
Oct-22	78.45	62.00	60786.7	56683.4	77.90	62.00	8590.3	8533.25
Nov-22	67.80	57.55	63303.01	60425.47	67.00	57.00	8901.7	8808.15
Dec-22	70.90	60.65	63583.07	59754.1	70.15	58.60	8678	8591.5
Jan-23	67.95	60.00	61343.96	58699.2	68.35	56.35	8334.2	8234.15
Feb-23	67.00	55.10	61682.25	58795.97	67.05	54.35	8118.3	8058.25
Mar-23	64.90	54.30	60498.48	57084.91	63.00	55.00	8113.45	8037.15

\*Source: Websites of Stock Exchanges, BSE and NSE.

## 9. Registrar & Transfer Agents.

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

K Fin Technologies Private Limited  
Karvy Selenium, Tower- B, Plot No 31 & 32.  
Financial district, Nanakramguda,  
Serilingampally Mandal, Hyderabad, 500032  
Tel: +91 04 67161500  
Email Id: [einward.ris@karvy.com](mailto:einward.ris@karvy.com).

## 10. Share Transfer System:

The Company has a Committee of the Board of Directors called Stakeholders Relationship Committee and takes necessary steps as per its terms of reference duly approved by the Board from time to time.No Share transfer requests were received during the Financial Year 2022-23

### Distribution of Shareholdings

The distribution of shareholding as on as on 31.03.2023 is given as under:

ARCHIDPLY DECOR LTD					
Distribution Schedule As On 31/03/2023					
Sno	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	6773	95.66	4670520.00	8.39
2	5001- 10000	147	2.08	1056740.00	1.90
3	10001- 20000	81	1.14	1151890.00	2.07
4	20001- 30000	23	0.32	577270.00	1.04
5	30001- 40000	21	0.30	730370.00	1.31
6	40001- 50000	6	0.08	265800.00	0.48
7	50001- 100000	10	0.14	678220.00	1.22
8	100001& Above	19	0.27	46531690.00	83.60
	<b>Total:</b>	<b>7080</b>	<b>100.00</b>	<b>55662500.00</b>	<b>100.00</b>

### ARCHIDPLY DECOR LTD Distribution Schedule As On 31/03/2023

The distribution of shareholding according to category as on 31.03.2023

Sno	Description	No. of Cases	Total Shares	% Equity
1	PROMOTERS	5	691791	12.43
2	PROMOTERS HUFS	1	5000	0.09
3	PROMOTERS BODIES CORPORATE	5	3314608	59.55
4	RESIDENT INDIVIDUALS	6767	1407751	25.29
5	PROMOTERS(PHYSICAL)	5	49980	0.90
6	NON RESIDENT INDIAN NON REPATRIABLE	36	4011	0.07
7	NON RESIDENT INDIANS	62	15418	0.28
8	BODIES CORPORATES	31	12962	0.23
9	H U F	268	64518	1.16
10	CLEARING MEMBERS	3	211	0.00
	<b>Total:</b>	<b>7183</b>	<b>556620</b>	<b>100.00</b>

### 11. Dematerialization of Shares and liquidity.

As on 31.03.2023, of the shareholding were held in dematerialized form as per details mentioned below:

Sno	Description	No of Holders	Shares	% To Equity
1	PHYSICAL	61	71356	1.28
2	NSDL	3567	4686223	84.19
3	CDSL	3555	808671	14.53
	<b>Total:</b>	<b>7183</b>	<b>5566250</b>	<b>100.00</b>

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

### 12. Outstanding GDRs/ADRs/Warrants or any convertible instruments

There were no outstanding GDRs/ADRs/ Warrants or any other Convertible Instruments as on 31.03.2022.

**13. Commodity price risk or foreign exchange risk and hedging activities:**

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

**14. Plant locations**

Chintamani	Survey No. 19, KSSIDC Industrial Area, Katamachanahalli, Chintamani, Chikkaballapur, Karnataka, 563125
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**15. Address for correspondence****Registered Office:****ARCHIDPLY DECOR LTD**

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

PH: 05944-250270, FAX: 05944-250269

E-mail: [bangalore@archidply.com](mailto:bangalore@archidply.com) Website: [www.archidplydecor.com](http://www.archidplydecor.com)

Corporate Identification Number (CIN): L20231UR2017PLC008626

**16. List of all credit ratings obtained by the Company:**

During the financial year 2022-23, the Company does not have any debt instruments or any Fixed Deposit Programme or any scheme or the proposal of the Company involving mobilization of funds in India or in abroad. There is no credit ratings obtained by the Company

**17. Other Disclosures**

- (a) The Company does not have materially significant related party transactions that may have potential conflict with the interests of listed entity at large; The necessary disclosure of related party transactions has been made.
- (b) There has been no non-compliance by the Company and no penalties, strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years except in FY 22, the fine of Rs. 11800 each has been imposed on Company by the BSE & NSE Stock exchange for the 2 days delay in filing the disclosure of related party transactions under Regulation 23(9) of the SEBI (LODR), 2015 with the stock exchange.
- (c) The Company has establishment of vigil mechanism, whistle blower policy, and it is affirmed that no personnel has been denied access to the audit committee;
- (d) The Company has complied with all the mandatory requirements as prescribed in the SEBI Listing Regulations and the Companies Act, 2013.; the Company has not adopted the non- mandatory requirements;
- (e) The Company has no material subsidiaries;
- (f) The policy on related party transactions is available on the website [www.archidplydecor.com](http://www.archidplydecor.com)
- (g) There is no commodity price risks and commodity hedging activities taken by the Company.
- (h) The Company has not raised any funds through preferential allotment or qualified institutions placement. as specified under Regulation 32 (7A).
- (i) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this Report
- (j) During the financial year 2022-23, there was no instances where the board had not accepted any recommendation of any committee of the board which is mandatorily required.
- (k) total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.
  - a) Statutory Audit Fee : Rs. 150000
  - b) Tax Audit Fee : Rs. 50000
  - c) other Consultancy : NIL

Total : Rs. 200000

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

a. number of complaints filed during the financial year : nil

b. number of complaints disposed of during the financial year: nil

c. number of complaints pending as on end of the financial year.: nil

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

#### 19. Compliance Certificate of the Company Secretary in Practice

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

#### 20. Disclosures with respect to demat suspense account/unclaimed suspense account:

S.No.	Particulars	No. of Shareholders	Outstanding shares
1	Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year	9	81
2	Number of shareholders to whom shares were transferred from Suspense Account during the year	0	0
3	Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year	9	81

#### 21. Affirmation regarding Compliance with the Code of Conduct

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

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

I confirm that all the Members of the Board of Directors and Senior Management Personnel of the Company has affirmed Compliance with the Code of Ethics and Business Conduct in respect of the Financial Year ended March 31, 2023

For Archidply Décor  
Limited

Shyam Daga  
(Chairman & CEO)

**Date: August 14,2023**

**Place: Bengaluru**

**CERTIFICATE ON CORPORATE GOVERNANCE****TO THE MEMBERS OF  
ARCHIDPLY DECOR LIMITED**

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

We have examined the compliance of conditions of Corporate Governance by Archidply Decor Limited for the year ended on March 31, 2023, as stipulated in Clause E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI(LODR)Regulation 2015 for the year ended on March 31,2023.

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

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

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

For **RAJNEESH SHARMA & CO,**  
**COMPANY SECRETARIES**

**(RAJNEESH SHARMA)**  
Proprietor  
FCS: 5549; CP No: 24210  
UDIN: **F005549E000798110**  
**PR No.1771/2022**

Place :Udaipur  
Date: **14<sup>th</sup> August,2023**



## Management Discussion and Analysis Report

### 1. Industry Structure and Developments

The wood panel industry includes plywood sheets, engineered wood panels (MDF and particle board) and decorative surface products such as laminates. The industry is estimated to be around INR 28,000 crore and is growing at the rate of 10-12% annually.

The India plywood market size reached INR 208.5 Billion in FY 2022-23 and is expected to reach INR 306.5 Billion by FY 2028-29, exhibiting a CAGR of 6.74% during FY 2023-24 to FY 2028-29.

Despite this, the Indian economy surpassed performance expectations, reporting highest Gross Domestic Product (GDP) growth amongst the leading countries. India's GDP grew at 8.9% in FY 2021-22 and is expected to grow at 8.2% in FY 2022-23 on the back of various government reforms. While most of the challenges still remain at play, we expect the Indian economy to ride on the current growth drivers and its inherent strengths to demonstrate resilient performance during the next fiscal.

The Indian plywood market reached a value of INR 195.8 Billion in FY 2021-22. Looking forward, The Company expects the market to reach INR 297.2 Billion by 2027-28, exhibiting a CAGR of 7.4% during 2022-23 to 2027-28.

The decorative veneer market in India is estimated to grow at a CAGR of 8.6% during FY 2022-28, reaching INR 4,500 crore by FY 2028. The market is driven by the rising demand for premium and aesthetic products, increasing disposable income, urbanization and changing consumer preferences.

The decorative veneer market in India is segmented by type, application and region. By type, the market is divided into natural veneers and reconstituted veneers. Natural veneers are made from real wood logs, while reconstituted veneers are made from engineered wood products that are dyed and cut to resemble natural wood patterns. By application, the market is divided into residential and commercial sectors.

The decorative veneer market in India is also influenced by the global trends and supply of raw materials. One of the latest trends in the market is the metallic look veneer, which gives a shiny and glossy finish to the products. However, the decorative veneer industry in India is also facing a shortage of decorative veneer flitches from European and American regions due to high demand for premium grade veneers and lumbers in the international market. This has impacted the availability and prices of some of the popular wood species such as walnut, oak, ash and tulip wood.

Your Company is focusing on capital preservation, Balance Sheet protection, conservative liquidity management, operating expenses management and strengthening collections.

### 2. OPPORTUNITIES AND THREATS

Here are some of the opportunities and threats for the wood panel industry in India:

The Company mainly deals in high end plywood and decorative veneers. Post Lockdown, the market has been affected as Decorative Veneer is considered a luxury segment. The Company has launched different affordable categories of the veneer and Plywoods.

Opportunities:

The wood panel industry is projected to benefit from the growth in the housing sector and through favourable government policies\* such as Make in India, Housing for All, Smart Cities Mission, etc.

The wood panel industry has enormous opportunities for innovation and quality improvement to deal with the growing demand and competition in the market.

The wood panel industry can tap into the emerging segments such as MDF, particle board and laminates, which are gaining popularity due to their cost-effectiveness, durability and environmental friendliness. The MDF/Particle Board segment is expected to grow at a CAGR of 15% during FY 2022-28.

Threats:

- The wood panel industry is facing a shortage of raw materials such as wood logs, veneer flitches and resin due to the global supply chain disruptions caused by the Covid-19 pandemic. This has resulted in increased input costs and reduced margins for the manufacturers.

- The wood panel industry is also facing a threat from imports of cheaper and better quality products from countries such as China, Vietnam, Malaysia and Indonesia. These imports are affecting the domestic market share and profitability.

- The wood panel industry is also subject to strict environmental regulations and social awareness regarding the

sustainability and legality of the wood sources. The industry has to comply with various norms such as FSC certification, E1/E2 emission standards, BIS standards, etc.

As your company's brand is well established in the market and pan India presence with dedicated channel partners nationwide for more than four decades and emphasis on quality and manufacture of eco-friendly products serve as the tools to withstand competition and move forward and achieve the estimated growth. The Company has maintained product quality, policies and commercial practices inspite of unhealthy competition and introduced variants in the same product categories.

### 3. Financial Performance

The following are relevant financial performance details with respect to the operational performance of the Company.

Salient features relating to the Profit & Loss Account:

(Rs. In Lacs)

Particulars	2022-23
Revenue from Operation	5049.52
Other Income	115.25
<b>Total Revenues</b>	<b>5164.77</b>
Cost of Materials Consumed	1,987.97
Purchases of Stock in Trade	1,542.95
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	138.15
Employee benefits expense	370.25
Finance Costs	163.17
Depreciation & Amortization Expenses	129.28
Other Expenses	723.02
<b>Total Expenditure</b>	<b>5,054.79</b>
<b>Profit Before Tax</b>	<b>109.98</b>
Tax	36.98
<b>Profit after Tax</b>	<b>73.00</b>

During the year the Company has achieved a turnover of Rs.5049.52 lakhs and earns profit before Tax [PBT] of Rs.109.98 Lakhs and profit after taxes of Rs.73.00 lakhs. **The Company's business activity fall within a single operating segment, namely 'Wood based products'. Accordingly, the disclosure requirements of Ind AS 108 - 'Operating Segments' are not applicable.**

#### Key Financial Ratios

Sl. no.	Particulars	31.03.2023	31.03.2022	Deviation	Explanation
a	Debt Service Coverage Ratio	-	1.61	-100.00%	Long Term Loan repaid during FY 22-23
b	Interest service Coverage Ratio	1.83	1.19	53.13%	Increase in Sales and Profit
c	Debt Equity Ratio	0.31	0.34	-8.97%	Due to repayment of Long term debts during the year
d	Current Ratio	2.13	2.23	-4.72%	the Company is trying to maintain healthy working capital while ensuring that it does not have idle liquidity
e	Total Debts to Total Assets	0.21	0.24	-9.13%	Due to repayment of Long term debts during the year
f	Debtors Turnover Ratio	2.60	2.25	15.63%	Due to increase in Debtors. Company is trying to reduce its debtors level
g	Inventory Turnover Ratio	6.41	4.66	37.43%	Increase in Cost of Goods Sold

h	Operating Margin(%)	2.53%	1.89%	34.14%	Increase in Sales and hence Profit
i	Net Profit Margin(%)	1.45%	0.59%	147.07%	Increase in Sales and hence Profit
j	Return on Equity Ratio	0.01	0.00	193.86%	Increase in Sales and hence Profit
k	Return on Capital Employed	0.04	0.03	31.77%	Increase in Sales and hence Profit

#### 4. OUTLOOK

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

#### 5. Risks and Concerns

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

Fluctuating interest rates, unpredictable economy, volatile business environment, credit risk are the various identifiable risks along with uncontrollable external factors. However your company can respond and cautiously manage these risks by resorting to a conservative business policy and diligent business practices.

#### 6. Internal Control Systems and their adequacy

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

The Company's internal control systems play an important role and acts as a supplement to the external control systems. Your company has appointed a fulltime In house internal auditor to streamline the system and has adequate internal control systems to maintain accuracy in accounting and financial transactions and comply with rules and regulations.

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

#### 7. HUMAN CAPITAL

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

#### 8. CAUTIONARY NOTE

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

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

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

**Place: Bangalore  
Date: August 14, 2023**

**Shyam Daga  
(Chairman)**

## INDEPENDENT AUDITOR'S REPORT

To the Members of

**M/S. ARCHIDPLY DÉCOR LIMITED**

**Report on the Financial Statements**

### Opinion

We have audited the accompanying financial statements of **M/s. Archidply Décor Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss( including Other Comprehensive Income), the Statement of changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its Profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addresses the matter is provided in that context.

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p><b>A. Revenue recognition on sale of goods and impairment loss allowance on trade receivables</b></p> <p>Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives and returns, if any, ('variable consideration') as specified in the contracts with the customers.</p> <p>An estimate of variable consideration payable to the customers is recorded as at the year end. Such estimation is done based on the terms of contracts, rebates and discounts schemes and historical experience.</p>	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Tested a sample of sales transactions for compliance with the Company's accounting principles to assess the completeness, occurrence and accuracy of revenue recorded.</li> <li>• We read and evaluated the Company's policies for revenue recognition and impairment loss allowance and assessed its compliance with Ind AS 115 – Revenue From Contracts With Customers' and Ind AS 109 'Financial Instruments', respectively.</li> <li>• We assessed the design and tested the operating effectiveness of internal controls related to sales including variable consideration and impairment loss allowance on trade receivables.</li> <li>• We performed the following tests for a sample of transactions relating to variable consideration:</li> </ul>

<p>In accordance with Ind AS 109 – Financial Instruments, the Company follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables. In calculating the impairment loss allowance, the Company has considered its credit assessment and other related credit information for its customers to estimate the probability of default in future and has considered estimates of possible effect from increased uncertainties in economic environment. We identified estimation of variable consideration and impairment loss allowance on trade receivables as a key audit matter because the Company’s management exercises significant judgments and estimates in calculating the said variable consideration and impairment loss allowance</p>	<ul style="list-style-type: none"> <li>• Read the terms of contract including rebates and discounts schemes as approved by authorized personnel.</li> <li>• Evaluated the assumptions used in estimation of variable consideration by comparing with the past trends and understand the reasons for deviation.</li> <li>• Performed retrospective review to identify and evaluate variances.</li> <li>• Tested the design, implementation and operating effectiveness of the Company’s controls over computation of incentives and pay out against the corresponding liability</li> <li>• We evaluated management’s assessment of the assumptions used in the calculation of impairment loss allowance on trade receivables, including consideration of the current and estimated future uncertain economic conditions.</li> <li>• For sample customers, we tested past collection history, customer’s credit assessment and probability of default assessment performed by the management.</li> <li>• We tested the mathematical accuracy and computation of the allowances.</li> <li>• We read and assessed the relevant disclosures made within the standalone financial statements.</li> </ul> <p><b>Our conclusion:</b></p> <p>Based on the audit procedures performed we did not identify any material exceptions in the recognition of revenue and incentives and discount expenses.</p>
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**Information other than the Financial Statements and Auditor’s Report Thereon**

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

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

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

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

**Responsibility of Management for the Financial Statements**

The Company’s Management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting standards (Ind AS) prescribed under section 133 of the Act, read with the Companies (Indian Accounting standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

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

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

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

### **Auditor's Responsibility for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these

matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c. The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, Statement of changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting standards) Rules, 2015
  - e. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer to Note 33 to the financial statements
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
      - directly or indirectly lender invest in other persons or entities identified in any manner whatsoever("Ultimate

Beneficiaries”) by or on behalf of the Company or

- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether,

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c. Based on audit procedures as we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause iv(a) and iv(b) contain any material mis-statement.

v. The company has not declared or paid any dividend during the year.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31,2023.

h. With respect to the matter to be included in the Auditor’s Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

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

**(KAMAL KISHORE)**  
**Partner**  
**M.No. 205819**  
**UDIN: 23205819BGXZVE6675**  
**Place: Bangalore**  
**Date: 26/05/2023**



**Annexure –A to the Independent Auditors’ Report on the financial statements of Archidply Décor Limited for the year ended 31 March 2023**

The Annexure referred to in Independent Auditors’ Report to the members of **M/s Archidply Décor Limited** (“the Company”) on the financial statements for the year ended 31 March 2023, We report that:

- (i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (B) The company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, these Properties, Plant & Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company, in case of land which are on long term lease from government, the lease agreement are duly executed in favor of company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not revalued its Property, Plant and Equipment during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the company, there are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii)(a) On basis of information and explanation given to us, Physical verification of Inventory has been conducted at reasonable intervals by the management. Procedure of physical verification of Inventory followed by the management is reasonable & adequate in relation to the size of company and nature of its business and no material discrepancies were noticed on physical verification of stocks as compared to book records that were 10% or more.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has been sanctioned working capital limits in excess of five crores rupees, in aggregate, from banks on the basis of security of current assets. The quarterly returns or statements filed by the company with such banks compare with the books of account of the company are as below:

Quarter	As per bank return (Amount in lakhs)	As per books of Account (Amount in lakhs)	Difference (Amount in lakhs)	%age of Differences
Q1	2478.47	2290.68	187.79	7.58%
Q2	2427.77	2284.74	143.03	5.89%
Q3	2561.17	2414.45	146.72	5.73%
Q4	2438.23	2215.56	222.67	9.13%

- (iii) The Company has not made any Investments in companies during the year but has granted unsecured loans to others parties during the year.
- (a) In respect of unsecured loans, Company has granted unsecured Loans to other entity during the year, aggregate amount of loan given during the year is Rs. 150 lakhs and balance outstanding at the balance sheet date is Rs. 157.56 lakhs.
- (b) In our opinion and on the basis of information and explanation given to us, the terms and conditions of the grant of loans given during the year are, prima facie, not prejudicial to the Company’s interest.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has not been stipulated however interest has been charged by the company at every quarter end on such loans.
- (d) As there is no stipulation about repayment of loan by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

- (f) The Company has granted loans and advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment. The aggregate amount of such loans is Rs.650.09 lakhs, out of which granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act,2013 is Nil.
- (iv) In our opinion and according to the information and explanations given to us, the company has not provided any loans, guarantees, and Investments to which the provision of sec 185 of the act apply.
- However regarding loans, guarantees, and Investments to which the provision of sec 186 apply, the company has complied with the provision of the Section.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any public deposits during the year to which section 73 to 76 or any other relevant provisions of the act are applicable. Accordingly, clause (v) of paragraph 3 of the order is not applicable to the company.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company. Accordingly, clause (vi) of the order is not applicable to the company.

- (vii) (a) According to the records of the company and information and explanations given to us and on the basis of our examination of the records of the company, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at source, Tax collected at source, Professional Tax, Goods & Service Tax (GST), Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities.

(b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident fund, Employees State Insurance (ESI), Income-tax, Custom Duty, Excise Duty, Goods & Service Tax (GST), Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2023 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us, details of disputed Sales Tax, Income Tax, Customs Duty, Service Tax, Excise duty and Cess which have not been deposited as on 31<sup>st</sup> March, 2023 on account of any dispute are given below:

Name of Statute	Nature of the dues	Disputed amount pending	Period to which the amount relates (Financial Year)	Forum where dispute is pending.
Central Excise Act	Excise duty	Rs 12.57 lakhs	2011-2012	Appellate Tribunal-Karnataka

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues of loan or other borrowings or any interest due thereon to any lender.
- (b) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, there are no term loans taken by the company.
- (d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilised for long term purposes.
- (e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.
- (b) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause (x)(b) of paragraph 3 of the order is not applicable to the company.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

- (b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As auditor, we did not receive any whistle- blower complaint during the year.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Accordingly, clause (xii) of paragraph 3 of the order is not applicable to the company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the order is not applicable.
- (xvi) (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause (xvi)(a) and (b) of the order is not applicable.
- (b) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (c) As per the information and explanations received, the group does not have any CIC as part of the group.
- (xvii) The company has not incurred cash loss in current financial year as well in immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanation given to us, there is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) (a) and (b) of paragraph 3 of the order are not applicable to the Company.
- (xxi) The Company has not made investments in subsidiary company. Therefore the company does not require to prepare Consolidated Financial Statements. Therefore the provisions of clause (xxi) of paragraph 3 of the order are not applicable to the company.

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

**(KAMAL KISHORE)**  
**Partner**  
**M.No. 205819**  
**UDIN: 23205819BGXZVE6675**

**Place: Bangalore**  
**Date: 26/05/2023**

### **Annexure - B to the Independent Auditors' Report**

**(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Archidply Décor Limited of even date)**

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

We have audited the internal financial controls over financial reporting of **M/s Archidply Décor Limited** ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting

and such internal financial controls over financial reporting are operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**(KAMAL KISHORE)**  
**Partner**  
**M.No. 205819**  
**UDIN: 23205819BGXZVE6675**  
**Place: Bangalore**  
**Date: 26/05/2023**

## Balance Sheet as at March 31st,2023

Particulars	Notes	As at 31.03.2023 (Amount in lakhs)	As at 31.03.2022 (Amount in lakhs)
<b>A. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
(a) Property , Plant and Equipment	2	1,435.46	1,492.43
(b) Capital Work-in Progress	2	-	-
(b) Capital WIP	2	12.97	-
(c) Financial Assets			
i) Investments	3	0.24	0.24
ii) Loans	4	650.09	638.07
iii) Others	5	492.07	277.92
(d) Deferred tax Asset (Net)	6	14.96	48.75
(e) Other non current assets	7	177.04	147.92
<b>Total Non current assets</b>		<b>2,782.84</b>	<b>2,605.33</b>
<b>2. CURRENT ASSETS</b>			
(a) Inventories	8	2,215.56	2,578.31
(b) Financial Assets			
i. Trade Receivables	9	2,094.68	1,790.10
ii. Cash and cash equivalent	10	22.72	27.70
iii. Bank balances other than cash and cash equivalent	11	5.81	-
(c) Current Tax Assets(net)	12	5.45	10.31
(d) Other current assets	13	96.65	91.64
<b>Total Current Assets</b>		<b>4,440.87</b>	<b>4,498.06</b>
<b>TOTAL ASSETS</b>		<b>7,223.71</b>	<b>7,103.39</b>
<b>B.EQUITY &amp; LIABILITIES</b>			
<b>1. EQUITY:</b>			
(a) Equity Share Capital	14	556.63	556.63
(b) Other Equity	15	4,509.06	4,433.13
<b>Total Shareholders Fund</b>		<b>5,065.69</b>	<b>4,989.76</b>
<b>2. NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
i. Borrowings	15	-	-
(a) Provisions	16	70.38	98.83
<b>Total Non-Current liabilities</b>		<b>70.38</b>	<b>98.83</b>
<b>3. CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
i. Borrowings	17	1,548.45	1,675.59
ii. Trade Payables	18		
Total Outstanding dues of Micro and small Enterprises		109.14	83.66
Total Outstanding dues of Creditors other than Micro and small Enterprises		281.25	149.62
iii. Other financial liabilities	19	65.99	21.68
(b) Short term Provisions	20	73.00	71.34
(c) Other Current Liabilities	21	9.81	12.92
<b>Total Current liabilities</b>		<b>2,087.64</b>	<b>2,014.80</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>7,223.71</b>	<b>7,103.39</b>

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

On behalf of the board of directors,

AS PER OUR REPORT ATTACHED OF EVEN DATE

**Shyam Daga**  
 Managing Director  
 DIN: 00561803

**Rajiv Daga**  
 Director  
 DIN:01412917

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

**Raju Ram Prajapat**  
 Chief Financial Officer  
 BDYPP2041Q

**Siva Kiran Mavoori**  
 Company Secretary  
 COTPM0263A

**(Kamal Kishore)**  
 Partner  
 Membership No. 205819  
 UDIN: 23205819BGXZVE6675

Place: Bangalore  
 Date : 26/05/2023

**Statement of Profit & Loss Account for the period March 31st , 2023**

PARTICULARS	Schedule	Figures at the end of Current Reporting Period (Amount in lakhs)	Figures at the end of Previous Reporting Period (Amount in lakhs)
<b>INCOME :</b>			
Sale of Products & other operating revenue	22	5,049.52	4,200.01
Less : Excise Duty			
Net Sales		5,049.52	4,200.01
Other Income	23	115.26	106.62
<b>TOTAL INCOME</b>		<b>5,164.77</b>	<b>4,306.62</b>
<b>EXPENSES :</b>			
Cost of Goods consumed	24	1,987.97	2,105.39
Purchase of Stock In Trade	25	1,542.95	922.84
Changes in Inventories of Finished Goods, Stock-in-process and stock-in-trade	26	138.15	47.09
Employee Benefit Expenses	27	370.25	394.30
Finance Cost	28	163.17	185.02
Depreciation & Ammortisation Expense	2	129.28	122.80
Other Expenses	29	723.02	499.07
<b>TOTAL EXPENSES</b>		<b>5,054.79</b>	<b>4,276.50</b>
<b>PROFIT BEFORE TAXATION</b>		<b>109.99</b>	<b>30.12</b>
Tax Expenses:			
Current Tax		4.22	-
Deferred Tax Liability		32.76	5.54
Taxes of earlier year		-	-
<b>PROFIT FOR THE YEAR</b>		<b>73.01</b>	<b>24.58</b>
Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss			
Defined benefit plan actuarial gains/(losses)		3.95	9.37
ii) Income Tax relating to items that will not be reclassified to profit or loss		(1.03)	(2.44)
B i) Items that will be reclassified to profit or loss			
Dimunision in the value of Investment		-	-
ii) Income Tax relating to items that will not be reclassified to profit or loss		-	-
<b>Other Comprehensive Income net of tax</b>		<b>2.93</b>	<b>6.93</b>
<b>Total Comprehensive Income for the year, net of tax</b>		<b>75.93</b>	<b>31.51</b>
<b>Earning Per Share ( Rs.)</b>			
Basic & diluted		1.31	0.44

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

On behalf of the board of directors,

AS PER OUR REPORT ATTACHED OF EVEN DATE

**Shyam Daga**  
**Managing Director**  
 DIN: 00561803

**Rajiv Daga**  
**Director**  
 DIN:01412917

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

**Raju Ram Prajapat**  
**Chief Financial Officer**  
 BDYPP2041Q

**Siva Kiran Mavoori**  
**Company Secretary**  
 COTPM0263A

**(Kamal Kishore)**  
**Partner**  
 Membership No. 205819  
 UDIN: 23205819BGXZVE6675

Place: Bangalore  
 Date : 26/05/2023

## Statement Of Cash Flow

PARTICULARS	Amount in lakhs	
	FOR YEAR ENDED 31 MARCH, 2023	FOR YEAR ENDED 31 MARCH, 2022
<b>A. Cash flows arising from operating activities</b>		
Net Profit/(Loss) Before Tax	109.99	30.12
<b>Add:</b> Depreciation	129.28	122.80
Interest Paid	132.89	155.63
Loss on Sale of FA	-	-
<b>Less:</b> Other comprehensive (Income)/loss	(3.95)	(9.37)
	376.11	317.92
<b>Less:</b> Profit on sale of Investment	-	-
Interest Received	80.67	86.73
	<b>295.44</b>	<b>231.19</b>
<b>Operating profit before working capital changes</b>		
(Increase)/Decrease in Inventory	362.75	38.49
(Increase)/Decrease in Debtors	(304.58)	156.33
(Increase)/Decrease in Loans & Advances	(23.82)	84.26
Increase/(Decrease) in Trade Payables	157.11	(242.76)
Increase/(Decrease) in Provisions	(26.79)	(33.13)
Increase/(Decrease) in other current liabilities	41.20	(62.48)
Cash flow from Operations	501.31	171.89
Payment of Income Tax	9.67	10.31
<b>Net Cash Flow from Operating Activities</b>	<b>491.64</b>	<b>161.58</b>
<b>B. Cash flows arising from Investment activities</b>		
<b>Inflows:</b>		
Receipt/(Lending) of Loans and Advance	137.98	99.78
FD matured	-	-
Sale of Investment	-	-
Interest Received	80.67	86.73
<b>Outflows:</b>		
Loans & Advances Advanced	150.00	-
Investment in Fixed Assets	72.30	35.12
Change in WIP	12.97	-
FD Made with bank	219.96	-
Purchase of Investment	-	-
	<b>(236.59)</b>	<b>151.40</b>
<b>C. Cash flows arising from finance activities</b>		
<b>Inflows:</b>		
Proceeds of Secured Loan	392.18	475.59
<b>Outflows:</b>		
Repayment of Secured Loan	519.32	669.77
Interest paid	132.89	155.63
<b>Cash flow from all activities-(A+B+C)</b>	<b>(4.98)</b>	<b>(36.84)</b>
Add: Cash & cash equivalents at beginning of the year	27.70	64.53
Cash & cash equivalents at year end of the year	22.72	27.70
<b>Notes from 01 to 42 form the integral part of Financial statements</b>		

AS PER OUR REPORT ATTACHED OF EVEN DATE

**Shyam Daga**  
 Managing Director  
 DIN: 00561803

**Rajiv Daga**  
 Director  
 DIN:01412917

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

**Raju Ram Prajapat**  
 Chief Financial Officer  
 BDYPP2041Q

**Siva Kiran Mavoori**  
 Company Secretary  
 COTPM0263A

**(Kamal Kishore)**  
 Partner  
 Membership No. 205819  
 UDIN: 23205819BGXZVE6675

Place: Bangalore  
 Date : 26/05/2023



## Statement of changes in equity

## A. EQUITY SHARE CAPITAL

(Amount in lakhs)

Balance as at April 1, 2022	Changes in Equity share capital due to prior period errors	Restated Balance as at April 1, 2022	Changes in Equity Share Capital during the year	Balance as at March 31, 2023
556.63	-	556.63	-	556.63

Balance as at April 1, 2021	Changes in Equity share capital due to prior period errors	Restated Balance as at April 1, 2021	Changes in Equity Share Capital during the year	Balance as at March 31, 2022
556.63	-	556.63	-	556.63

## B. OTHER EQUITY

(Amount in lakhs)

Particulars	(As at 31st March 2023)				
	Share Premium	Retained Earnings	Other Comprehensive Income	Capital Subsidy	Total Other Equity
Opening Balance	2,948.32	1,464.81	20.00	-	4,433.13
Add: Profit for the Period		73.01			73.01
Add: Other Comprehensive Income/ (Loss)			2.93		2.93
<b>Total Comprehensive Income for the period</b>	<b>2,948.32</b>	<b>1,537.82</b>	<b>22.93</b>	<b>-</b>	<b>4,509.06</b>
<b>Closing Balance</b>	<b>2,948.32</b>	<b>1,537.82</b>	<b>22.93</b>	<b>-</b>	<b>4,509.06</b>

(Amount in lakhs)

Particulars	(As at 31st March 2022)				
	Share Premium	Retained Earnings	Other Comprehensive Income	Capital Subsidy	Total Other Equity
Opening Balance	2,948.32	1,440.23	13.07	-	4,401.62
Add: Profit for the Period		24.58			24.58
Add: Other Comprehensive Income/ (Loss)			6.93		6.93
<b>Total Comprehensive Income for the period</b>	<b>2,948.32</b>	<b>1,464.81</b>	<b>20.00</b>	<b>-</b>	<b>4,433.13</b>
<b>Closing Balance</b>	<b>2,948.32</b>	<b>1,464.81</b>	<b>20.00</b>	<b>-</b>	<b>4,433.13</b>

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

AS PER OUR REPORT ATTACHED OF EVEN DATE

**Shyam Daga**  
 Managing Director  
 DIN: 00561803

**Rajiv Daga**  
 Director  
 DIN:01412917

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

**Raju Ram Prajapat**  
 Chief Financial Officer  
 BDYPP2041Q

**Siva Kiran Mavoori**  
 Company Secretary  
 COTPM0263A

**(Kamal Kishore)**  
 Partner  
 Membership No. 205819  
 UDIN: 23205819BGXZVE6675

Place: Bangalore  
 Date : 26/05/2023

**Note: - 1 SIGNIFICANT ACCOUNTING POLICIES****1. Corporate Information:**

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

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

**Wood Based Products:** Decorative Laminates, Decorative Veneers, Plywood & Block Board, Pre-laminated Particle Board.

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

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

**2. Basis of preparation of Financial Statements :**

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act 2013 ("the Act"), as notified under the Companies (Indian Accounting Standard) Rules, 2015 and other relevant provision of the Act, to the extent applicable and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Standalone Financial Statement.

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

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

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

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

**3. Accounting Estimates And Assumptions:**

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

**4. Equity**

- a) Ordinary Shares

Ordinary shares are classified as Equity Share capital. Incremental costs directly attributable to the issuance of new shares and buyback are recognized as a deduction from equity, net of any tax effects.

- b) Securities Premium

The amount received in excess of the par value of equity shares has been classified as securities premium.

- c) Retained Earnings

Retained earnings represent the amount of accumulated earnings of the company.

**5. Property, Plant and Equipment**

- a) Property, Plant and Equipment are at Carrying cost which is original cost less Depreciation.

- b) Property, Plant and Equipment are stated at original cost (net of tax/ duty credit availed) less accumulated depreciation and impairment losses except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, trial run expenses (net of revenue) and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.
- c) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.
- d) Assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses.
- e) Property, Plant and Equipments including continuous process plants are depreciated and/or amortised on straight-line basis on their useful lives as notified in Schedule II to the Companies Act, 2013. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.
- f) Depreciation is provided on a straight-line basis over its estimated useful life and in respect of additions to assets, it has been charged on pro rata basis with reference to the period when the assets are ready for use. The provision for depreciation for single shift has been made.
- g) Useful lives of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows:
- Factory Building – 30 years
  - RCC structure Building - 60 years
  - Plant and Machinery - 15 years
  - Furniture and Fixtures - 10 years
  - Vehicles - 8 years
  - Office Equipments - 5 years
  - Computers – 3 years

## 6. Intangible Assets

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

But currently company does not have any Intangible Assets.

## 7. Investment Property

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

## 7. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of property, plant and equipment to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

## 8. Inventories

- a. Inventories related to raw materials, packing materials, stores & spares are valued at cost on weighted average basis or net realisable value whichever is lower.
- b. Waste & scraps are valued at estimated realizable value.
- c. Materials in transit and Semi Finished goods are valued at cost or market value which ever is lower.
- d. Finished goods and process stock include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition.
- e. Finished goods are valued at cost or net realizable value whichever is lower. Net realizable value is the estimated

selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

- f. Obsolete, defective and unserviceable stocks are duly provided for.

## 9. Cash Flow Statement

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

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

## 10. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### A. Financial Assets

#### (i) Initial Recognition and Measurement

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

#### (ii) Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

Debt instruments measured at amortized cost using the effective interest rate method and losses arising from impairment are recognized in Profit and Loss if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Equity instruments at fair value through other comprehensive income.

Equity instruments at fair value through profit or loss (FVTPL)

Equity Instruments in subsidiaries are carried at cost, in accordance with option available in Ind AS 27 "Separate Financial Statements".

#### (iii) De-Recognition

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

#### (iv) Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

### B. Financial Liabilities:

- i) **Classification as debt or equity** - Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.
- ii) **Equity instruments** - An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.
- iii) **Initial Recognition and Measurement** -  
All Financials Liabilities are recognized net of transaction costs incurred.
- iv) **Subsequent Measurement** -  
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate ("EIR") method. Gains and losses are recognised in profit or loss when the liabilities are derecognised through the EIR amortisation process.
- v) **De-Recognition** -  
All Financials Liabilities are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.  
  
When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

#### 11. Tax Asset

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

#### 12. Revenue Recognition:

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

**Sale of Goods:** Revenue from sales of goods is recognised on transfer of significant risks and rewards of ownership to the customers. Revenue shown in the Statement of Profit and Loss excludes Goods & Service Tax(GST), inter-transfers, returns, trade discounts, other benefits passed to customers in kind.

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

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

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

#### 13. Foreign Currency Transactions:

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

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

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

#### 14. Employee Benefits:

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

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

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

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

Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organization established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations.

The Company has no further payment obligations once the contributions have been paid.

#### 15. Borrowing Costs:

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

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

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

#### 16. Accounting for Taxes on Income:

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

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

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

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

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

#### 17. Contingent Liabilities & Contingent Assets:

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

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

(c) unless the probability of outflow of resources is remote.

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

#### 18. Current And Non- Current Classification:

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

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

An asset is current when it is

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

A liability is current when

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

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### 19. Corporate social responsibility (CSR) Activity

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

#### 20. Earnings Per Share

Earnings per share are calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### 21. Segment Reporting

The company is engaged in the business of manufacturing and trading of wood based products and therefore has only one reportable segment in accordance with IND AS-108 "Operating Segments".

#### 22. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

NOTE 2(a)  
PROPERTY, PLANT AND EQUIPMENT FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2023

PARTICULARS	ORIGINAL COST AS ON 01.04.2022	G R O S S A D D I T I O N		G R O S S S A L E S 01.04.2022 to 31.03.2023	B L O C K T O T A L		U P T O 01.04.2022 31.03.2023	D E P R E C I A T I O N F O R T H E P R D 01.04.2022 to 31.03.2023	D E P R E C I A T I O N J U S T - M E N T O N S A L E S	T O T A L D E P R E C I A T I O N 31.03.2023	A D J U S T - M E N T S +/-	N E T B L O C K A S O N 31.03.2023	(Amount in lakhs) N E T B L O C K A S O N 31.03.2022
		01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023		G R O S S B L O C K 31.03.2023								
FREE HOLD LAND	392.55	-	-	-	392.55	-	-	-	-	-	-	392.55	392.55
BUILDINGS	1,192.80	-	-	-	1,192.80	453.26	453.26	35.78	-	489.04	-	703.76	739.54
PLANT AND MACHINERIES	1,392.57	3.82	-	-	1,396.39	1,118.80	1,118.80	63.09	-	1,181.88	-	214.51	273.77
ELECTRICAL EQUIPMENTS	114.11	2.42	-	-	116.54	109.29	109.29	0.12	-	109.41	-	7.13	4.82
WATER SUPPLY INSTALLATION	16.28	-	-	-	16.28	13.99	13.99	0.73	-	14.71	-	1.56	2.29
LABORATORY EQUIPMENTS	3.63	-	-	-	3.63	3.45	3.45	0.02	-	3.47	-	0.15	0.17
FURNITURES AND FIXTURES	113.02	52.80	-	-	165.83	76.37	76.37	12.17	-	88.55	-	77.28	36.65
OFFICE EQUIPMENTS	32.64	4.79	-	-	37.44	25.79	25.79	2.70	-	28.50	-	8.94	6.85
COMPUTERS	21.60	1.56	-	-	23.16	19.83	19.83	0.71	-	20.54	-	2.62	1.77
VEHICLES	122.26	6.91	-	-	129.16	88.24	88.24	13.96	-	102.21	-	26.95	34.01
<b>TOTAL</b>	<b>3,401.47</b>	<b>72.30</b>	-	-	<b>3,473.77</b>	<b>1,909.03</b>	<b>1,909.03</b>	<b>129.28</b>	-	<b>2,038.31</b>	-	<b>1,435.46</b>	<b>1,492.43</b>
<b>B) INTANGIBLE ASSETS:</b>													
GOODWILL													
PROGRAM AND APPLICATION													
<b>SUB TOTAL (B)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>B) CAPITAL WORK IN PROGRESS</b>													
CAPITAL WIP													
<b>TOTAL</b>	<b>3,401.47</b>	<b>72.30</b>	-	-	<b>3,473.77</b>	<b>1,909.03</b>	<b>1,909.03</b>	<b>129.28</b>	-	<b>2,038.31</b>	-	<b>1,435.46</b>	<b>1,492.43</b>
Previous Year	<b>3,366.35</b>	<b>35.12</b>	-	-	<b>3,401.47</b>	<b>1,786.23</b>	<b>1,786.23</b>	<b>122.80</b>	-	<b>1,909.03</b>	-	<b>1,492.43</b>	<b>1,580.12</b>



**NOTE 2(b) : Capital Work-in-progress**

PARTICULARS	Opening Cost as on 01.04.2022	Addition 01.04.2022 to 31.03.2023	Closing Cost as on 31.03.2023	Capitalised/Deletion during the year	As at 31.03.2023	As at 31.03.2022
Furnitures And Fixtures		5.87	5.87	-	5.87	-
Plant And Machineres		0.85	0.85	-	0.85	
Office Equipments		6.26	6.26	-	6.26	
<b>Total</b>	-	<b>12.97</b>	<b>12.97</b>	-	<b>12.97</b>	-

**\* Capital Work in Progress Ageing**

Capital Work in Progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>As on 31.03.2023</b>					
Furnitures And Fixtures	5.87				5.87
Plant And Machineres	0.85				0.85
Office Equipments	6.26				6.26
<b>Total</b>	<b>12.97</b>				<b>12.97</b>

1. The title deeds of immovable properties are held in the name of the company
2. For details assets pledged against borrowings Refer Note No. 16
3. Company has not revalued its Property, Plant & Equipment & Intangible assets during the period ending 31st March, 2023 and also during the previous period ending 31st March, 2022.
4. Intangible asset under development is Nil (PY Nil)

Particulars	As at 31.03.2023 (Amount in lakhs)	As at 31.03.2022 (Amount in lakhs)
<b>Note 3: Investments</b>		
<b>a Other Investment</b>		
National Savings Certificate	0.24	0.24
	<b>0.24</b>	<b>0.24</b>
<b>Total Investment</b>	<b>0.24</b>	<b>0.24</b>
<b>Note 4: Loans &amp; Advances</b>		
Unsecured, Considered Good		
Loan to Others	650.09	638.07
	<b>650.09</b>	<b>638.07</b>
<b>Note 5: Other Non-Current Financial Assets</b>		
<b>a Advances Other than Capital Advances</b>		
i) Security Deposits	72.28	71.71
ii) Security Deposits to Related Party	200.00	-
iii) Security Deposits to Supplier	219.20	205.62
<b>b Balance With Banks</b>		
- Fixed Deposit (Maturity period more than 1 year)	0.60	0.60
	<b>492.07</b>	<b>277.92</b>
<b>Note 6: Deferred Tax Assets</b>		
Opening deferred tax asset	48.75	56.73
Deferred tax (Liability)/Asset arising in current year on account of timing difference		
1. Depreciation	-	5.95
2. Gratuity	(0.56)	(2.90)
3. Leave Encashment	(10.05)	(3.43)
4. Provisions	12.41	6.81
5. Carried forward losses	(35.60)	(14.41)
	(33.79)	(7.98)
	<b>14.96</b>	<b>48.75</b>
<b>Note 7: Other Non-Current Assets</b>		
<b>a Capital Advances</b>		
For Projects	38.29	-
	<b>38.29</b>	-
<b>b Advances Other than Capital Advances</b>		
i) Balance With Revenue Authorities	17.26	17.26
ii) IT refund	11.43	20.60
iii) Other advances for supply	110.06	110.06
	<b>138.75</b>	<b>147.92</b>

<b>c Preliminary Expenses</b>	-	0.19
Less: 1/5 written off	-	0.19
	-	-
<b>Total Other Non Current Assets</b>	<b>177.04</b>	<b>147.92</b>

**Note 8: Inventories**

(At lower of Cost or Net Realisable Value)

Raw Materials	1,587.28	1,821.85
Finished Goods	527.39	665.54
Stores, Spares & Consumption	100.90	90.92

Inventories are pledged against the cash credit limit obtained by the company.

<b>2,215.56</b>	<b>2,578.31</b>
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**Note 9: Trade Receivables****a Unsecured, Considered good**

-Considered Good*	2,173.78	1,813.10
-Significant increase in risk	-	-
-Credit Impaired	-	-
Less: Allowances for Credit loss	79.10	23.00

<b>2,094.68</b>	<b>1,790.10</b>
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1.The above outstanding is from date of transaction of sales.

2.Trade receivables are pledged against the cash credit limit obtained by the Company.

3.Trade receivables are non-interest bearing and are generally on terms of 0-90 days.

4.No debts are due from Directors or other officers of the Company.

Particulars	Less than 6 months	6months to 1 year	1-2 years	2-3 years	More than 3 years	Total as on 31.03.2023
<b>a Unsecured ; Undisputed</b>						
-Considered Good	1,497.69	114.93	118.76	180.06	230.19	2,141.63
-Significant increase in risk	-	-	-	-	-	-
-Credit Impaired	-	-	-	-	-	-
<b>b Unsecured ; Disputed</b>						
-Considered Good	-	-	-	-	-	-
-Significant increase in risk	-	-	-	-	32.15	32.15
-Credit Impaired	-	-	-	-	-	-
Less: Allowances for Credit loss						79.10
	<b>1,497.69</b>	<b>114.93</b>	<b>118.76</b>	<b>180.06</b>	<b>262.34</b>	<b>2,094.68</b>

Particulars	Less than 6 months	6months to 1 year	1-2 years	2-3 years	More than 3 years	Total as on 31.03.2022
<b>a Unsecured ; Undisputed</b>						
-Considered Good	1,059.56	89.27	246.53	283.66	89.05	1,768.06
-Significant increase in risk	-	-	-	-	-	-
-Credit Impaired	-	-	-	-	-	-
<b>b Unsecured ; Disputed</b>	-	-	-	-	-	-
-Considered Good	-	-	-	-	-	-
-Significant increase in risk	-	-	-	40.68	4.36	45.03
-Credit Impaired	-	-	-	-	-	-
Less: Allowances for Credit loss						23.00
	<b>1,060</b>	<b>89</b>	<b>247</b>	<b>324.34</b>	<b>93.40</b>	<b>1,790.10</b>

**Note 10: Cash & Cash Equivalents****a Balances with Banks**

- Balances in current accounts

1.94

0.99

**b Cash in hand****20.78****26.71**

22.72

27.70

**Note 11: Bank balances other than Cash & Cash Equivalents**

Deposit for Margin Money

5.81

-

**5.81**

-

**Note 12: Current Tax Assets**

Advance Tax &amp; TDS Receivable

5.45

10.31

(Net of provision and current tax)

**5.45****10.31**

Reconciliation of estimated Income tax expenses at Indian Statutory Income tax rate to Income tax expenses reported in the Statement of Profit & Loss

Accounting profit before tax	109.99	-
At Statutory income tax rate	25.17%	-
Estimated tax expenses	27.68	-
Expenses not deductible for tax purpose	10.33	-
Deferred tax	(33.79)	-
<b>Total tax reported in the statement of profit and loss</b>	<b>4.22</b>	<b>-</b>

**Note 13: Other Current Assets****a Loans and Advances (Related Party)**

The Mysore Chipboard Limited	-	22.34
Archidply Industries Limited	-	9.88

**b Others**

Prepaid expenses	14.97	14.71
Balance With Revenue Authorities	8.97	6.39
Other Receivable	-	0.59
Other Advances for supply of goods and services	72.71	37.73
	<b>96.65</b>	<b>91.64</b>

**Note 14: Equity Share Capital****AUTHORIZED**

60,00,000 Equity Shares of Rs. 10.00 each (P.Y 60,00,000 Equity Shares of Rs. 10 each)	600.00	600.00
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**ISSUED, SUBSCRIBED, AND PAID UP**

55,66,250 Equity Shares of Rs. 10.00 each (Previous year 55,66,250 shares of Rs.10 each)	556.63	556.63
	<b>556.63</b>	<b>556.63</b>

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

**a.**

Name of Shareholder	As at 31.03.2023		As at 31.03.2022	
	No of Shares	% of Shares	No of Shares	% of Shares
Assam Timber Products Pvt Ltd	11,02,937	19.81	11,02,937.00	19.81
Vanraj Suppliers Pvt Ltd	9,85,877	17.71	9,85,877.00	17.71
Ravi Marketing Services Pvt Ltd	7,06,962	12.70	7,06,962.00	12.70
The Mysore Chipboards Limited	4,49,357	8.07	4,49,357.00	8.07

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

Particular	As at	As at
	31.03.2023	31.03.2022
Outstanding as at beginning of the reporting period	55.66	55.66
Add: during the year	-	-
Outstanding as at end of the Reporting period	55.66	55.66

**c. The Company has only one class of equity shares having a par value of Rs.10 per share, Each Shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. However, no such preferential amounts exist currently.**

**d. Disclosure of Shareholding of Promoters**

Name of Shareholder	As at 31.03.2023		As at 31.03.2022		
	No of Shares	% of Shares	No of Shares	% of Shares	
Shyam Daga	1,71,161	3.07	-	1,71,161.00	3.07
Sangeeta Bharadia	1,025	0.02	-	1,025.00	0.02
Deendayal Daga	1,92,905	3.47	-	1,92,905.00	3.47
Deendayal Daga (HUF)	5,000	0.09	-	5,000.00	0.09
Usha Daga	1,90,085	3.41	-	1,90,085.00	3.41
Viresh Vyas	10	0.00	-	10.00	0.00
Arpita Daga	24,950	0.45	-	24,950.00	0.45
Rajiv Daga	1,61,635	2.90	-	1,61,635.00	2.90
Raj Kishore Prasad	-	-	(100.00)	10.00	0.00
Rajneesh Sharma	-	-	(100.00)	10.00	0.00
Assam Timber Products Pvt Ltd	11,02,937	19.81	-	11,02,937.00	19.81
Vanraj Suppliers Pvt Ltd	9,85,877	17.71	-	9,85,877.00	17.71
Ravi Marketing Services Pvt Ltd	7,06,962	12.70	-	7,06,962.00	12.70
The Mysore Chipboards Limited	4,49,357	8.07	-	4,49,357.00	8.07
Shree Shyam Tea Pvt Ltd	69,475	1.25	-	69,475.00	1.25
	40,61,379	72.96		40,61,399.00	72.96

e. The Company does not have any Holding/ Ultimate Holding Company. As such, no shares are held by them or their Subsidiaries/ Associates.

There are NIL ( Previous year NIL) shares reserved for issue under option and contracts/commitment for the sale of shares/ disinvestment.

**Note 15: Provisions****Provision for Employee Benefits**

Provision for Gratuity	55.61	57.82
Less: Short Term Provision	3.64	11.68
	51.97	46.14
Provision for Leave Encashment	22.16	62.08
Less: Short Term Provision	3.75	9.38
	18.41	52.69
	70.38	98.83

**Note 16: Financial Current Borrowings****a. Secured****Repayable on demand**

Bank overdraft/Cash Credit	1,548.45	1,675.59
	<b>1,548.45</b>	<b>1,675.59</b>

Particulars	As at 31st March 2023	As at 31st March 2022
HDFC Bank#	1,349.71	1,200.00
SBI*	-	475.59
Kotak Bank**	198.74	

Limit	Collateral Security	
	Immovable Property	Third Party Guarantee
HDFC Bank: Working capital loan with sanction limit of Rs.1500 lakhs (1st Pari Passu)	Second charge on all fixed assets of the company including immovable property being Land and Building situated at Plot No. 19, Sy No. 19, at KSSIDC Industrial Estate, Katamachanahalli, Chintamani, Chikkaballapur District, Karnataka – 563153 in the name of Archidply Decor Ltd except for those which are specifically charged to other lender	Personal Guarantee:
SBI : Working capital Loan with sanction limit of Rs.1000 lakhs ( Limit closed w.e.f. 31 march, 2023)	Second charge on all fixed assets of the company including immovable property being Land and Building situated at Plot No. 19, Sy No. 19, at KSSIDC Industrial Estate, Katamachanahalli, Chintamani, Chikkaballapur District, Karnataka – 563153 in the name of Archidply Decor Ltd except for those which are specifically charged to other lender	1. Shyam Daga 2. Rajiv Daga  Corpoarte Guarantee: 1. Archidply Industries Ltd
Kotak Bank : Working capital Loan with sanction limit of Rs.1000 lakhs (Pari Passu with HDFC Bank)	Second charge on all fixed assets of the company including immovable property being Land and Building situated at Plot No. 19, Sy No. 19, at KSSIDC Industrial Estate, Katamachanahalli, Chintamani, Chikkaballapur District, Karnataka – 563153 in the name of Archidply Decor Ltd except for those which are specifically charged to other lender	Personal Guarantee: 1. Shyam Daga 2. Rajiv Daga  Corpoarte Guarantee: 1. Archidply Industries Ltd
Borrowings secured against current assets -The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities. Refer note no. 39		
	1,548.45	1,675.59

**Note 17: Trade Payables**

- Undisputed Micro,Small & Medium	109.14	83.66
- Disputed Micro,Small & Medium	-	-
- Undisputed Creditors for Goods	236.81	107.17
- Undisputed Creditors for Services	44.44	42.44
	<b>390.39</b>	<b>233.27</b>

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total as on 31.03.2023
- Micro,Small & Medium-Undisputed	109.14	-	-	-	109.14
- Micro,Small & Medium-Disputed	-	-	-	-	-
- Creditors for Goods- Undisputed	236.48	-	0.33	-	236.81
- Creditors for Services- Undisputed	42.44	-	-	2.00	44.44
	<b>388.06</b>	<b>-</b>	<b>0.33</b>	<b>2.00</b>	<b>390.39</b>

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total as on 31.03.2022
- Micro,Small & Medium-Undisputed	83.66	-	-	-	83.66
- Micro,Small & Medium-Disputed	-	-	-	-	-
- Creditors for Goods- Undisputed	107.17	-	-	-	107.17
- Creditors for Services- Undisputed	37.16	0.33	4.95	-	42.44
	<b>227.99</b>	<b>0.33</b>	<b>4.95</b>	<b>-</b>	<b>233.27</b>

**Note 18: Other Financial Liabilities**

Statutory Payables	50.63	2.92
Other Payables*	15.36	18.76
*(It includes expenses payable)		
	<b>65.99</b>	<b>21.68</b>

**Note 19: Current Provisions****a. Provision for Employee Benefits**

Provision for gratuity	3.64	11.68
Provision for leave encashment	3.75	9.38
Other Employee Provisions	28.90	33.90
(includes Related Party Rs.2.51 lakhs (P.Y Nil/-))	36.29	54.96

**b. Others**

Cash Discount Payable	36.72	16.38
	<b>73.00</b>	<b>71.34</b>

**Note 20: Other Current Liabilities****a Contract Liabilities**

Advance from customers	7.13	5.24
	<b>7.13</b>	<b>5.24</b>

**b Others**

Security Deposit from Vendors	2.68	7.68
	<b>9.81</b>	<b>12.92</b>

**Note 21: Revenue From Operations**

Sale of Products		
Manufactured Goods	3,113.91	2,996.49
Trading Goods	1,929.53	1,194.41
Other sales	0.72	4.80
	<b>5,044.15</b>	<b>4,195.70</b>
Other Operating Revenue		
Royalty on use of brand name	2.94	-



Jobwork	2.42	4.30
	5.36	4.30
	5,049.52	4,200.01
<b>Particular of sale of products</b>		
Decorative Laminate	40.25	34.75
Pre Lamin Board	681.58	762.28
Plywood/Blockboard	2,193.51	1,385.91
Decorative Plywood/Veneer	1,882.86	1,929.51
Flush Door	27.28	-
Others	218.68	83.26
	<b>5,044.15</b>	<b>4,196.70</b>

**Note 22: Other Income**

Interest Received	80.67	86.73
Insurance Claim Received	7.13	-
Other Non Operating Income	9.17	8.04
Balance Written back	5.19	-
Foreign Exchange Gain	13.09	10.83
Prior Period Income	-	1.01
	<b>115.26</b>	<b>106.62</b>

**Note 23: Cost of Material Consumed**

Raw Material Consumed		
Opening Stock	1,821.85	1,829.79
Add: Purchases	1,753.39	2,097.44
Less: Closing Stock	1,587.28	1,821.85
	<b>1,987.97</b>	<b>2,105.39</b>

Imported and Indigenous Raw Materials Consumed:	Year Ended 31.03.2023		Year Ended 31.03.2022	
	%	Amount in lakhs	%	Amount in lakhs
Imported	51.49%	1,023.61	0.35	745.63
Indigenous	48.51%	964.35	0.65	1,359.75
	100%	1,987.97	1.00	2,105.39

Break up of Raw Materials Consumed (As certified by Management)	Year Ended 31.03.2023		Year Ended 31.03.2022	
	Qty	Amount in lakhs	Qty	Amount in lakhs
Paper in Kgs	22,073	58.53	35,416.19	92.55
Timber in Cum	82	22.34	11.62	6.38
Veener(incl own production) in sq. mtr	2,67,561	345.47	7,13,607.15	863.93
Chemicals in Kgs	57,415	25.02	2,75,877.51	98.18
Plywood/Particle Boards/MDF in sq. mtr	9,18,273	1,476.09	10,62,417.66	1,030.76
Others		60.53		13.58
		1,987.97		2,105.39

**Note 24: Purchase of Stock in trade**

Plywood and Block Board	1,542.95	922.84
Others	-	-
	<b>1,542.95</b>	<b>922.84</b>

**Note 25: Changes in Inventory of Finished Goods, Stock in process & Stock in trade**

Inventories (at close)		
Finished Goods & WIP	527.39	665.54
Stock-in-Trade	-	-
Inventories (at commencement)		
Finished Goods & WIP	665.54	712.63
Stock-in-Trade	-	-
(Increase) / Decrease in Stock	138.15	47.09
(Increase) / Decrease in Stock	138.15	47.09

**Note 26: Employee Benefit Expenses**

Salaries and Wages	322.36	361.73
Director Remuneration	28.10	3.73
Contribution to and provisions for provident and other funds	14.50	24.60
Staff Welfare Expenses	5.28	4.23
	<b>370.25</b>	<b>394.30</b>

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

<b>Particulars</b>	<b>Year ended March 31st 2023 (Rs. in lakhs)</b>	<b>Year ended March 31st 2022 (Rs. in lakhs)</b>
Salary & Perks	25.00	-
Sitting Fees	2.50	3.20
Club Membership	0.60	0.53

**Note 27: Finance cost**

Interest on Working Capital borrowings	132.89	155.63
Other Interest	0.21	0.63
Bank charges, L C Charges & Discounting Charges	0.91	2.94
Processing Charges	29.16	25.82
	<b>163.17</b>	<b>185.02</b>

**Note 28: Other Expenses****a Manufacturing Expenses**

Stores and Spares consumed *	55.11	52.24
Packing Charges	17.10	13.45
Job work Charges	3.67	8.06
Power and fuel consumed	50.96	51.58
Repairs to Plant and Machinery	4.52	2.00
Repairs to Building	8.57	0.83
Repairs to Others	11.66	8.27
	<b>151.58</b>	<b>136.43</b>

\*Imported and Indigenous Stores and Spare Parts Consumed:

Particulars	Year Ended 31.03.2023		Year Ended 31.03.2022	
	%	Amount in lakhs	%	Amount in lakhs
Imported	0%	-	-	-
Indigenous	100%	55.11	100%	52.24
	100%	55.11	100%	52.24

**b Selling, Distribution, Administrative and Other Expenses**

Rent	64.81	41.59
Rates and Taxes	2.75	5.50
Printing and Stationery	3.42	1.52
Postage, Telephone and Telegram	6.86	6.43
Insurance	11.00	16.17
Legal, License and Professional Fees	14.06	12.55
Auditors Remuneration	2.00	2.40
Advertisement	57.53	24.05
Travelling and conveyance	43.64	28.15
Commission on sales and samples	2.32	0.70
Sample Folders Sales	4.57	2.86
Freight, forwarding and other expenses	151.57	121.79
Vehicle Running Expenses	1.27	5.32
Sales Promotion Expenses	2.04	1.58
Discount & Rebates	61.59	48.11
Bad debts written off	34.03	8.00
Provision for Doubtful Debt	79.10	23.00
CSR Discharged	0.71	0.56
Other Expenses	24.38	12.19
Preliminary Expenses	-	0.19
Prior period expense	3.80	-
	<b>571.44</b>	<b>362.65</b>
Grand Total(a + b)	<b>723.02</b>	<b>499.07</b>

**Note 29: Auditors Remuneration**

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
a) Statutory Audit Fee	1.50	1.50
b) Tax Audit Fee	0.50	0.50
c) GST Audit fee	-	-
c) Other Consultancy fee	-	0.40
<b>Total</b>	<b>2.00</b>	<b>2.40</b>

Note 30: Value of Imports on CIF basis in respect of: Particulars	Year Ended 31.03.2023		Year Ended 31.03.2022	
	%	Amount in lakhs	%	Amount in lakhs
i) Raw Materials	100.00%	800.72	1.00	1,052.17
<b>Total</b>	<b>100.00%</b>	<b>800.72</b>	<b>1.00</b>	<b>1,052.17</b>

**Note 31: Expenditure in Foreign Currency**

a) Import of Goods	800.72	1,052.17
	<u>800.72</u>	<u>1,052.17</u>

**Note 32: Earnings in Foreign Currency**

Export of goods	-	-
	-	-

Note 33: Contingent Liabilities & Commitments (To the extent not provided for)

**1 Contingent Liabilities**

A) The Company has filed appeal with the Tribunal against the order of the Commissioner for the availment and utilization of irregular cenvat credit taken on capital expenditure at Chintamani Unit amounting to Rs. 43.03 lakhs for the financial year 2011-12. The Company has reversed the amount of Rs.30.46 lakhs and charged it to profit & losses account. The credit of an amount of Rs.12.57 lakhs is under litigation.	12.57	12.57
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**2 Commitments**

NIL NIL

**Note 34: Valuation of Gratuity****Actuarial Valuation Assumption Used for Valuation**

(Amount in lakhs)

**Economic Assumptions**

Date of Valuation	31st March 2023	31st March 2022
Discount Rate	7.30%	7.25%
Salary Escalation Rate	10.00%	10.00%
Expected Rate of Return on Assets	N.A.	N.A.
Attrition Rate	7.00%	7.00%
Retirement Age	58 Years	58 Years

Amounts in Balance Sheet at Period-End	31st March 2023	31st March 2022
Closing Defined Defined Benefit Obligation	55.61	57.82
Closing Fair value of Plan Assets	-	-
Unrecognized Prior Service Cost	-	-
Limit under Para 59 (b)		
<b>Net Amount Recognized in Balance Sheet</b>	<b>55.61</b>	<b>57.82</b>

Amounts Recognised in Statement of Profit & Loss at Period-End	1st April 2022 to 31st March 2023	1st April 2021 to 31st March 2022
Company Service Cost - CY	5.43	6.34
Interest Cost - CY	4.16	4.78
Expected Return on Assets - CY	-	-
Past Service Cost - CY	-	-
Actuarial (Gains)/Losses - CY	(3.95)	(9.37)
Other Adjustments - CY		
<b>Net Periodic Benefit Cost/(Income) - CY</b>	<b>5.63</b>	<b>1.76</b>

Current / Non Current Bifurcation	31st March 2023	31st March 2022
Current Liability	3.64	11.68
Non Current Liability	51.97	46.14
<b>(Asset)/Liability Recognised in the Balance Sheet</b>	<b>55.61</b>	<b>57.82</b>

Change in Defined Benefit Obligation during the period	1st April 2022 to 31st March 2023	1st April 2021 to 31st March 2022
Opening Defined Benefit Obligation	57.82	68.99
Current Service Cost	5.43	6.34
Interest Cost	4.16	4.78
Plan Participants' Contributions	-	-
Actuarial (Gain)/Loss	(3.95)	(9.37)
Acquisition/Divestiture - L	-	-
Benefits Paid	(7.85)	(12.93)
Past Service Cost		
Curtailements		
Settlements		
<b>Closing Defined Benefit Obligation</b>	<b>55.61</b>	<b>57.82</b>

Reconciliation of Amounts Recognised in Balance Sheet	31st March 2023	31st March 2022
Op. Balance Sheet	57.82	68.99
P&L	5.63	1.76
Contributions/Benefits Paid	(7.85)	(12.93)
Acquisition / Divestiture	-	-
Other Adjustment		
<b>Cl. Balance Sheet</b>	<b>55.61</b>	<b>57.82</b>

**Note 35: Financial Risk Management-Objectives and Policies**

The Company's financial liabilities comprise Short term borrowings, capital creditors, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include trade and other receivables, cash and cash equivalents and deposits.

The Company is exposed to market risk and credit risk. The Company has a Risk management policy and its management is supported by the Audit Committee that advises on risks and the appropriate risk governance framework for the Company. The audit committee also provides assurance to the Company's management that the Company's risk activities are governed by appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**(i) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises risk of interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments.

**a. Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Company.

**Foreign Currency sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in foreign currency exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of assets and liabilities.

Change in Foreign Currency Rates	(Amount in Lakhs)	
	Effect on Profit before Tax	
	As on 31st March 2023	As on 31st March 2022
5% USD	1.46	-0.81
-5% USD	-1.46	0.81
5% EURO	0.20	-
-5% EURO	(0.20)	-

**b. Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ Decrease in basis points	Effect on Profit before Tax
		(Amount in Lacs)
31st March, 2023	+50	7.74
	-50	-7.74
31st March, 2022	+50	0.00
	-50	-0.00

**(ii) Credit Risks**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

The Company implements a credit risk management policy under which the Company only transacts business with counterparties that have a certain level of credit worthiness based on internal assessment of the parties, financial condition, historical experience, and other factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Company has established a credit policy under which each new customer is analysed individually for creditworthiness.

### Trade receivables

An impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on credit losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 9 as the Company does not hold collateral as security. The Company has evaluated the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

Refer note no 9 for ageing of trade receivable as of 31st March, 2023 and 31st March, 2022.

No significant changes in estimation techniques or assumptions were made during the reporting period.

Credit risk also arises from transactions with financial institutions, and such transactions include transactions of cash and cash equivalents, various deposits, and financial instruments such as derivative contracts. The Company manages its exposure to this credit risk by only entering into transactions with banks that have high ratings. The Company's treasury department authorizes, manages, and oversees new transactions with parties with whom the Company has no previous relationship.

Furthermore, the Company limits its exposure to credit risk of financial guarantee contracts by strictly evaluating their necessity based on internal decision making processes, such as the approval of the board of directors.

### Credit risk exposure

The carrying amount of financial assets represents the Company's maximum exposure to credit risk. The maximum exposure to credit risk as of 31st March, 2023 and 31st March, 2022 are as follows:

	(Amount in Lakhs)	
	As on 31st March 2023	As on 31st March 2022
<b>NON CURRENT</b>		
Investments in NSC	0.24	0.24
Loans	650.09	638.07
Other financial assets	492.07	277.92
<b>CURRENT</b>		
Trade receivable (Net)	2,094.68	1,790.10
Cash and cash equivalents	22.72	27.70
Other Bank balances	5.81	-
	<b>3,265.61</b>	<b>2,734.03</b>

### Impairment losses on financial assets

Refer the table below for reconciliation of loss allowance in respect of Trade Receivables:

	(Amount in Lakhs)	
Trade Receivables (measured under life time expected credit loss model)	As on 31st March 2023	As on 31st March 2022
Loss Allowance at the beginning of the year	23.00	-
Add/(less): Allowance provided during the year	56.10	23.00
<b>Loss Allowance at the end of the year</b>	<b>79.10</b>	<b>23.00</b>

### (iii) Liquidity Risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs. Besides, it generally has certain undrawn credit facilities which can be accessed as and when required; such credit facilities are reviewed at regular intervals. Thus, no liquidity risk is perceived at present.

**Availability of Liquidity is as follows**

(Amount in Lakhs)

Particulars	As on 31st March 2023	As on 31st March 2022
Cash and Cash Equivalent	22.72	27.70
Availability under committed credit facilities	951.55	-

The table below summarises the maturity profile of the Company's financial liabilities based on contractual discounted payments.

(Amount in Lakhs)

Particulars	Less than 1 Year	Total
<b>Year ended 31st March, 2023</b>		
Borrowings	1,548.45	1,548.45
Other financial liabilities	65.99	65.99
Trade payables	390.39	390.39
	<b>2,004.83</b>	<b>2,004.83</b>
<b>Year ended 31st March, 2022</b>		
Borrowings	1,675.59	1,675.59
Other financial liabilities	21.68	21.68
Trade payables	233.27	233.27
	<b>1,930.54</b>	<b>1,930.54</b>

**II. NOTES ON ACCOUNTS****Note: - 36 :- Corporate social responsibility (CSR) Activity**

The Company is not liable for any CSR as per Section 135 of the Companies Act but however, during the year the company has spent Rs.0.71 lakhs (P.Y. Rs. 0.56 lakhs) towards corporate social responsibility (CSR) under Section 135 of the Companies Act, 2013 and rules thereon by way of contribution to Poverty Eradication (PY towards schools for their development.)

**Note: - 37 Earning Per Share:**

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

Particulars	Year ended march 31 <sup>st</sup> 2023	Year ended march 31 <sup>st</sup> 2022
i) Net Profit After Tax (A) (Rs. in lakhs)	73.01	24.58
ii) Weighted Average number of Equity Shares (B)	55,66,250	55,66,250
iii) Face Value Per Equity Share (Rs.)	10	10
iv) Earning Per Share (A-B) (Rs) – Basic & Diluted	1.31	0.44

**Note: - 38: Segment Reporting**

The Company is involved in only one business, therefore as per IND AS 108 on Operating segment reporting, it is not applicable to the company.

**Note: - 39: Related Party**

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

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



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

**Key Management Personnel:**

- i) Mr. Shyam Daga –Managing Director
- ii) Mr. Rajiv Daga –Director
- iii) Mr. Akshatha Rai- Independent Director
- iv) Mr. Kukkehalli Raviraj Hegde - Independent Director
- v) Mr. Neeraj Kumar Mittal - Independent Director
- vi) Mr. Dinesh kumar Marda -Independent Director
- vii) Mr. Siva Kiran Mavoori- Company Secretary
- viii) Mr. Raju Ram Prajapat- Chief Financial officer

**Relatives:**

- ix) Mr. Sandeep Bharadia (Brother in Law of Managing director)

**Enterprises owned/influenced by KMP or their relatives:**

- x) The Mysore Chip Boards Ltd
- xi) Assam Timber Products Pvt Ltd
- xii) Archidply Industries Ltd.

The Company has entered into transactions with related parties as listed below during the year under consideration. Full Disclosure has been made and the Board of Directors considers such transactions to be in normal course of business and at rates agreed between the parties. Details of transactions with related parties are as follows:

Particulars	Year ended 31.03.2023 (Rs. in lakhs)	Year ended 31.03.2022 (Rs. in lakhs)
<b><u>Transactions with related parties:</u></b>		
<b>Archidply Industries Ltd</b>		
a. a) Rent paid	1.20	1.20
b. b) Purchases	3.97	128.54
c. c) Sales	1.82	Nil
<b>Assam Timber Products Private Limited</b>		
a)Rent paid	1.20	1.20
<b>The Mysore Chipboards Limited</b>		
a) Purchases	49.00	Nil
<b>Mr. Sandeep Bharadia</b>		
a) Rent paid	1.20	1.20
<b>Key Management Personnel</b>		
a) Remuneration to Director paid*	25.60	0.53
b) Sitting fee	2.50	3.20
c) Salary paid to CFO	14.06	21.67
d) Salary paid to CS	2.40	1.80
<b>Receivable from Related Parties</b>		
a) Advances		
- The Mysore Chipboards Ltd.	Nil	22.34
- Archidply Industries Ltd	Nil	9.88
b) Security Deposit	200.00	
- The Mysore Chipboards Ltd.		
<b>Corporate Guarantee Taken</b>		
Archidply Industries Ltd	2500	2500

\*The above Remuneration is exclusive of Leave Encashment and Gratuity as the same is provided on Actuarial Valuation done for company as a whole.

**Note: - 38: Micro, Small Or Medium Enterprises**

Based on the information/documents available with the Company, information as per the requirements of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(Amount in Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
The principal amount remaining unpaid to any supplier as at the end of each accounting year;	109.14	83.66
The interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	NIL*	NIL*
The amount of interest paid by the buyer under MSMED Act, 2006	NIL*	NIL*
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	NIL*	NIL*
The amount of interest accrued and remaining unpaid at the end of accounting year.	NIL*	NIL*
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	NIL*	NIL*

\*The company has not provided or calculated interest payable to MSMED suppliers for payments made after 45 days as per Micro, Small & Medium Enterprises Development Act 2006 as there is no claim by the MSME vendors for any interest and also they have not raised any objection.

**Note:- 39: Quarterly Returns submitted to Banks**

The company has been sanctioned working capital limits in excess of five crores rupees, in aggregate, from banks on the basis of security of current assets. Differences between Quarterly returns or statement filed by the company with banks and books of account are as follows:

Quarter	As per bank return (Amount in lakhs)	As per books of account (Amount in lakhs)	Difference (Amount in lakhs)	%age of Differences
Q1	2478.47	2290.68	187.79	7.58%
Q2	2427.77	2284.74	143.03	5.89%
Q3	2561.17	2414.45	146.72	5.73%
Q4	2438.23	2215.56	222.67	9.13%

**Note:-40: Additional Disclosure relating to the requirement of revised Schedule III**

**(i) Details of Benami Property**

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made there under.

**(ii) Wilful Defaulter**

The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

**(iii) Compliance with number of layers of companies**

The Company has not made any investments, therefore provisions of 186(1) of The Companies Act,2013 is not applicable to the company.

**(iv) Undisclosed income under the Income Tax Act**

There is no undisclosed income under the Income Tax Act, 1961 for the year ending 31st March, 2023 which needs to be recorded in the books of account.

**(v) Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in crypto currency or virtual currency during the current year.

**(vi) Borrowings**

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

**(vii) Registration of charges or satisfaction with Registrar of Companies**

There are no pending Charges to be created or satisfied with the Registrar of Companies beyond the statutory period.

**(viii) Relationship with struck off companies**

There are no transactions with strike off company u/s 248 or 560 of Companies Act, 2013.

**(ix) Compliance with approved Scheme(s) of Arrangements**

The Company has not entered into any scheme of arrangements which has an accounting impact on current financial year.

**(x) Utilisation of Borrowed Fund & Share Premium**

a) The Company have not advanced or loaned or invested funds to any other person(s) or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The Company have not received any fund from any person(s) or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**(xi) Ratio Analysis**

Sl. no.	Particulars	Numerator	Denominator	31.03.2023	31.03.2022	Deviation	Explanation
a	Debt Service Coverage Ratio	Earnings before Interest, depreciation, Tax and Exceptional Items	Interest Expense + Principal Repayments made during the period for long term loans	-	1.61	-100.00%	Long Term Loan repaid during FY 21-22
b	Interest service Coverage Ratio	Earnings before Interest, Tax and Exceptional Items	Interest Expense	1.83	1.19	53.13%	Increase in Sales and Profit
c	Debt Equity Ratio	Total Debt	Total Equity	0.31	0.34	-8.97%	
d	Current Ratio	Current Assets	Current Liabilities	2.13	2.23	-4.72%	
e	Total Debts to Total Assets	Total Debt	Total Assets	0.21	0.24	-9.13%	
f	Debtors Turnover Ratio	Value of Sales & Services	Average Trade Receivables	2.60	2.25	15.63%	

g	Inventory Turnover Ratio	Cost of Goods Sold (Cost of Material Consumed+ Purchases + Changes in Inventory + Manufacturing Expenses)	Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	6.41	4.66	37.43%	Increase in Cost of Goods Sold
h	Operating Margin(%)	Earnings before Interest, Tax and Exceptional Items less Other Income	Value of Sales & Services	2.53%	1.89%	34.14%	Increase in Sales and hence Profit
i	Net Profit Margin(%)	Profit After Tax (after exceptional items)	Value of Sales & Services	1.45%	0.59%	147.07%	Increase in Sales and hence Profit
j	Return on Equity Ratio	Profit After Tax	Average Shareholder's Equity	0.01	0.00	193.86%	Increase in Sales and hence Profit
k	Return on Capital Employed	Earnings before Interest, Tax and Exceptional Items	Capital Employed	0.04	0.03	31.77%	Increase in Sales and hence Profit

**Note 41:**

Previous year's figures have been rearranged and/or regrouped, wherever necessary to facilitate the comparison with the current year.

**Note 42:**

The financial statements have been approved by the Audit Committee at its meeting held on 26th May, 2023 and by the Board of Directors on the same date.

**Shyam Daga**  
**Managing Director**  
**DIN: 00561803**

**Rajiv Daga**  
**Director**  
**DIN:01412917**

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

**Raju Ram Prajapat**  
**Chief Financial Officer**  
**BDYPP2041Q**

**Siva Kiran Mavoori**  
**Company Secretary**  
**COTPM0263A**

**(Kamal Kishore)**  
**Partner**  
**Membership No. 205819**  
**UDIN: 23205819BGXZVE6675**

**Place: Bangalore**

**Date : 26/05/2023**

**ARCHIDPLY DECOR LIMITED**

Regd. Office: Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar,

Uttarakhand -263153 CIN : L20231UR2017PLC008626, Email- info@archidply.com

Website: [www.archidplydecor.com](http://www.archidplydecor.com) PH: 05944-250270, FAX: 05944-250269

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**ATTENDANCE SLIP**

**Sixth Annual General Meeting – 30th September, 2023**

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

Or

DP ID No .....Client ID No.....

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

I hereby record my presence at the 6th Annual General Meeting of the Company being held on Saturday , **September 30**, 2022 at 12.30 p.m. at the Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153.

Full name of the Member.....Signature .....

Full name of the Proxy.....Signature .....

**Note:**

1. Electronic copy of the Annual Report for 2023 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose Email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2023 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose Email Ids are not registered with the Company or have requested for a hard copy.

**ARCHIDPLY DECOR LIMITED**

Regd. Office: Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar,  
Uttarakhand -263153 CIN : L20231UR2017PLC008626, Email- info@archidply.com  
Website: [www.archidplydecor.com](http://www.archidplydecor.com) PH: 05944-250270, FAX: 05944-250269

Form No. MGT-11

**PROXY FORM**

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

Venue of the meeting : :Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153

Date & Time : SATURDAY 30<sup>TH</sup> SEPTEMBER 2023 at 12:30 PM

Affix 1 rupee Revenue stamp
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**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

<b>Name</b>	
<b>Address</b>	
<b>DP Id</b>	
<b>Client Id</b>	
<b>Folio No.</b>	
<b>No. of Shares held</b>	

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of Archidply Decor Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 6TH Annual General Meeting of the Company to be held on September 30<sup>TH</sup>, 2023 at 12:30 PM and at any adjournment thereof) in respect of such resolutions as are indicated below;

Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him.

Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him.

Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

Sl. No	Resolutions	Vote	
		For	Against
Optional See note 3			
<b>Ordinary Business</b>			
1	Consider and adoption of audited financial statements for the year ended March 31, 2023, the Board's Report and Auditors thereon.		
2	Appointment of Mr. Shyam Daga, who retires by rotation, being eligible, offers himself for re-appointment		
3.	Reappointment of Statutory Auditors for a second term of 5 years		

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

Signature (s) of Member(s)

- 1. \_\_\_\_\_
- 2. \_\_\_\_\_
- 3. \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_ September \_\_\_ 2023

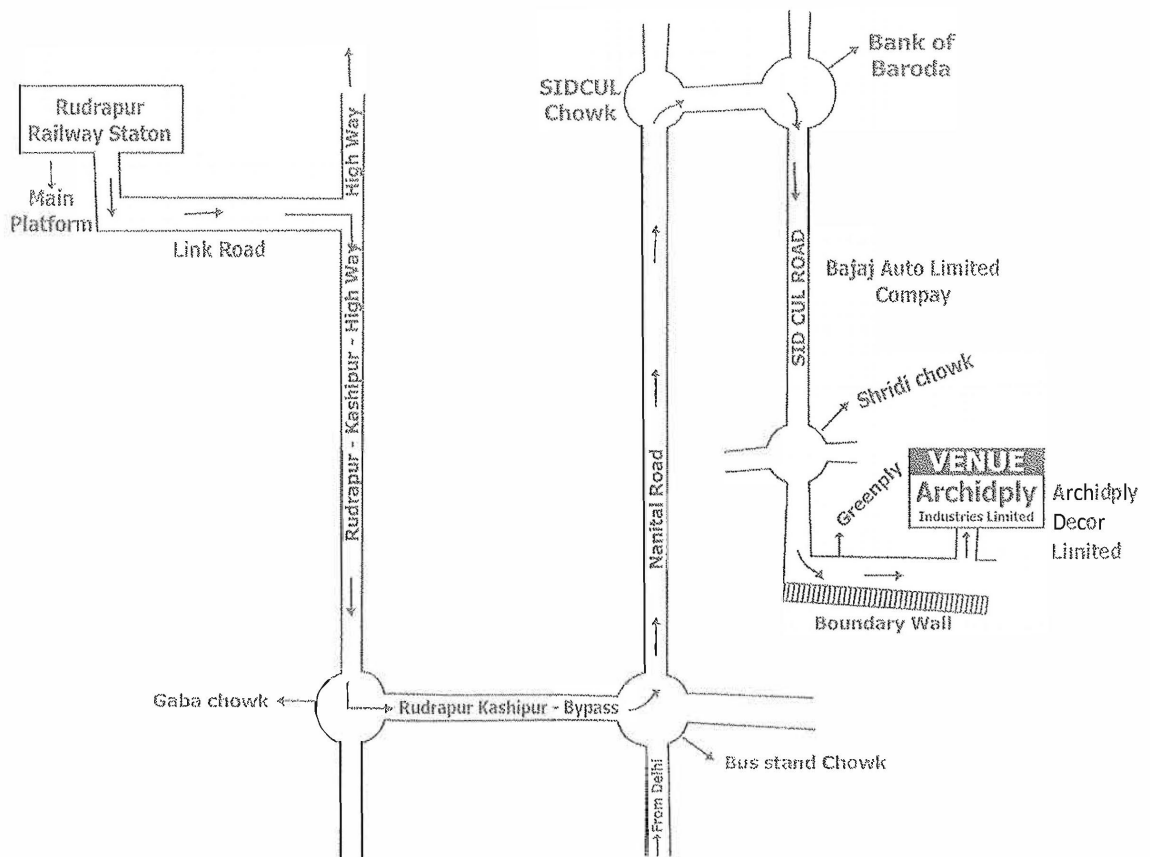
\_\_\_\_\_

Signature of Proxy holder(s)

**Note:**

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

**ROUTE MAP FOR THE VENUE OF THE MEETING**







## **Archidply Decor Limited**

### **Corporate Office:**

19, KSSIDC Industrial Area Chintamani,  
Chikaballapur, Karnataka-563125

### **Registered Office:**

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

**Ph No:** (05944) 250270 | **Fax:** (05944) 250269

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