



ARCHIDPLY INDUSTRIES LIMITED

CIN: L85110KA1995PLC018710

Regd. Office: No.29/2, G. K. Manor, 1st Floor, Nehru Circle, Sheshadripuram, Bengaluru – 560020

Tel: +91 80 23445607 Fax: +91 80 23348463 Email: info@archidply.com Website: www.archidply.com

Notice pursuant to Section 110 of the Companies Act, 2013, as amended, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 („the Act“) read together with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules“) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that “), that Archidply Industries Limited (the “Company“) is seeking the consent of its Members for the Special Business to be transacted, by passing a special resolution through Postal Ballot / electronic voting (e-voting)for shifting of the Registered Office of the Company from the State of Karnataka situated at No.29/2, G. K. Manor, 1st Floor, Nehru Circle, Sheshadripuram, Bengaluru , Karnataka– 560020 to the State of Uttarakhand to be situated at Plot no.7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153.The Resolution and explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the resolution and the reasons there of is annexed hereto with a Postal Ballot Form for your consideration.

In terms of Section 110 of the Companies Act, read with the Rules, the items of business set out in the Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of the Members in respect of the above matter, through Postal Ballot. The Resolution and the relevant Explanatory Statement setting out the material facts and the reasons for the Resolution are appended herewith along with a ‘Postal Ballot Form’ for your consideration.

Only Members who are entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat the Notice as intimation only. If you are voting through physical form, you are requested to carefully read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before **5.30 p.m. on November 14, 2017**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Members receiving the Postal Ballot Form may cast their votes electronically, instead of dispatching Postal Ballot. For this please read and follow the instructions on e-voting enumerated in the Notes to this Notice.

The Company is pleased to offer the option of **e-voting facility** to all the Members of the Company to enable them to cast their votes electronically. For this purpose, the Company has obtained the services of Karvy Computershare Private Limited (Karvy). The detailed procedure for e-voting is enumerated in the Notes to this Postal Ballot Notice. The Members who wish to vote by Postal Ballot Form (instead of e-voting), can download Postal Ballot Form from www.evoting.karvy.com or <http://www.archidply.com/Investors>.

The Board of Directors of the Company has appointed Mr. Deepak Sadhu (FCS: 39541 CP: 14992) Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. . The Scrutinizer will submit his report to the Chairman/Managing Director after completion of the scrutiny. Results of the Postal Ballot will be announced on or before **November 16, 2017**.

The result of postal ballot shall be declared on or before **November 16, 2017** and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company’s website,www.archidply.com.

SHIFTING OF REGISTERED OFFICE FROM THE STATE OF KARNATAKA TO THE STATE OF UTTARAKHAND

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 13(4) and other applicable provisions if any, of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government or the Regional Director, South East Region or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Karnataka situated at No.29/2, G. K. Manor, 1st Floor, Nehru Circle, Sheshadripuram, Bengaluru , Karnataka– 560020 - India to the State of Uttarakhand to be situated at Plot no.7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 .

RESOLVED FURTHER THAT pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and confirmation of the Regional Director, South East Region or any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II:

II. The Registered Office of the Company will be situated in the State of Uttarakhand.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director South East Region or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of Karnataka, as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government , the Regional Director, South East Region or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

By Order of the Board

Place : Bengaluru
Date : 12.09.2017

Rajneesh Sharma
VP & Company Secretary

Notes:

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the resolutions is annexed to this Notice.
2. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company during office hours.
3. The Notice is being sent to all the Members by post (and electronically by e-mail to those Members who have registered their e-mail ids with the Company), whose names appear in the Register of Members / Record of Depositories as on **6.10.2017** and those will also be considered for voting.
4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on **6.10.2017**.
5. Resolution passed by the Members through Postal Ballot including e-voting is deemed to have been passed effectively at a general meeting of the Members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. A Postal Ballot Form along with self-addressed postage pre-paid envelope is also enclosed. The Members voting in physical form are requested to carefully read the instructions printed in the attached Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from Karvy Computershare Private Limited, Unit: Archidply Industries Limited, Karvy Selenium Tower-B, Plot No.31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad-500032, fill in the requisite details and send the duly completed and signed Postal Ballot Form in the enclosed self-addressed pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer on or before **5.30 p.m. on November 14, 2017**. Any Postal Ballot Forms received after 5.30 pm. on **November 14, 2017** shall be treated as if the reply from the Member has not been received.
7. The date of dispatch of the 'Postal Ballot Notice' and Explanatory Statement along with the postal ballot papers shall be announced through advertisement in the following newspapers: (i) Financial Express (English), (ii) Hosadiganta (Kannada), having wide circulation in the district where the registered office of the Company is situated.
8. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other designated Director or Managing Director of the Company or the Company Secretary after completion of scrutiny of Postal Ballot Forms received. The results of the Postal Ballot will be declared on **November 16, 2017**, by uploading it along with the Scrutinizer's Report on the website of the Company at www.archidply.com and will also be informed to the Stock Exchanges. The date of declaration of the result of the voting will be taken to be the date of passing of the special resolution.
9. In compliance with provisions of Section 108 of the Companies Act read with the Rules the Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. **Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.**

INSTRUCTIONS FOR E-VOTING

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
2. Enter the Login credentials (i.e., User Id & Password) mentioned on the email /Postal Ballot Form received by you.
In case you are already registered with Karvy, you can use your existing user id and password for casting your vote.

User-ID	For Members holding Shares in Demat Form (Electronic Mode): - For NSDL: 8 Character DP-ID (Starts with "IN") followed by 8 Digits Client ID. - For CDSL: 16 Digits beneficiary ID. For Members holding Shares in Physical Form: - Event Number followed by Folio Number registered with the Company.
Password	Your Unique Password is printed on the Postal Ballot Form / via email forwarded through the Electronic Notice.
Captcha	Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

3. Members can cast their vote online from Monday, October 16 (00.01 hrs.) to Tuesday, November 14, 2017 (till 17:30 hrs). Thereafter the e-voting module will be disabled by Karvy for voting.
4. After entering these details appropriately, click on "LOGIN".
5. Members holding shares in Demat/Physical form will now reach Password Change Menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of the Company or any other company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on first login. You may also enter the Secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, system will prompt to select the "EVENT" i.e., Archidply Industries Limited.
8. On the voting page, you will see Resolution Description and against the same the option "FOR/AGAINST/ABSTAIN" for voting. 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. Once you have voted on the resolution, you will not be allowed to modify your vote.
9. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors / authority Letter authorising the person to represent in terms of Section 113 of the Companies Act, 2013 read Shareholder voting through e-voting mode should send a scanned copy (PDF/JPG Format) of the aforesaid document(s) together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer through e-mail on einward.ris@karvy.com with a copy marked to evoting@karvy.com.
10. Please contact Karvy toll free No. 1-800-34-54-001 for any further clarifications or may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User manual for Members available at the "Downloads" section of <https://evoting.karvy.com>.
11. Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.
12. Members holding shares either in physical form or in dematerialized form may cast their vote electronically.
13. Those Members who have not registered their email ID, are requested to register their e-mail id with their respective Depository Participant, in case the shares are held in demat mode and in case the shares are held in physical form to the Registrar and Transfer Agent (R&TA), Karvy Computershare Private Limited, Unit: Archidply Industries Limited, Karvy Selenium Tower-B, Plot No.31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad-500032.

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SHIFTING OF REGISTERED OFFICE FROM THE STATE OF KARNATAKA TO THE STATE OF UTTARAKHAND

The Registered Office of the Company is presently situated in the State of Karnataka.

The manufacturing activities of the company are situated in the State of Karnataka and Uttarakhand. However major manufacturing activities are situated at Rudrapur -Uttarakhand.

The Consolidation of office and factory activities at one location of the company would result in reduction of cost and administrative hassle of maintaining multiple locations. The synergistic benefits accruing from consolidation activities would ultimately contribute to future business and profitability of the company. All the major operational activities of the company is being carried out from Uttarakhand.

Shifting of registered office from the State of Karnataka to the State of Uttarakhand is part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of Uttarakhand, the set targets and objectives, which would be in the interest of the Company and its members.

The Board is further of the view that the proposed shifting of the registered office would improve the access to new managerial talent and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the registered office of the company is shifted from the State of Karnataka to the State of Uttarakhand. Further there is better growth for the business of the Company in the State of Uttarakhand and has therefore propose to shift the registered office of the Company to the State of Uttarakhand.

Further any future corporate actions relating to amalgamation / merger, demerger, reconstruction of these companies can be envisaged if the registered offices of the company is at one location. The company can save the time and cost on the same.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the members, Central Government or the Regional Director, South East Region or any other relevant authorities.

The proposed change is not prejudicial to the interest of the Members, public at large, employees and other business associates of the company.

The Board of Directors recommends the resolution set out as above of the Notice for the approval of the members.

None of the Directors, manager and / or Key Managerial Person is in any way concerned or interested in the said resolution.

By Order of the Board

Place : Bengaluru
Date : 12.09.2017

Rajneesh Sharma
VP & Company Secretary