



**ARCHIDPLY® DECOR**

**veneers - plywood - prelam - door**

# ANNUAL REPORT

## 2021 - 22

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# ARCHIDPLY DECOR LIMITED

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Mr. Shyam Daga**

Chairman & Managing Director & CEO

**Mr. Rajiv Daga**

Non Executive Director

**Mr. K R Hegde**

Independent Director

**Mrs. Akshatha Rai**

Independent Director

**Mr. Dinesh Kumar Marda**

Independent Director

**Mr. Neeraj Kumar Mittal**

Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Raju Ram Prajapat

(W.e.f. 13.11.2021)

### COMPANY SECRETARY

Mr. Siva Kiran Mavoori

(appointed w.e.f. 01.07.2021)

### 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

**STATE BANK OF INDIA**

SME Branch

South Extension-I New Delhi- 110049

### 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

CIN: L20231UR2017PLC008626

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

## ORDINARY BUSINESS

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

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

2. To appoint a Director in place of Mr. Rajiv Daga (DIN:01412917) who retires by rotation as per Section 152(6) of Companies Act 2013 and being eligible offers himself for re appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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

## SPECIAL BUSINESS:

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

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and all other applicable guidelines for managerial remuneration issued by the Central Government from time to time or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person, authorized by the Board in this behalf), consent of the Members be and is hereby accorded in the revision of the remuneration of Mr. Shyam Daga (DIN : 0561803) as the Managing Director & CEO of the Company, w.e.f. 01.10.2022 for his remaining tenure on the terms and conditions as set out below :

Remuneration:

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

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

#### Explanation:

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

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 196,197,203 and all other applicable provisions of the Act read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law. So long as Mr. Shyam Daga functions as the Managing Director & CEO of the Company, he shall be subject to retirement by rotation.

For the purposes of Gratuity, provident fund, Superannuation and other like benefits, if any, the service of Mr. Shyam Daga, Managing Director & CEO will be considered as continuous service with the Company from the date of his joining as Director on the 14.06.2017

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the remuneration and perquisites from time to time so as to be in conformity with the Law, for the time being in force.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and perquisites shall be paid to Mr. Shyam Daga subject to the applicable provisions of Schedule V of the Act and prior approval of the Central Government, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

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

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

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

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

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

**Place: Bangalore**

**Date: 13.08.2022**

**Registered Office:**

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

CIN: L20231UR2017PLC008626

**Siva Kiran Mavoori**

**Company Secretary**

## NOTES:

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

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

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



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

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



b. End of remote e-voting: Up to 5.00 p.m. IST of September 29, 2022.

20. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith.

21. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards:

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

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

23. The route map showing directions to reach the venue of the Meeting is annexed.

24. Members can send their requests, if any, to bangalore@archidply.com and kishore.bv@kfintech.com

25. Voting Options

## REMOTE E-VOTING THROUGH ELECTRONIC MEANS

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

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

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

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders 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 Shareholders 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.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 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.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/</li> </ol>

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

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

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

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

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

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

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

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

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

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

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

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

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

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

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

### **Item No. 3**

Mr. Shyam Daga, aged 45 years, is a Co-promoter of the Company and Having 25 years' experience in the fields of managing wood based industries. . He has a degree in commerce graduate from St. Xavier's, Kolkata University.

HE is the first Director of the Company from 14.06.2017. He has excellent grasp and thorough knowledge and experience of not only Commerce but also of general management. His knowledge of various aspects relating to the management of the Company's affairs & operations and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, Mr. Shyam Daga was appointed as Chairman,



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

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

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

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

The copy of Agreement executed with the Chairman, Managing Director & CEO is available for inspection on all working days except Saturday between 11.00 a.m. to 1.00 p.m. at the registered office of the Company, up to the date of meeting.

The above mentioned explanatory statement read together with the resolutions specified under SPECIAL BUSINESS as item no. 3 of the Notice convening the Annual General Meeting may be considered as an abstract, under section 102 of the Companies Act, 2013, of the terms of remuneration and perquisites payable to the aforesaid Chairman, Managing Director & CEO with effect from 11.02.2020. The proposed business at item no.3 of the Notice of this meeting is intended to seek your approval.

Mr. Shyam Daga is concerned or interested in this resolution. Mr. Rajiv Daga, Director of the company is related to Mr. Shyam Daga and accordingly may be deemed, concerned or interested in the Resolution.

The Board of Directors recommend passing of resolutions at Item No. 3.

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

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

General Information:

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

(Rs. in Lakhs)

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

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



## II. Information about the appointee:

### (1) Background details :

Mr. Shyam Daga is associated with the group for more than 25 years. Mr. Shyam Daga possesses rich experience in managing plywood, veneer plain and pre laminated particle board, timber and its relatable industries. He was involved in turning around the sick company i.e. the Mysore chip Boards Limited into a profit making company. Further he was also involved in setting up the Uttaranchal unit of Archidply Industries Limited in record time and also involved in setting up of the Chintamani Unit of the Company. He looks after the day to day operations of the Company and overall finance & corporate affairs of the Company. He has excellent grasp and thorough knowledge and experience of not only Commerce but also of general management. His knowledge of various aspects relating to the management of the Company's affairs & operations and long business experience.

### (2) Past remuneration: Nil

### (3) Recognition or awards: nil

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

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

He has excellent grasp and thorough knowledge and experience of not only Commerce but also of general management. His knowledge of various aspects relating to the management of the Company's affairs & operations and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business.

### (5) Remuneration proposed:

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

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

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

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

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

## III. Other information:

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

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

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

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

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

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

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

## Item No. 4

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

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

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

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

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

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

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

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

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

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

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

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

**Place: Bangalore**

**Date: 13.08.2022**

**Registered Office:**

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

**Siva Kiran Mavoori  
Company Secretary**

## DIRECTORS' REPORT

### TO THE MEMBERS OF ARCHIDPLY DECOR LIMITED

Your Directors are pleased to present the Fifth Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2022.

### FINANCIAL RESULTS

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

(Rs. In Lakhs)

Particulars	Year ended 31.03.22	Year ended 31.03.21
Revenue from Operations	4200.01	3227.94
Other Income	106.61	162.73
<b>Total Income</b>	<b>4306.62</b>	<b>3390.67</b>
Profit Before Financial expenses & Depreciation & Tax	337.94	264.03
Less: Depreciation & Amortization Expenses	122.80	131.38
Less: Finance Costs	185.02	256.30
<b>Profit before tax</b>	<b>30.12</b>	<b>(123.65)</b>
Taxation	(10.41)	53.08
<b>Profit after tax</b>	<b>19.71</b>	<b>(70.57)</b>
Other Comprehensive Income	11.80	13.24
<b>Total Comprehensive Income net of taxes</b>	<b>31.51</b>	<b>(57.33)</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 27.01% from Rs. 3390.67 lakhs to Rs. 4306.62 lakhs.
- The Profit before Depreciation, Interest & Tax (PBDIT) increased by 27.99 % from Rs. 264.03 lakhs in the previous year to Rs. 337.94 Lakh.
- There has been profit in the Company as compared to loss in the previous year of Rs. (57.33) Lakh to profit of Rs. 31.51 lakhs.

During the year 2022, India saw second and third waves of COVID-19 driven by the highly transmissible Delta and Omicron COVID variants respectively. This led to a fresh set of restrictions in the country which impacted the economic activity, although to a lower extent as compared to the previous year.

### 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, 2022 was Rs. 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, 2022 was Rs. 27.70 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:

There were no Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013.

The details of the investments 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.

## 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 2021-22.

## 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. 0.56 Lakhs- (P.Y. Rs. 0.84 Lakhs) towards corporate social responsibility (CSR) under Section 135 of the Companies Act, 2013 and rules thereon by way of contribution to schools for their development.

## DIRECTORS & KEY MANAGERIAL PERSON:

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

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

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.

During the year Mr. Shiva Kiran Mavoori was appointed as the Company Secretary and Compliance Officer w.e.f. 01.07.2021.

Mr. Raj Kishore Prasad has resigned from the position of Chief Financial Officer of the Company with effect from 31st October, 2021 and Mr. Raju Ram Prajapat, was appointed as Chief Financial Officer of the Company w.e.f. 13<sup>th</sup> November, 2021

## CORPORATE GOVERNANCE REPORT:

Our corporate governance report for FY 2021-22 forms part of this Annual Report. The requisite certificate from the Secretarial 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 four 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 2021-22.

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., 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 2025. In terms of the provisions of Section 139 (1) of the Companies Act, 2013. 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. Deepak Sadhu Practicing Company Secretary, to conduct Secretarial Audit for the FY 2021-22. The Secretarial Audit Report for the financial year ended March 31, 2022 is annexed herewith marked as Annexure E to this Report. The fine of Rs. 11800 each has been imposed 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. The Board has analysed the reasons for the delay and taken the necessary steps to improve the system so as the timely filings are made to the stock exchanges and such incidents are not repeated in future.

## 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 HARASSMENT

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 2022.

## 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:** 13<sup>th</sup> August, 2022

## **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 Rs. 1052.17 lakhs*

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

ShyamDaga  
(Chairman)

**Place:** Bengaluru

**Date:** 13<sup>th</sup> August ,2022

## 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](http://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 2022 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

Udaipur

Date: August 12, 2022

UDIN: F005549D000789068

**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 2021-22.

- 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. 128.54 lakhs
Archidply Industries Limited (AIL)	Sale of Goods				nil
Assam Timber Products Private Limited	Rent Paid				Rs. 1.20 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:** 13<sup>th</sup> August, 2022



**Annexure D to Directors' Report**

FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2022

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	14-06-2017
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, Uttarakhand -263153 Website: <a href="http://www.archidplydecor.com">http://www.archidplydecor.com</a> E-Mail: <a href="mailto:bangalore@archidply.com">bangalore@archidply.com</a> 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	33.03%
2	DECORATIVE VENEERS	20211	45.98%
3	PRELAMINATED PARTICLE BOARD	20211	18.16%

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

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				
2					

## IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

### (i) Category-wise Share Holding

	Category of Shareholder	No. of Shares held at the beginning of the year [As on 31-March-2021]				No. of Shares held at the end of the year [As on 31-March-2022]				% Change during the year
		Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A.</b>	<b>Promoters</b>									
(1)	<b>Indian</b>									
a)	Individual/ HUF	6,96,791	50000	7,46,791	13.42%	6,96,791	50000	7,46,791	13.42%	0.00%
b)	Central Govt								0.00%	0.00%
c)	State Govt(s)								0.00%	0.00%
d)	Bodies Corp.	33,14,608		33,14,608	59.55%	33,14,608		33,14,608	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>40,11,399</b>	<b>50,000</b>	<b>40,61,399</b>	<b>72.96%</b>	<b>40,11,399</b>	<b>50,000</b>	<b>40,61,399</b>	<b>72.96%</b>	<b>0.00%</b>
(2)	<b>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>40,11,399</b>	<b>50,000</b>	<b>40,61,399</b>	<b>72.96%</b>	<b>40,11,399</b>	<b>50,000</b>	<b>40,61,399</b>	<b>72.96%</b>	<b>0.00%</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>1.</b>	<b>Institutions</b>									
a)	Mutual Funds		-	-	0.00%	-	-	-	0.00%	0.00%
b)	Banks / FI	1,635	-	1,635	0.03%	-	-	-	0.00%	-0.03%
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>1,635</b>	<b>-</b>	<b>1,635</b>	<b>0.03%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-0.03%</b>
<b>2.</b>	<b>Non-Institutions</b>									
a)	Bodies Corp.									
i)	Indian	23357	806	24,163	0.43%			-	0.00%	-0.43%
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	13,13,312	14,376	13,27,688	23.85%	10,61,877	12,664	10,74,541	19.30%	-4.55%
ii)	Individual / HUF shareholders holding nominal share capital in excess of Rs 2 lakh	1,14,924	225	1,15,149	2.07%	4,19,443	1,425.00	4,20,868	7.56%	5.49%

	Category of Shareholder	No. of Shares held at the beginning of the year [As on 31-March-2021]				No. of Shares held at the end of the year [As on 31-March-2022]				% Change during the year
		Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
c)	Others (specify)				0.00%					0.00%
	Non Resident Indians	15,217	8,636	23,853	0.43%		8,636	8,636	0.16%	-0.27%
	NBFC/	-		-	0.00%			-	0.00%	0.00%
									0.00%	
	Foreign Nationals				0.00%			-	0.00%	0.00%
	Clearing Members	6,445		6,445	0.12%	806	-	806	0.01%	-0.10%
	NRI(NR)	5,918		5,918	0.11%			-	0.00%	-0.11%
	<b>Sub-total (B)(2):-</b>	14,79,173	24,043	15,03,216	27.01%	14,82,126	22,725	15,04,851	27.04%	0.03%
	<b>Total Public (B)</b>	14,80,808	24,043	15,04,851	27.04%	14,82,126	22,725	15,04,851	27.04%	0.00%
C.	Shares held by Custodian for GDRs & ADRs			-	0.00%			-	0.00%	0.00%
	<b>Grand Total (A+B+C)</b>	54,92,207	74,043	55,66,250	100.00%	54,93,525	72,725	55,66,250	100.00%	0.00%

## (ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% 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	5000	0.09%	0	0.00%
2	SHYAM DAGA	171161	3.07%	0	171161	3.07%	0	0.00%
3	SANGEETA BHARADIA	1025	0.02%	0	1025	0.02%	0	0.00%
4	DEENDAYAL DAGA	192905	3.47%	0	192905	3.47%	0	0.00%
5	USHA DAGA	190085	3.41%	0	190085	3.41%	0	0.00%
6	RAJIV DAGA	161635	2.90%	0	161635	2.90%	0	0.00%
7	ARPITA DAGA	24950	0.45%	0	24950	0.45%	0	0.00%
8	RAJNEESH SHARMA	10	0.00%	0	10	0.00%	0	0.00%
9	RAJ KISHORE PRASAD	10	0.00%	0	10	0.00%	0	0.00%
10	VIRESH VYAS	10	0.00%	0	10	0.00%	0	0.00%
11	ASSAM TIMBER PRODUCTS PRIVATE LIMITED	1102937	19.81%	0	1102937	19.81%	0	0.00%
12	THE MYSORE CHIPBOARDS LIMITED	449357	8.07%	0	449357	8.07%	0	0.00%
13	VANRAJ SUPPLIERS PVT. LTD	985877	17.71%	0	985877	17.71%	0	0.00%
14	RAVI MARKETING AND SERVICES PRIVATE LIMITED	706962	12.70%	0	706962	12.70%	0	0.00%
15	SHREE SHYAM TEA PRIVATE LIMITED	69475	1.25%	0	69475	1.25%	0	0.00%

### (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	01.04.2021		40,61,399	72.96%	40,61,399	72.96%
	Changes during the year		Transfer	-	0.00%	40,61,399	72.96%
	At the END of the year	31.03.2022		40,61,399	72.96%	40,61,399	72.96%

### (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	01.04.2021		31,921	0.57%	31,921	0.57%
	Changes during the year		Transfer	2,13,888	3.84%	2,45,809	4.42%
	At the end of the year	31.03.2022		2,45,809	4.42%	2,45,809	4.42%
2	YANAMADALA RAJESWARA RAO & NAGAMANI						
	At the beginning of the year	01.04.2021		-	0.00%	-	0.00%
	Changes during the year		Transfer	83,859	1.51%	83,859	1.51%
	At the end of the year	31.03.2022		2,45,809	4.42%	83,859	1.51%
3	CHIRANJEEVI CHOWDARY YANAMADALA						
	At the beginning of the year	01.04.2021		-	0.00%	-	0.00%
	Changes during the year		Transfer	28,119	0.51%	28,119	0.51%
	At the end of the year	31.03.2022		28,119	0.51%	28,119	0.51%
4	YANAMADALA NAGAMANI						
	At the beginning of the year	01.04.2021		-	0.00%	-	0.00%
	Changes during the year		Transfer	24,241	0.44%	24,241	0.44%
	At the end of the year	31.03.2022		24,241	0.44%	24,241	0.44%
5	VAKA MADHAV NARAYANA						
	At the beginning of the year	01.04.2021		20,000	0.36%	20,000	0.36%
	Changes during the year		-	0.00%	20,000	0.36%	
	At the end of the year	31.03.2022		20,000	0.36%	20,000	0.36%
6	RATANLAL BHADADA						
	At the beginning of the year	01.04.2021		18,524	0.33%	18,524	0.33%
	Changes during the year		Transfer	3,365	0.06%	21,889	0.39%
	At the end of the year	31.03.2022		21,889	0.39%	21,889	0.39%

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
7	DUSHYANTH CHOWDARY YANAMADALA						
	At the beginning of the year	01.04.2021		-	0.00%	-	0.00%
	Changes during the year		Transfer	17,271	0.31%	17,271	0.31%
	At the end of the year	31.03.2022		17,271	0.31%	17,271	0.31%
8	SUNITA BHADADA						
	At the beginning of the year	01.04.2021		-	0.00%	-	0.00%
	Changes during the year		Transfer	15,860	0.28%	15,860	0.28%
	At the end of the year	31.03.2022		15,860	0.28%	15,860	0.28%
9	V VIJAYESRII						
	At the beginning of the year	01.04.2021		-	0.00%	-	0.00%
	Changes during the year		Transfer	13,632	0.24%	13,632	0.24%
	At the end of the year	31.03.2022		13,632	0.24%	13,632	0.24%
10	LAVESH BHADADA						
	At the beginning of the year	01.04.2021		-	0.00%	-	0.00%
	Changes during the year		Transfer	13,588	0.24%	13,588	0.24%
	At the end of the year	31.03.2022		13,588	0.24%	13,588	0.24%

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

SN	Shareholding of each Directors and each Key Managerial Personnel	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	SHYAM DAGA						
	At the beginning of the year	01.04.2021		1,71,161	3.07%	1,71,161	3.07%
	Changes during the year			-	0.00%	1,71,161	3.07%
	At the end of the year	31.03.2022		1,71,161	3.07%	1,71,161	3.07%
2	RAJIV DAGA						
	At the beginning of the year	01.04.2021		1,61,635	2.90%	1,61,635	2.90%
	Changes during the year			-	0.00%	1,61,635	2.90%
	At the end of the year	31.03.2022		1,61,635	2.90%	1,61,635	2.90%
3	SIVA KIRAN MAVOORI						
	At the beginning of the year	01.04.2021		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2022		-	0.00%	-	0.00%
4	RAJU RAM PRAJAPAT						
	At the beginning of the year	01.04.2021		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2022		-	0.00%	-	0.00%

## V. INDEBTEDNESS

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	1,222.40	647.37		1,869.77
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>	1,222.40	647.37	-	1,869.77
<b>Change in Indebtedness during the financial year</b>				
* Addition	453.19		-	453.19
* Reduction		(647.37)		(647.37)
Net Change	453.19	(647.37)	-	(194.18)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,675.59	-		1,675.59
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>	1,675.59	-	-	1,675.59

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	<b>Name</b>	<b>Shri Shyam Daga</b>	<b>(Rs/Lac)</b>
	<b>Designation</b>	<b>Managing Director/CEO</b>	
1	Gross salary		
	(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	-	-

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	<b>Name</b>	<b>Shri Shyam Daga</b>	<b>(Rs/Lac)</b>
	<b>Designation</b>	<b>Managing Director/CEO</b>	
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act <b>(Maximum 11 % of the Net Profit of the Company) (Schedule V is applicable and Prior Approval of Shareholders are taken in General Meeting)</b>		-

## B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount (Rs/Lac)
1	Independent Directors	<b>Mr. Kukkehalli Raviraj Hegde</b>	<b>Mrs. Akshatha Rai</b>	<b>Mr. Neeraj Mittal</b>	<b>Mr. Dinesh Kumar Marda</b>	
	Fee for attending board/ committee meetings	1.00	1.00	0.60	0.45	3.05
	Commission		-			-
	Others, please specify	-	-			-
	Total (1)	-	-		-	3.05
2	Other Non-Executive Directors	<b>Mr. Rajiv Daga</b>	-			-
	Fee for attending board committee meetings	0.15	-			0.15
	Commission	-	-			-
	Others, please specify	-	-			-
	Total (2)	0.15	-		-	0.15
	Total (B)=(1+2)	<b>0.15</b>	-		-	<b>3.20</b>
	Total Managerial Remuneration					<b>3.20</b>
	Overall Ceiling as per the Act <b>(Sitting Fees is not Covered under the Limit for the Managerial Remuneration)</b>					-



## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name	Mr. Siva Kiran Mavoori Sharma	Mr. Raj Kishore Prasad Prasad	Mr. Raju Ram Prajapat	(Rs/Lac)
	Designation	CS	CFO	CFO	
1	Gross salary	1.8	15.11	7.66	24.57
	(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	Commission - as % of profit - others, specify				- - -
5	Others, please specify				-
	<b>Total</b>	<b>1.80</b>	<b>15.11</b>	<b>7.66</b>	<b>24.57</b>

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees Imposed	Authority (RD / NCLT/ COURT)	Appeal made If any (give Details)
<b>A. COMPANY NOT APPLICABLE</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS NOT APPLICABLE</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT NOT APPLICABLE</b>					
Penalty					
Punishment					
Compounding					

**Annexure E**  
**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: **31.03.2022**

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 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us 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, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year ended on March 31, 2022 (the audit period) 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); and

- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);
- 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

**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 2022 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 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. As per Regulation 23(9) of SEBI (LODR) Regulations 2015 the company has delayed in complying with this provision by 2 days and a fine of Rs.10000 +GST each has been levied by BSE & NSE vide their letter NSE/LIST-SOP/COMB/FINES/0547 for the quarter ended 31<sup>st</sup> March 2022
- b. 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.

For **DEEPAK SADHU,**  
**COMPANY SECRETARIES**

**(DEEPAK SADHU)**

Authorised Signatory

ACS: 39541; CP No: 14992

UDIN: **A039541D000783966**

Peer Review Number: **2387/2022**

Bangalore  
Date: **12<sup>th</sup> August 2022**

## ANNEXURE – A

(To the Secretarial Audit Report)

To  
The Members,  
Archidply Decor Limited

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 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 financial records and books of accounts of the Company.
4. Where ever 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 **DEEPAK SADHU,**  
**COMPANY SECRETARIES**

**(DEEPAK SADHU)**

Authorised Signatory

ACS: 39541; CP No: 14992

UDIN: **A039541D000783966**

Peer Review Number: **2387/2022**

Bangalore

Date: **12<sup>th</sup> August 2022**

### 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 :

Executive Directors	Ratio to Median Remuneration
Mr. Shyam Daga	0.00

No salary paid to Mr. Shyam Daga.

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

Directors, Managing Director & CFO, Joint Managing Director & CEO and Company Secretary	% increase in the remuneration in the Financial year
Mr. Shyam Daga, Managing Director & CEO	00.00 %
Mr. Siva Kiran Mavoori, Company Secretary*	NA
Mr. Raju Ram Prajapat, CFO#	NA

\*Appointed w.e.f. 01.07.2021 Salary paid during the year Rs. 1.80 lakhs

# Appointed w.e.f. 13.11.2021 Salary paid during the year Rs. 7.65 lakhs

- (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: 43
- (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 2021-22 was 7% Percentage increase in the managerial remuneration for the year was nil.
- (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:** 13<sup>th</sup> August, 2022

**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 Decor Limited for the financial year 2021-22 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 13, 2022**

## 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, 2022, 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 31.03.2022. 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 31.03.2022. 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 26.06.2021, 14.08.2021, 13.11.2021 and 14.02.2022. 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 2021-22 Attendance at	
		BM	Last AGM
Mr. Mr. Shyam Daga (Executive Chairman & Managing Director)	Promoter	4	Yes
Mr. Rajiv Daga (Non- Executive Director)	Promoter	1	No



Name of the Director (Designation)	Category	FY 2021-22 Attendance at	
		BM	Last AGM
Mr. Kukkehalli Raviraj Hegde (Director)	Independent	4	YES
Mrs. Mrs. Akshatha Rai (Director)	Independent	4	YES
Mr. Neeraj Kumar Mittal (Director)	Independent	4	No
Mr. Dinesh Kumar Marda (Director)	Independent	3	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, 2022

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. Rajiv 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, 2022 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	3	Archidply Industries Limited : 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	Nil	0	0
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 14.02.2022. The meeting of the independent Directors for evaluating the Board and Chairman performance was also held on 14.02.2022

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, 2022 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 June 26, 2021, 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	Akshatha Rai	K . R. Hegde	Neeraj K Mittal	Dinesh K Marda
Experience of crafting Business Strategies 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
Finance and Accounting Experience: Leadership experience in handling financial management of a lorganization along with an understanding of accounting and financial statements	Yes	Yes	Yes	Yes	No	No
Leadership experience of running enterprise: 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/ peopleOrientation: Understanding of HR Policies) Managing HR activities, talent development and strengthening the people function	Yes	Yes	yes	NO	Yes	No
Understanding of Consumer and Customer Insights in diverse environments and conditions –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:

Name of the Director (Designation)	Category	Relationship with Directors
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 2021-22 on 26.06.2021, 14.08.2021, 13.11.2021 and 14.02.2022, 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	3

# w.e.f 01.07.2021

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 2021-2022, one meeting of the Committee was held on 14.02.2022. 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:**

**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	40000
Mr. K.R. Hegde	60000	40000
Mr. Rajiv Daga	15000	
Mr. Neeraj Kumar Mittal	45000	
Mr. Dinesh Kumar Marda	60000	

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, no remuneration was paid to the Executive Director

- 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, 2022 are as follows:

Name of the Director (Designation)	Category	Shares Held
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:

- Function, Role and Responsibilities of the Chairperson,
- Comparison with the peer Companies,
- Industry benchmarking,
- 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 retrial 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 & CEO 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

The Company has not issued employee Stock Option during F.Y 2021-22

## 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 2021-22 on 26.06.2021, 14.08.2021, 13.11.2021 and 14.02.2022. 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 2021-22- 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
2021	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 (Through VC)	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
2019	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153	13-09-2019	10:30 AM

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

- 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 4th Annual General Meeting:

Year	Location	Date	Time
2022	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153	30 <sup>th</sup> September ,2022	12:30 PM

### 2. Financial Year

The Company's financial year was from April 1<sup>st</sup> 2021 to March 31<sup>st</sup> 2022.

### 3. Publication of results for the financial year 2022-23 (tentative and subject to change)

First quarter results: On or before August 14, 2022

Second quarter and half year results: On or before November 14, 2022

Third quarter results: On or before February 14, 2023

Fourth quarter results and results for the year ending

March 31, 2023: On or before May 30, 2023.

#### 4. Date of Book Closure

24<sup>th</sup> September, 2022 to 30<sup>th</sup> September 2022 (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 2022-23 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 2021-22 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-21	30.85	26.1	50375.77	47204.5	28.5	27.6	14855.45	14601.7
May-21	33.1	26.75	52013.22	48028.07	31.85	30.15	15606.35	15374
Jun-21	45.95	28.85	53126.73	51450.58	44.95	40.85	15839.1	15708.75
Jul-21	43.9	32.5	53290.81	51802.73	36.7	35.4	15862.8	15744.85
Aug-21	41.75	35.2	57625.26	52804.08	42.2	38.2	17153.5	16915.85
Sep-21	45.55	38.2	60412.32	57263.9	45.1	41.3	17742.15	17585.35
Oct-21	48.65	40.6	62245.43	58551.14	46.75	44.05	17915.85	17613.1
Nov-21	55.95	45.2	61036.56	56382.93	50.95	46.7	17324.65	16931.4
Dec-21	53	41.55	59203.37	55132.68	46.55	44.5	17400.8	17238.5
Jan-22	61.35	45.2	61475.15	56409.63	56.05	53.25	17410	17264.15
Feb-22	56.75	41.4	59618.51	54383.2	45.85	44.75	16815.9	16356.3
Mar-22	47.9	40.05	58890.92	52260.82	46.85	44.5	17559.8	17435.2

\*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.

## 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 2021-22

## 11. Distribution of Shareholdings

The distribution of shareholding as on as on 31.03.2022 is given as under:

ARCHIDPLY DECOR LTD					
Distribution Schedule As On 31/03/2022 (Total)					
S.no	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	7528	95.50	5354420.00	9.62
2	5001- 10000	179	2.27	1315020.00	2.36
3	10001- 20000	94	1.19	1313490.00	2.36
4	20001- 30000	29	0.37	740330.00	1.33
5	30001- 40000	13	0.16	456060.00	0.82
6	40001- 50000	9	0.11	406310.00	0.73
7	50001- 100000	8	0.10	555950.00	1.00
8	100001 & Above	23	0.29	45520920.00	81.78
	<b>Total:</b>	<b>7883</b>	<b>100.00</b>	<b>55662500.00</b>	<b>100.00</b>

The distribution of shareholding according to category as on 31.03.2022

ARCHIDPLY DECOR LTD				
SHARE HOLDING PATTERN AS ON 31/03/2022				
S.no	Description	Cases	Shares	% Equity
1	CLEARING MEMBERS	13	972	0.02
2	H U F	291	65934	1.18
3	BODIES CORPORATES	37	17778	0.32
4	NON RESIDENT INDIANS	71	20793	0.37
5	NRI NON-REPATRIATION	34	4230	0.08
6	PROMOTERS BODIES CORPORATE	5	3314608	59.55
7	PROMOTER HUF	1	5000	0.09
8	COMPANY PROMOTERS	12	741791	13.33
9	RESIDENT INDIVIDUALS	7419	1395144	25.06
	<b>Total:</b>	<b>7883</b>	<b>5566250</b>	<b>100.00</b>

**12. Dematerialization of Shares and liquidity.**

As on 31.03.2022, of the shareholding were held in dematerialized form as per details mentioned below:

Sno	Description	No of Holders	Shares	% To Equity
1	PHYSICAL	64	73531	1.32
2	NSDL	3978	4743882	85.23
3	CDSL	3841	748837	13.45
	<b>Total:</b>	<b>7883</b>	<b>5566250</b>	<b>100.00</b>

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

**13. 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.

**14. 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

**15. Plant locations**

Chintamani	Survey No. 19, KSSIDC Industrial Area, Katamachanahalli, Chintamani, Chikkaballapur, Karnataka, 563125
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**16. 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 Website: www.archidplydecor.com

Corporate Identification Number (CIN): L20231UR2017PLC008626

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

During the financial year 2021-22, 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

**18. Other Disclosures**

- 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.
- 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 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.
- 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;
- 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 2021-22, 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 :	Rs. 40,000
	Total:	Rs. 240000

- (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

19. 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.

## 20. 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 except the fine of Rs. 11800 each has been imposed 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

## 21. 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



## **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, 2022

**For Archidply Décor Limited**

**ShyamDaga**  
**(Chairman & CEO)**

**Date: August 13, 2022**

**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

I have examined the compliance of conditions of Corporate Governance Archidply Decor Limited (CIN: L20231UR2017PLC008626) ("the Company"), as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the financial year ended March 31, 2022.

### Management's Responsibility for compliance with the conditions of Listing Regulations

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said Regulations. This certificate 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.

### Auditors' Responsibility

My responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

### Opinion

In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended March 31, 2022 except that there has been 2 days delay in filing with the stock exchange disclosure of related party transactions under Regulation 23(9) of SEBI (LODR), 2015 for the half year ended March 31, 2022 and the fine of Rs.10000+GST each has been imposed on the Company by BSE & NSE.

I 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.

### Restriction on use

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, I 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 **DEEPAK SADHU & CO,**  
**COMPANY SECRETARIES**

**(DEEPAK SADHU)**

Proprietor

ACS: 39541; CP No: 14992

UDIN: A039541C0008626

Peer Review Number: **2387/2022**

Place: Bangalore

Date: August 14, 2022

## Management Discussion and Analysis Report

### 1. Industry Structure and Developments

The Indian economy grappled with many challenges during the previous year which include the reemergence of COVID-19 pandemic, supply-chain disruptions, and, more recently, rising inflation which led to a consistent price hike in major commodities. Geopolitical tensions and heightened challenges in various global economies further augmented the crisis and posed as downside

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, IMARC Group expects the market to reach INR 297.2 Billion by 2027-28, exhibiting a CAGR of 7.4% during 2022-23 to 2027-28.

FMI has projected India to remain one of the most cost-effective markets throughout the course of the forecast period. Plywood industry in India is thriving back of burgeoning urbanization in the country, which is contributing to growth of veneer sheets market during the forecast period. Furthermore, the replacement cycle of old sheets on plywood is anticipated to lower down at massive rate, this will create opportunity to raise the opportunity for the veneer sheets manufactures to increase the manufacturing scale. In the meantime, India has been the major log importer of tropical timber from Malaysia and Myanmar.

India's construction sector comprises the real estate and urban development segments. Of these, the real estate segment constitutes residential, retail, office, leisure parks, and hotel construction among others. According to the National Investment Promotion & Facilitation Agency, Invest India, the country's construction market is likely to emerge as the third largest one by 2025. The country's thriving construction sector has been offering attractive opportunities for veneer market.

According to FMI's analysis, veneer sheets sales have grown at 1.1% CAGR between 2016 and 2020. The consumption of veneer sheets is primarily concentrated in wood working projects for parquet floors and as a part of furniture used in commercial and residential sectors. To cater to the rising demand, key manufacturers are producing multifunctional products such as paper-backed, phenolic-backed and others.

With construction projects slated to increase, the market will be presented with lucrative opportunities to capitalize on in the near future. Another trend emerging post the pandemic is the rising preference for working from home (WFH), which has weakened investor sentiment towards commercial real estate. Employers are now saving on overhead and rental costs, and evaluating ways to manage and redesign office space to comply with social distancing measures. Due to the shift away from office workspaces and new commercial real estate space, there is rising demand for more functional and flexible homes with rooms that can be easily converted to workspaces.

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

### 2. OPPORTUNITIES AND THREATS

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.

The growth in decorative veneers demand carry an individual perception that varies company to company or dealer to dealer. Though the growth story in decorative wood veneers continue to head up even amidst multiple policy introductions and turbulent implementations. Despite of slow markets, decorative veneers remain a favourite material for home upgrades indicated the survey done by BSMR among retailers, showroom owners and decorative veneer manufacturers.

The decorative veneers production is also stable or can be said that it is growing steadily at 5 to 6% in natural and teak segments.

Rising affluence is the biggest driver behind increasing consumption. As per BCG Analysis, of India's five household income categories (elite, affluent, aspirers, next billion, and strugglers), the top two income classes are the fastest growing. From 2016 through 2025, the share of elite and affluent households will increase from 8% to 16% of the total while the share of strugglers will drop from 31% to 18%.

The growth is mainly due to the companies rearranging their operations and recovering from the COVID-19 impact, which had earlier led to restrictive containment measures involving social distancing, remote working, and the closure of commercial activities that resulted in operational challenges.

In future rise in the demand of Hospitality Sector, Hospitals, Office & Retail Space and residential in future will trigger the opportunities for your company as a result the demand for interior products will further increase.

The Company is also opening its exclusive experience centre cum showroom. The Company has showroom in Bangalore and has recently opened in Indore. The company is exploring the viabilities to open more showrooms in other cities on the similar lines. In spite, of all these positive factors there are threats in the form of dumping, import of low cost products from overseas, increasing number of manufacturers in both organized as well as unorganized sectors, volatile market, may recede the projected growth. Further the price war has emerged in the veneers.

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 in spite 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	2021-22
Revenue from Operation	4200.01
Other Income	106.61
<b>Total Revenues</b>	<b>4306.62</b>
Cost of Materials Consumed	2,105.39
Purchases of Stock in Trade	922.84
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	47.09
Employee benefits expense	394.30

(Rs. In Lacs)

Particulars	2021-22
Finance Costs	185.02
Depreciation & Amortization Expenses	122.80
Other Expenses	499.07
<b>Total Expenditure</b>	<b>4276.50</b>
<b>Profit Before Tax</b>	<b>30.12</b>
Tax	10.41
<b>Profit after Tax</b>	<b>19.71</b>

During the year the Company has achieved a turnover of Rs.4200.01 lakhs and earns profit before Tax [PBT] of Rs.30.12 Lakhs and profit after taxes of Rs.19.71 lakhs. 7. 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

Particulars	31.03.2022	31.03.2021	Deviation	
Debt Service Coverage Ratio	1.63	0.97	68.38%	#
Interest service Coverage Ratio	1.16	0.52	124.67%	*
Debt Equity Ratio	0.34	0.38	-10.95%	#
Current Ratio	2.23	1.93	15.96%	@
Total Debts to Total Assets	0.24	0.25	-4.06%	#
Debtors Turnover Ratio	2.25	1.83	23.07%	\$
Inventory Turnover Ratio	4.66	2.89	61.05%	^
Operating Margin (%)	2.58%	-0.93%	-377.17%	*
Net Profit Margin (%)	0.47%	-2.19%	-121.46%	*
Return on Equity Ratio	0.00	-0.01	-128.00%	*
Return on Capital Employed	0.03	0.02	66.15%	*

\* Due to increase in Profit during the year

# Due to repayment of Long term debts during the year

@the Company is trying to maintain healthy working capital while ensuring that it does not have idle liquidity

\$ Due to increase in Debtors. Company is trying to reduce its debtors level

^ Due to increase in inventory. Company is taking steps to better management of inventory

#### 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 13, 2022**

**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, 2022, 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 2022, 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.

The Company has certain significant open legal proceedings under arbitration for various complex matters with the Government of India and other parties, which are as under:

- 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 for the financial year 2011-12.(Refer note no.34)

It is due to the complexity involved in these litigation matters, management's judgement regarding recognition and measurement of provisions for these legal proceedings is inherently uncertain and might change over time as the outcomes of the legal cases and determined. Accordingly it has been considered as a Key Audit Matter.

Our Audit procedures included and were not limited to the following :

- Discussion with the management on the development in these litigations during the year ended March 31,2022
- Review of the disclosures made by the Company in the Financial Statements in this regard.
- Obtained representation letter from the management on the assessment of these matters.



## 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 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 scepticism 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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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 34 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.

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. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For G R V & P K**

**Chartered Accountant**

**FRN : 008099S**

**(KAMAL KISHORE)**

**Partner**

**M.No. 205819**

**UDIN: 22205819AJWJGO6161**

**Place: Bangalore**

**Date: 30/05/2022**

## Annexure –A to the Independent Auditors’ Report on the financial statements of Archidply Décor Limited for the year ended 31 March 2022

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 2022, 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.
- (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 (In Lakhs)	As per books of account (In Lakhs)	Difference (In Lakhs)	%age of Differences
Q1	2808.93	2914.78	105.85	3.77%
Q2	2589.81	2608.52	18.71	0.72%
Q3	2534.11	2464.35	69.76	2.75%
Q4	2487.33	2578.31	90.98	3.66%

- (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. 30 lakhs and balance outstanding at the balance sheet date is Rs. 60.78 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 has not been stipulated but interest has been charged by the company 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 overdues 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 during the year.
- (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. The company has not received any public deposits during the year. Accordingly, clause (v) of the order is not applicable.
- (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, 2022 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, 2022 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 Years)	Forum where dispute is pending.
Central Excise Act	Excise duty	Rs 12,57,472/-	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, the term loans were applied for the purpose for which the loans were obtained.
- (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 has 2 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 Accountant**

**FRN : 008099S**

**(KAMAL KISHORE)**

**Partner**

**M.No. 205819**

**UDIN: 22205819AJWJGO6161**

**Place: Bangalore**

**Date: 30/05/2022**

## **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 2022 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 2022, 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 Accountant**

**FRN : 008099S**

**(KAMAL KISHORE)**

**Partner**

**M.No. 205819**

**UDIN: 22205819AJWJGO6161**

**Place: Bangalore**

**Date: 30/05/2022**

## Balance Sheet as at March 31st, 2022

(Amount in Lakhs)

Particulars	Notes	As at 31.03.2022	As at 31.03.2021
<b>A. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
(a) Property , Plant and Equipment	2	1,492.43	1,580.12
(b) Capital Work-in Progress		-	-
(c) Financial Assets			
i) Investments	3	0.24	0.24
ii) Loans	4	843.69	943.47
iii) Others	5	0.60	0.60
(d) Deferred tax Asset (Net)	6	48.75	56.73
(e) Other non current assets	7	219.62	162.21
<b>Total Non current assets</b>		<b>2,605.33</b>	<b>2,743.36</b>
<b>2. CURRENT ASSETS</b>			
(a) Inventories	8	2,578.31	2,616.80
(b) Financial Assets			
i. Trade Receivables	9	1,790.10	1,946.43
ii. Cash and cash equivalent	10	27.70	64.53
iii. Bank balances other than cash and cash equivalent	11	-	-
(c) Current Tax Assets(net)	12	10.31	9.22
(d) Other current assets	13	91.64	224.09
<b>Total Current Assets</b>		<b>4,498.06</b>	<b>4,861.07</b>
<b>TOTAL ASSETS</b>		<b>7,103.39</b>	<b>7,604.44</b>
<b>B. EQUITY &amp; LIABILITIES</b>			
<b>1. EQUITY:</b>			
(a) Equity Share Capital	14	556.63	556.63
(b) Other Equity		4,433.13	4,401.62
<b>Total Shareholders Fund</b>		<b>4,989.76</b>	<b>4,958.24</b>
<b>2. NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
i. Borrowings	15	-	-
(b) Provisions	16	98.83	121.18
<b>Total Non-Current liabilities</b>		<b>98.83</b>	<b>121.18</b>
<b>3. CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
i. Borrowings	17	1,675.59	1,847.37
ii. Trade Payables	18		
Total Outstanding dues of Micro and small Enterprises		83.66	30.17
Total Outstanding dues of Creditors other than Micro and small Enterprises		149.62	445.87
iii. Other financial liabilities	19	21.68	96.37
(b) Short term Provisions	20	71.34	82.13
(c) Other Current Liabilities	21	12.92	23.10
<b>Total Current liabilities</b>		<b>2,014.80</b>	<b>2,525.01</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>7,103.39</b>	<b>7,604.44</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

For GRV & PK

Chartered Accountants

Firm Reg. No. 008099S

Shyam Daga  
Managing Director  
DIN: 00561803

Rajiv Daga  
Director  
DIN:01412917

Raju Ram Prajapat  
Chief Financial Officer  
BDYPP2041Q

Siva Kiran Mavoori  
Company Secretary  
COTPM0263A

(Kamal Kishore)  
Partner  
Membership No. 205819  
UDIN: 22205819AJWJGO6161

Place: Bangalore  
Date : 30.05.2022

## Statement of Profit &amp; Loss Account for the period March 31st , 2022

(Amount in Lakhs)

PARTICULARS	Schedule	Figures at the end of Current Reporting Period	Figures at the end of Previous Reporting Period
<b>INCOME :</b>			
Sale of Products	22	4,200.01	3,227.94
<b>Revenue From Operations</b>		<b>4,200.01</b>	<b>3,227.94</b>
Other Income	23	106.62	162.74
<b>TOTAL INCOME</b>		<b>4,306.62</b>	<b>3,390.67</b>
<b>EXPENSES :</b>			
Cost of Goods consumed	24	2,105.39	1,443.27
Purchase of Stock In Trade	25	922.84	604.06
Changes in Inventories of Finished Goods, Stock-in-process and stock-in-trade	26	47.09	204.74
Employee Benefit Expenses	27	394.30	422.43
Finance Cost	28	185.02	256.30
Depreciation & Ammortisation Expense	2	122.80	131.38
Other Expenses	29	499.07	452.14
<b>TOTAL EXPENSES</b>		<b>4,276.50</b>	<b>3,514.32</b>
<b>PROFIT BEFORE TAXATION</b>		<b>30.12</b>	<b>(123.65)</b>
Tax Expenses:			
Current Tax		-	-
Deferred Tax		10.41	(53.08)
<b>PROFIT FOR THE YEAR</b>		<b>19.71</b>	<b>(70.57)</b>
Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss			
Defined benefit plan actuarial gains/(losses)		9.37	10.51
ii) Income Tax relating to items that will not be reclassified to profit or loss		2.44	2.73
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>11.80</b>	<b>13.24</b>
<b>Total Comprehensive Income for the year, net of tax</b>		<b>31.51</b>	<b>(57.33)</b>
<b>Earning Per Share ( Rs.)</b>			
Basic & diluted		0.35	(1.27)

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

For GRV &amp; PK

Chartered Accountants

Firm Reg. No. 008099S

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

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

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

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

**(Kamal Kishore)**  
**Partner**  
 Membership No. 205819  
 UDIN: 22205819AJWJGO6161

Place: Bangalore  
 Date : 30.05.2022

## Statement Of Cash Flow

PARTICULARS	Amount in Lakhs FOR YEAR ENDED 31 MARCH, 2022	Amount in Lakhs FOR YEAR ENDED 31 MARCH, 2021
<b>A. Cash flows arising from operating activities</b>		
Net Profit/(Loss) Before Tax	30.12	(123.65)
<b>Add:</b> Depreciation	122.80	131.38
Interest Paid	155.63	218.74
Loss on Sale of FA	-	-
<b>Less:</b> Other comprehensive (Income)/loss	(9.37)	(10.51)
	317.92	236.97
<b>Less:</b> Profit on sale of Investment	-	2.30
Interest Received	86.73	104.96
	<b>231.19</b>	<b>129.71</b>
<b>Operating profit before working capital changes</b>		
(Increase)/Decrease in Inventory	38.49	280.42
(Increase)/Decrease in Debtors	156.33	(358.69)
(Increase)/Decrease in Loans & Advances	84.26	160.04
Increase/(Decrease) in Trade Payables	(242.76)	(353.20)
Increase/(Decrease) in Provisions	(33.13)	(22.85)
Increase/(Decrease) in other current liabilities	(62.48)	(31.32)
Cash flow from Operations	171.89	(195.89)
Payment of Income Tax	10.31	9.22
<b>Net Cash Flow from Operating Activities</b>	<b>161.58</b>	<b>(205.11)</b>
<b>B. Cash flows arising from Investment activities</b>		
<b>Inflows:</b>		
Receipt/(Lending) of Loans and Advance	99.78	158.96
FD matured	-	403.07
Sale of Investment	-	2.81
Interest Received	86.73	104.96
<b>Outflows:</b>		
Loans & Advances Advanced	-	-
Investment in Fixed Assets	35.12	2.63
FD Made with bank	-	-
Purchase of Investment	-	-
	<b>151.40</b>	<b>667.18</b>
<b>C. Cash flows arising from finance activities</b>		
<b>Inflows:</b>		
Proceeds of Loan	475.59	1,200.00
<b>Outflows:</b>		
Repayment of Loan	669.77	1,481.93
Interest paid	155.63	218.74
	<b>(349.81)</b>	<b>(500.66)</b>
<b>Cash flow from all activities-(A+B+C)</b>	<b>(36.84)</b>	<b>(38.60)</b>
<b>Add:</b> Cash & cash equivalents at beginning of the year	64.53	103.13
Cash & cash equivalents at year end of the year	27.70	64.53
	-	-

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

For GRV & PK

Chartered Accountants

Firm Reg. No. 008099S

Shyam Daga  
Managing Director  
DIN: 00561803

Rajiv Daga  
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Company Secretary  
COTPM0263A

(Kamal Kishore)  
Partner  
Membership No. 205819  
UDIN: 22205819AJWJGO6161

Place: Bangalore  
Date : 30.05.2022

## Statement of changes in equity

## A. EQUITY SHARE CAPITAL

(Amount in Lakhs)				
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
Balance as at April 1, 2020	Changes in Equity share capital due to prior period errors	Restated Balance as at April 1, 2020	Changes in Equity Share Capital during the year	Balance as at March 31, 2021
556.63	-	556.63	-	556.63

## B. OTHER EQUITY

(Amount in Lakhs)				
Particulars	(As at 31st March 2022)			
	Share Premium	Retained Earnings	Other Comprehensive Income	Total Other Equity
Opening Balance	2,948.32	1,440.23	13.07	4,401.62
Add: Profit for the Period	19.71	19.71		
Add: Other Comprehensive Income/(Loss)	11.80	11.80		
<b>Total Comprehensive Income for the period</b>	<b>2,948.32</b>	<b>1,459.94</b>	<b>24.87</b>	<b>4,433.13</b>
<b>Closing Balance</b>	<b>2,948.32</b>	<b>1,459.94</b>	<b>24.87</b>	<b>4,433.13</b>
Particulars	(As at 31st March 2021)			
	Share Premium	Retained Earnings	Other Comprehensive Income	Total Other Equity
Opening Balance	2,948.32	1,510.80	(0.17)	4,458.95
Add: Profit for the Period	(70.57)	(70.57)		
Add: Other Comprehensive Income/(Loss)	13.24	13.24		
<b>Total Comprehensive Income for the period</b>	<b>2,948.32</b>	<b>1,440.23</b>	<b>13.07</b>	<b>4,401.62</b>
<b>Closing Balance</b>	<b>2,948.32</b>	<b>1,440.23</b>	<b>13.07</b>	<b>4,401.62</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

For GRV &amp; PK

Chartered Accountants

Firm Reg. No. 008099S

Shyam Daga  
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(Kamal Kishore)  
Partner  
Membership No. 205819  
UDIN: 22205819AJWJGO6161

Place: Bangalore  
Date : 30.05.2022



## 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, Prelaminated 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) notified under the Companies (Indian Accounting Standards) Rules, 2015. The Financial Statements for year ended 31st March 2022 were prepared in accordance with Indian Accounting standards notified under the Company (Accounting Standards) Rules 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013 (hereinafter referred to as the 'previous GAAP').

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. 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 in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use. The provision for depreciation for multiple shifts has been made in respect of eligible assets on the basis of operation of respective units.
- 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

## 5. 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.

## 6. 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 three months or less.

## 10. Financial Assets

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 amortised cost.

Trade receivables represent receivables for goods sold by the Company upto to the end of the financial year. The amounts are generally unsecured and are usually received as per the terms of payment agreed with the customers and are classified under Current Assets.

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.

Investments that are readily realizable and intended to be held for not more than a year are classified as Current investments. All other investments are classified as Non-Current/Long-term Investments. Current investments are carried at lower of cost or market value on individual investment basis. Non- Current Investments are considered at cost, unless there is an "other than temporary" decline in value, in which case adequate provision is made for the diminution in the value of Investments.

## 11. Financial Liabilities:

Borrowings are initially recognized and subsequently measured at amortised cost, net of transaction costs incurred.

Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the company has an Un-conditional right to defer settlement of the liability for at least 12 months after the reporting period.

Trade Payables represent liabilities for goods and services provided to the Company up to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment agreed with the vendors. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period.

## 12. 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.

## 13. 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.

## 14. 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.

## 15. 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.

## 16. 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.

## 17. 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.

## 18. 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.

Provisions are made when

- (a) the Company has a present legal or constructive obligation as a result of past events;
- (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (c) a reliable estimate is made of the amount of the obligation.

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

## 19. 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. 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. All other liabilities are classified as non-current.

## 20. 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.

NOTE :- 2  
PROPERTY, PLANT AND EQUIPMENT FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2022

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	ORIGINAL COST AS ON 01.04.2021	ADDITION 01.04.2021 to 31.03.2022	SALES 01.04.2021 to 31.03.2022	TOTAL GROSS BLOCK 31.03.2022	UP TO 01.04.2021	FOR THE PRD 01.04.2021 to 31.03.2022	DEPRECIATION ADJUSTMENT ON SALES	TOTAL DEPRECIATION 31.03.2022	AS ON 31.03.2022	AS ON 31.03.2021
<b>A) TANGIBLE ASSETS:</b>										
FREE HOLD LAND	360.80	31.75	-	392.55	-	-	-	-	392.55	360.80
Chintamani	360.80	31.75	-	392.55	-	-	-	-	392.55	360.80
BUILDINGS	1,192.80	-	-	1,192.80	417.17	36.10	-	453.26	739.54	775.63
Chintamani	1,192.80	-	-	1,192.80	417.17	36.10	-	453.26	739.54	775.63
PLANT AND MACHINERIES	1,392.57	-	-	1,392.57	1,055.80	62.99	-	1,118.80	273.77	336.76
Chintamani	1,392.57	-	-	1,392.57	1,055.80	62.99	-	1,118.80	273.77	336.76
ELECTRICAL EQUIPMENTS	114.11	-	-	114.11	109.29	-	-	109.29	4.82	4.82
Chintamani	114.11	-	-	114.11	109.29	-	-	109.29	4.82	4.82
WATER SUPPLY INSTALLATION	16.28	-	-	16.28	13.26	0.73	-	13.99	2.29	3.02
Chintamani	16.28	-	-	16.28	13.26	0.73	-	13.99	2.29	3.02
LABORATORY EQUIPMENTS	3.63	-	-	3.63	3.41	0.04	-	3.45	0.17	0.22
Chintamani	3.63	-	-	3.63	3.41	0.04	-	3.45	0.17	0.22
FURNITURES AND FIXTURES	112.41	0.62	-	113.02	70.93	5.45	-	76.37	36.65	41.48
Chintamani	112.41	0.62	-	113.02	70.93	5.45	-	76.37	36.65	41.48
BVC	89.46	-	-	89.46	51.85	4.75	-	56.60	32.86	37.61
OFFICE EQUIPMENTS	29.90	2.75	-	32.64	22.20	3.60	-	25.79	6.85	7.70
Chintamani	29.90	2.75	-	32.64	22.20	3.60	-	25.79	6.85	7.70
BVC	13.21	0.46	-	13.66	7.43	2.58	-	10.01	3.65	5.77
COMPUTERS	21.60	-	-	21.60	19.26	0.57	-	19.83	1.77	2.34
Chintamani	21.60	-	-	21.60	19.26	0.57	-	19.83	1.77	2.34
BVC	18.85	-	-	18.85	17.82	0.08	-	17.90	0.96	1.04
VEHICLES	122.26	-	-	122.26	74.92	13.33	-	88.24	34.01	47.34
Chintamani	122.26	-	-	122.26	74.92	13.33	-	88.24	34.01	47.34
<b>TOTAL</b>	<b>3,366.35</b>	<b>35.12</b>	<b>-</b>	<b>3,401.47</b>	<b>1,786.23</b>	<b>122.80</b>	<b>-</b>	<b>1,909.03</b>	<b>1,492.43</b>	<b>1,580.12</b>
<b>Previous Year</b>	<b>3,363.72</b>	<b>2.63</b>	<b>-</b>	<b>3,366.35</b>	<b>1,654.85</b>	<b>131.38</b>	<b>-</b>	<b>1,786.23</b>	<b>1,580.12</b>	<b>1,708.87</b>



## Notes To Financial Statement For The Period Ended 31st March, 2022

(Amount in Lakhs)		
Particulars	As at 31.03.2022	As at 31.03.2021
<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>Note 4: Loans &amp; Advances</b>		
<b>Unsecured, Considered Good</b>		
Loan to Others	843.69	943.47
	<b>843.69</b>	<b>943.47</b>
<b>Note 5: Other Non-Current Financial Assets</b>		
<b>Balance With Banks</b>		
- Fixed Deposit	0.60	0.60
(Maturity period more than 1 year)		
	<b>0.60</b>	<b>0.60</b>
<b>Note 6: Deferred Tax Assets</b>		
Opening deferred tax asset	56.73	0.91
Deferred tax (Liability)/Asset arising in current year on account of timing difference		
1. Depreciation	5.95	4.53
2. Gratuity	(2.90)	(1.18)
3. Leave Encashment	(3.43)	(0.47)
4. Provisions	6.81	(0.86)
5. Carried forward losses	(14.41)	53.79
	(7.98)	55.81
	<b>48.75</b>	<b>56.73</b>
<b>Note 7: Other Non-Current Assets</b>		
<b>a Capital Advances</b>		
For Plant & Machinery	-	1.00
	-	<b>1.00</b>
<b>b Advances Other than Capital Advances</b>		
i) Security Deposits	71.71	65.93
iii) Other Advances		
- Balance With Revenue Authorities	17.26	20.68
- IT refund A.Y 2020-2021	11.43	11.43
- IT refund A.Y 2021-2022	9.17	-
- Other advances for supply	110.06	62.98
	<b>219.62</b>	<b>161.02</b>
<b>c Preliminary Expenses</b>	0.19	0.38
Less: 1/5 written off	0.19	0.19
	-	<b>0.19</b>
<b>Total Other Non Current Assets</b>	<b>219.62</b>	<b>162.21</b>

## Notes To Financial Statement For The Period Ended 31st March, 2022

(Amount in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
<b>Note 8: Inventories</b>		
(As taken, valued and certified by the management)		
Raw Materials	1,821.85	1,829.79
Finished Goods	665.54	712.63
Stores, Spares & Consumption	90.92	74.38
	<b>2,578.31</b>	<b>2,616.80</b>

## Note 9: Trade Receivables

### Unsecured

-Considered Good	1,813.10	1,946.43
-Significant increase in risk	-	-
-Credit Impaired	-	-
Less: Allowances for Credit loss	23.00	-
	<b>1,790.10</b>	<b>1,946.43</b>

\*The above outstanding is from date of transaction of sales.

Particulars	Less than 6 months	6 months 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	-	-	-	40.68	4.36	45.03
-Significant increase in risk	-	-	-	-	-	-
-Credit Impaired	-	-	-	-	-	-
Less: Allowances for Credit loss					23.00	23.00
	<b>1,059.56</b>	<b>89.27</b>	<b>246.53</b>	<b>324.34</b>	<b>70.40</b>	<b>1,790.10</b>

Particulars	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total as on 31.03.2021
<b>a Unsecured ; Undisputed</b>						
-Considered Good	1,190.69	230.14	391.51	89.05	-	1,901.39
-Significant increase in risk	-	-	-	-	-	-
-Credit Impaired	-	-	-	-	-	-
<b>b Unsecured ; Disputed</b>						
-Considered Good	-	-	40.68	4.36	-	45.03
-Significant increase in risk	-	-	-	-	-	-
-Credit Impaired	-	-	-	-	-	-
Less: Allowances for Credit loss	-					
	<b>1,190.69</b>	<b>230.14</b>	<b>432.19</b>	<b>93.40</b>	<b>-</b>	<b>1,946.43</b>

## Notes To Financial Statement For The Period Ended 31st March, 2022

(Amount in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
<b>Note 10: Cash &amp; Cash Equivalents</b>		
<b>a Balances with Banks</b>		
- Balances in current accounts	0.99	18.22
<b>b Cash in hand</b>	26.71	46.32
	<b>27.70</b>	<b>64.53</b>
<b>Note 11: Bank balances other then Cash &amp; Cash Equivalents</b>		
Deposit for Margin Money	-	-
(As Deposits were not in Company name and was in Demerged Company "Achidply Industries Limited" name the same has been transferred to them during the year.)		
	-	-
<b>Note 12: Current Tax Assets</b>		
Advance Tax & TDS Receivable	10.31	9.22
(Net of provision and current tax)	-	
	<b>10.31</b>	<b>9.22</b>
<b>Note 13: Other Current Assets</b>		
<b>a Loans and Advances (Related Party)</b>		
The Mysore Chipboard Limited	22.34	22.24
Archidply Industries Limited	9.88	-
<b>b Others</b>		
Prepaid expenses	14.71	19.89
Balance With Revenue Authoroties	6.39	22.30
Other Receivable	0.59	3.40
Other Advances for supply of goods and services	37.73	156.27
	<b>91.64</b>	<b>224.09</b>
<b>Note 14: Equity Share Capital</b>		
<b>AUTHORIZED</b>		
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
<b>ISSUED, SUBSCRIBED, AND PAID UP</b>		
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>

## Notes To Financial Statement For The Period Ended 31st March, 2022

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

Name of Shareholder	As at 31.03.2022		As at 31.03.2021	
	No of Shares	% of Shares	No of Shares	% of Shares
Assam Timber Products Pvt Ltd	11,02,937	19.81	11,02,937	19.81
Vanraj Suppliers Pvt Ltd	9,85,877	17.71	9,85,877	17.71
Ravi Marketing Services Pvt Ltd	7,06,962	12.70	7,06,962	12.70
The Mysore Chipboards Limited	4,49,357	8.07	4,49,357	8.07

## b. Reconciliation of number of shares outstanding at beginning &amp; end of the reporting period.

Particular	As at 31.03.2022	As at 31.03.2021
Outstanding as at beginning of the reporting period	55,66,250	55,66,250
Add: during the year	-	-
Outstanding as at end of the Reporting period	55,66,250	55,66,250

## 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	No of Shares as at 31.03.2022	% of Shares	% change during the year	No of Shares as at 31.03.2021	% of Shares
Shyam Daga	1,71,161	3.07	-	1,71,161	3.07
Sangeeta Bharadia	1,025	0.02	-	1,025	0.02
Deendayal Daga	1,92,905	3.47	-	1,92,905	3.47
Deendayal Daga (HUF)	5,000	0.09	-	5,000	0.09
Usha Daga	1,90,085	3.41	-	1,90,085	3.41
Viresh Vyas	10	0.00	-	10	0.00
Arpita Daga	24,950	0.45	-	24,950	0.45
Rajiv Daga	1,61,635	2.90	-	1,61,635	2.90
Raj Kishore Prasad	10	0.00	-	10	0.00
Rajneesh Sharma	10	0.00	-	10	0.00
Assam Timber Products Pvt Ltd	11,02,937	19.81	-	11,02,937	19.81
Vanraj Suppliers Pvt Ltd	9,85,877	17.71	-	9,85,877	17.71
Ravi Marketing Services Pvt Ltd	7,06,962	12.70	-	7,06,962	12.70
The Mysore Chipboards Limited	4,49,357	8.07	-	4,49,357	8.07
Shree Shyam Tea Pvt Ltd	69,475	1.25	-	69,475	1.25
	<b>40,61,399</b>	<b>72.96</b>	-	<b>40,61,399</b>	<b>72.96</b>

## Notes To Financial Statement For The Period Ended 31st March, 2022

Particulars	As at 31st March 2022	As at 31st March 2021
-------------	--------------------------	--------------------------

### Note 15: Financial Non-Current Borrowings

#### a. Secured

Term Loans - Business#	-	22.40
	-	22.40

Particulars	Final repayment	As at 31st March 2022	As at 31st March 2021
-------------	--------------------	--------------------------	--------------------------

Term Loans - Vehicle			
- BOB	Apr-23	-	22.40
		-	22.40
Less: Current maturities of long term debt		-	22.40
		-	-

(#Secured by fixed assets, term loan repayable within 3 to 5 years in equal monthly installments)

(Term loan with BOB Bank is in the name of Archidply Industries Ltd which has been transferred to the Company on account of demerger of Chintamni unit of Archidply Industries Limited w.e.f 01.04.2018, the same has been paid off in April, 2021)

Particulars	As at 31st March 2022	As at 31st March 2021
-------------	--------------------------	--------------------------

### Note 16: Provisions

#### Provision for Employee Benefits

Provision for Gratuity	57.82	68.99
Less: Short Term Provision	11.68	12.00
	46.14	56.99
Provision for Leave Encashment	62.08	75.25
Less: Short Term Provision	9.38	11.06
	52.69	64.19
	<b>98.83</b>	<b>121.18</b>

### Note 17: Financial Current Borrowings

#### a. Secured

#### Repayable on demand

Bank overdraft/Cash Credit	1,675.59	1,200.00
	<b>1,675.59</b>	<b>1,200.00</b>

## Notes To Financial Statement For The Period Ended 31st March, 2022

Particulars	Interest Rate Base	As at 31st March 2022	As at 31st March 2021
HDFC Bank#	8.75% linked to MCLR	1,200.00	1,200.00
SBI		475.59	-

#(On 10/03/2021 New working capital loan from HDFC Bank has been taken for 15 crores; Secured by hypothecation of Current assets of the company both present and future and second charge on all fixed assets of the company including immovable property being Land and Building situated at Chintamani unit except for those which are specifically charged to other lender and personal guarantee of 2 Promoter Directors.(1st Pari Passu) and also Corporate Guarantee by Archidply Industries Limited)

( On 24/03/2021 New working capital loan from SBI has been taken for 10 crores which has been disbursed in April,2021; Secured by hypothecation of Current assets of the company both present and future and second charge on all fixed assets of the company including immovable property being Land and Building situated at Chintamani unit except for those which are specifically charged to other lender and personal guarantee of 2 Promoter Directors.(1st Pari Passu)and also Corporate Guarantee by Archidply Industries Limited.)

### b. Unsecured loans

Body Corporates\*

- -

Archidply Industries Limited

- 647.37

(On account of Demerger of Chintamnai unit of Archidply Industries limited, Company has received total Borrowings of Rs. 37 crores (which includes 15 crores towards LC) of Bank of Baroda from Archidply Industries Limited. On 23.03.2021 total outstanding from BOB related to Company was Rs. 190.72 Lakhs(P.Y Rs.2,101.42 Lakhs) which was carried over in Archidply Industries Limited name on account of demerger with effect from 01.04.2018. Total liability of Bank of Baroda as on 23.03.2021 has been paid by Archidply Industries Limited and due to this there is outstanding balance payable to them of Rs 647.37 Lakhs which Company has paid to Archidply Industries Limited subsequently in April, 2021)

- 647.37

( \* Interest free loan, repayable on demand)

1,675.59 1,847.37

### Note 18: Trade Payables

- Micro,Small & Medium-Undisputed
- Micro,Small & Medium-Disputed
- Creditors for Goods- Undisputed
- Creditors for Services- Undisputed

83.66 30.17

- -

107.17 396.19

42.44 49.68

233.27 476.04

\* The above payable is from the date of purchase transaction.

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total as on 31.03.2022
<b>Trade Payables</b>					
- 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
	227.99	0.33	4.95	-	233.27

## Notes To Financial Statement For The Period Ended 31st March, 2022

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total as on 31.03.2021
<b>Trade Payables</b>					
- Micro,Small & Medium-Undisputed	30.17	-	-	-	30.17
- Micro,Small & Medium-Disputed	-	-	-	-	-
- Creditors for Goods- Undisputed	396.19	-	-	-	396.19
- Creditors for Services- Undisputed	44.37	4.95	0.36	-	49.68
	<b>470.73</b>	<b>4.95</b>	<b>0.36</b>	<b>-</b>	<b>476.04</b>

Particulars	As at 31st March 2022	As at 31st March 2021
-------------	--------------------------	--------------------------

### Note 19: Other Financial Liabilities

Current Maturities of long term debt		
- Term Loan	-	22.40
Statutory Payables	2.92	51.81
Other Payables*	18.76	22.17
*(It includes expenses payable)		
	<b>21.68</b>	<b>96.37</b>

### Note 20: Current Provisions

#### a. Provision for Employee Benefits

Provision for gratuity	11.68	12.00
Provision for leave encashment	9.38	11.06
Other Employee Provisions	33.90	37.26
	<b>54.96</b>	<b>60.32</b>

#### b. Others

Cash Discount Payable	16.38	21.80
	<b>16.38</b>	<b>21.80</b>
	<b>71.34</b>	<b>82.13</b>

### Note 21: Other Current Liabilities

#### a. Income received in advance

Advance from customers	5.24	20.42
	<b>5.24</b>	<b>20.42</b>

#### b. Others

Security Deposit from Vendors	7.68	2.68
	<b>7.68</b>	<b>2.68</b>
	<b>12.92</b>	<b>23.10</b>

### Note 22: Revenue From Operations

#### Sale of Products

Manufactured Goods	2,996.49	2,440.04
Trading Goods	1,194.41	771.86
Other sales	4.80	1.04
	<b>4,195.70</b>	<b>3,212.94</b>



## Notes To Financial Statement For The Period Ended 31st March, 2022

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Other Operating Revenue</b>		
Discount on Purchases	-	12.18
Jobwork	4.30	2.82
	<b>4.30</b>	<b>15.00</b>
	<b>4,200.01</b>	<b>3,227.94</b>
<b>Particular of sale of products</b>		
Decorative Laminate	34.75	21.19
Pre Lamin Board	762.28	516.74
Plywood/Blockboard	1,385.91	949.23
Decorative Plywood/Veneer	1,929.51	1,640.73
Others	83.26	85.05
	<b>4,195.70</b>	<b>3,212.94</b>

### Note 23: Other Income

Interest Received	86.73	104.96
Other Non Operating Income	8.04	10.87
Balance Written back	-	30.55
Profit on sale of Investment	-	2.30
Prior Period Income	1.01	-
Foreign Exchange Gain	10.83	14.06
	<b>106.62</b>	<b>162.74</b>

### Note 24: Cost of Material Consumed

a Raw Material Consumed		
Opening Stock	1,829.79	1,920.32
Add: Purchases	2,097.44	1,352.74
Less: Closing Stock	1,821.85	1,829.79
	<b>2,105.39</b>	<b>1,443.27</b>

Imported and Indigenous Raw Materials Consumed:	Year Ended 31.03.2022		Year Ended 31.03.2021	
	%	Amount in Lakhs	%	Amount in Lakhs
Imported	35.42%	745.63	39.96%	576.74
Indigenous	64.58%	1,359.75	60.04%	866.53
	<b>100%</b>	<b>2,105.39</b>	<b>100%</b>	<b>1,443.27</b>

Break up of Raw Materials Consumed (As certified by Management)	Year Ended 31.03.2022		Year Ended 31.03.2021	
	Qty	Amount in Lakhs	Qty	Amount in Lakhs
Paper in Kgs	35,416	92.55	29,226	76.16
Timber in Cum	12	6.38	56	15.45
Veener(incl own production) in sq. mtr	7,13,607	863.93	4,22,281	221.68
Chemicals in Kgs	2,75,878	98.18	95,609	38.61
Plywood/Particle Boards/MDF in sq. mtr	10,62,418	1,030.76	10,53,460	1,084.76
Others	13.58	-	6.60	
		<b>2,105.39</b>		<b>1,443.27</b>

## Notes To Financial Statement For The Period Ended 31st March, 2022

Particulars	As at 31.03.2022	As at 31.03.2021
<b>Note 25: Purchase of Stock in trade</b>		
Plywood and Block Board	922.84	604.06
Others	-	-
	<b>922.84</b>	<b>604.06</b>

## Note 26: Changes in Inventory of Finished Goods, Stock in process & Stock in trade

### Invetories (at close)

Finished Goods & WIP	665.54	712.63
Stock-in-Trade	-	-

### Invetories (at commencement)

Finished Goods & WIP	712.63	840.63
Stock-in-Trade	-	76.73

<b>(Increase) / Decrease in Stock</b>	<b>47.09</b>	<b>204.74</b>
---------------------------------------	--------------	---------------

<b>(Increase) / Decrease in Stock</b>	<b>47.09</b>	<b>204.74</b>
---------------------------------------	--------------	---------------

## Note 27: Employee Benefit Expenses

Salaries and Wages	361.73	383.71
Director Remuneration	3.20	2.95
Club Membership Fees	0.53	0.22
Contribution to and provisions for provident and other funds	24.60	32.49
Staff Welfare Expenses	4.23	3.06
	<b>394.30</b>	<b>422.43</b>

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

Particulars	Year ended March 31st 2022 (Rs.)	Year ended March 31st 2021 (Rs.)
Salary & Perks	-	-
Sitting Fees	3.20	2.95
Club Membership	0.53	0.22

## Note 28: Finance cost

Interest on Term Loans	-	2.94
Interest on Working Capital borrowings	155.63	215.79
Other Interest	0.63	12.71
Bank charges, L C Charges & Discounting Charges	2.94	15.18
Processing Charges	25.82	9.67
	<b>185.02</b>	<b>256.30</b>

## Note 29: Other Expenses

### a Manufacturing Expenses

Stores and Spares consumed *	52.24	40.44
Packing Charges	13.45	16.22
Job work Charges	8.06	3.12
Power and fuel consumed	51.58	41.18
Repairs to Plant and Machinery	2.83	2.82
Repairs to Others	8.27	2.73
	<b>136.43</b>	<b>106.52</b>

## Notes To Financial Statement For The Period Ended 31st March, 2022

### \*Imported and Indigenous Stores and Spare Parts Consumed:

Particulars	Year Ended 31.03.2022		Year Ended 31.03.2021	
	%	Amount in Lakhs	%	Amount in Lakhs
Imported	0%	-	0.00%	-
Indigenous	100%	52.24	100.00%	40.44
	100%	52.24	100%	40.44

Particulars	Year ended March 31st 2022 (Rs.)	Year ended March 31st 2021 (Rs.)
-------------	----------------------------------	----------------------------------

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

Rent	41.59	36.64
Rates and Taxes	5.50	11.45
Printing and Stationery	1.52	2.03
Postage, Telephone and Telegram	6.43	7.94
Insurance	16.17	18.01
Legal, License and Professional Fees	12.55	6.85
Auditors Remuneration	2.40	2.00
Advertisement	24.05	11.16
Travelling and conveyance	28.15	26.11
Commission on sales and samples	0.70	2.04
Sample Folders Sales	2.86	3.25
Freight, forwarding and other expenses	121.79	114.73
Vehicle Running Expenses	5.32	2.77
Sales Promotion Expenses	1.58	10.13
Discount & Rebates	48.11	42.28
Bad debts written off	8.00	31.32
Provision for Doubtful Debt	23.00	-
CSR Discharged	0.56	0.84
Other Expenses	12.19	7.06
Prior Period Expenses	-	8.81
Preliminary Expenses	0.19	0.19
	<b>362.65</b>	<b>345.62</b>
Grand Total(a + b)	<b>499.07</b>	<b>452.14</b>

Particulars	Year ended March 31st 2022	Year ended March 31st 2021
-------------	----------------------------	----------------------------

### Note 30: Auditors Remuneration

a) Statutory Audit Fee	1.50	1.50
b) Tax Audit Fee	0.50	0.50
c) other Consultancy fee	0.40	-
<b>Total</b>	<b>2.40</b>	<b>2.00</b>

## Notes To Financial Statement For The Period Ended 31st March, 2022

### Note 31: Value of Imports on CIF basis in respect of:

Particulars	Year Ended 31.03.2022		Year Ended 31.03.2021	
	%	Amount in Lakhs	%	Amount in Lakhs
i) Raw Materials	100.00%	1,052.17	100.00%	14.84
ii) Stores and spare parts	0.00%	0.00%	-	-
<b>Total</b>	<b>100.00%</b>	<b>1,052.17</b>	<b>100.00%</b>	<b>14.84</b>

Particulars	Year ended March 31st 2021	Year ended March 31st 2020
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### Note 32: Expenditure in Foreign Currency

Import of Goods	1,052.17	14.84
	1,052.17	14.84

### Note 33: Earnings in Foreign Currency

Export of goods	-	12.67
	-	12.67

### Note 34: 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 & loss account. The credit of an amount of Rs.12.57 lakhs is under litigation.

12.57 12.57

## II. NOTES ON ACCOUNTS

### Note: - 35 :- 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.0.56 lakhs (P.Y. Rs. 0.84 lakhs) towards corporate social responsibility (CSR) under Section 135 of the Companies Act, 2013 and rules thereon by way of contribution to schools for their development.

### Note: - 36 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 31st 2022 (Amount in Lakhs)	Year ended March 31st 2021 (Amount in Lakhs)
i) Net Profit After Tax (A) (Rs.)	19.71	(70.57)
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	0.35	(1.27)

**Notes To Financial Statement For The Period Ended 31st March, 2022****Note: - 37 : Segment Reporting**

The Company is having turnover less than 50 crores and also it is involved in only one business, therefore as per IND AS 108 on Operating segment reporting, is not applicable to the company.

**Note: - 38: 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:

**Companies with significant influence:**

- i) The Mysore Chip Boards Ltd
- ii) Assam Timber Products Pvt Ltd
- iii) Shree Shyam Tea Pvt Ltd
- iv) Bordhumsa Tea Company Pvt Ltd
- v) Vanraj suppliers Pvt Ltd
- vi) Ravi Marketing Services Pvt Ltd
- vii) Archidply Industries Ltd.
- viii) ADL Panel Pvt Ltd.
- ix) ADL Particles and Board MDF Pvt Ltd.

**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 (from 01.07.2021)
- viii) Mr. Raj Kishore Prasad- Chief Financial officer(upto 31.10.2021)
- ix) Mr. Raju Ram Prajapat- Chief Financial officer(from 13.11.2021)

**Relatives:**

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

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 31.03.2022	Year ended 31.03.2021
<b>Transactions with related parties:</b>		
Archidply Industries Ltd		
a) Rent paid	1.20	1.20
b) Purchases	128.54	766.40
c) Sales	Nil	3.09

## Notes To Financial Statement For The Period Ended 31st March, 2022

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Assam Timber Products Private Limited		
a) Rent paid	1.20	1.20
b) High Seas Purchase Mr. Sandeep Bharadia	Nil	115.74
a) Rent paid	1.20	1.20
<b>Key Management Personnel</b>		
a) Remuneration to Director paid	Nil	Nil
b) Sitting fee and Club Membership Fee	3.73	3.17
c) Salary paid to CFO and CS	23.47	32.57
<b>Receivable from Related Parties</b>		
a) Advances		
- The Mysore Chipboards Ltd.	22.34	22.24
- Archidply Industries Ltd	9.88	Nil
<b>Unsecured Loan Payable to Related parties</b>		
Archidply Industries Ltd	Nil	647.37
<b>Corporate Guarantee Taken</b>		
Archidply Industries Ltd	2500	Nil

### Note: - 39 Micro, Small Or Medium Enterprises

The company has identified the suppliers who fall within the Micro, Small & Medium Enterprises Development Act 2006. The principal amount outstanding remaining unpaid to suppliers under the Micro, Small & Medium Enterprises Development Act 2006 as at 31-03-2022 is Rs 83.65 lakhs (P.Y-Rs. 30.17 lakhs).

However 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. because due to Pandemic Covid-19 the vendors have agreed to accept delayed payment without any interest and have not raised any objection.

### Note:- 40. 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	2808.93	2914.78	105.85	3.77%
Q2	2589.81	2608.52	18.71	0.72%
Q3	2534.11	2464.35	69.76	2.75%
Q4	2487.33	2578.31	90.98	3.66%

## Notes To Financial Statement For The Period Ended 31st March, 2022

### Note 41: Valuation of Gratuity

#### Actuarial Valuation Assumption Used for Valuation

#### Economic Assumptions

Date of Valuation	31st March 2022	31st March 2021
Discount Rate	7.25%	6.90%
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 2022	31st March 2021
Closing Defined Defined Benefit Obligation	57.82	68.99
Closing Fair value of Plan Assets	-	-
Unrecognized Prior Service Cost	-	-
Limit under Para 59 (b)		
<b>Net Amount Recognized in Balance Sheet</b>	<b>57.82</b>	<b>68.99</b>

Amounts Recognised in Statement of Profit & Loss at Period-End	1st April 2021 to 31st March 2022	1st April 2020 to 31st March 2021
Company Service Cost - CY	6.34	8.93
Interest Cost - CY	4.78	5.09
Expected Return on Assets - CY	-	-
Past Service Cost - CY	-	-
Actuarial (Gains)/Losses - CY	(9.37)	(10.51)
Other Adjustments - CY	-	-
<b>Net Periodic Benefit Cost/(Income) - CY</b>	<b>1.76</b>	<b>3.51</b>

Current / Non Current Bifurcation	31st March 2022	31st March 2021
Current Liability	11.68	12.00
Non Current Liability	46.14	56.99
<b>(Asset)/Liability Recognised in the Balance Sheet</b>	<b>57.82</b>	<b>68.99</b>

Change in Defined Benefit Obligation during the period	1st April 2021 to 31st March 2022	1st April 2020 to 31st March 2021
Opening Defined Benefit Obligation	68.99	73.52
Current Service Cost	6.34	8.93
Interest Cost	4.78	5.09
Plan Participants' Contributions	-	-
Actuarial (Gain)/Loss	(9.37)	(10.51)
Acquisition/Divestiture - L	-	-
Benefits Paid (12.93)	(8.04)	
Past Service Cost		
Curtailments		
Settlements		
<b>Closing Defined Benefit Obligation</b>	<b>57.82</b>	<b>68.99</b>

## Notes To Financial Statement For The Period Ended 31st March, 2022

Reconciliation of Amounts Recognised in Balance Sheet	31st March 2022	31st March 2021
Op. Balance Sheet	68.99	73.52
P&L	1.76	3.51
Contributions/Benefits Paid	(12.93)	(8.04)
Acquisition / Divestiture	-	-
Other Adjustment	-	-
<b>Cl. Balance Sheet</b>	<b>57.82</b>	<b>68.99</b>

### Note 42: Additional Regulatory Information

Serial no.	Particulars	Numerator	Denominator	As on 31.03.2022	As on 31.03.2021	Deviation	
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	1.63	0.97	68.38%	*
b	Interest service Coverage Ratio	Earnings before Interest, Tax and Exceptional Items	Interest Expense	1.16	0.52	124.67%	*
c	Debt Equity Ratio	Total Debt	Total Equity	0.34	0.38	-10.95%	
d	Current Ratio	Current Assets	Current Liabilities	2.23	1.93	15.96%	
e	Total Debts to Total Assets	Total Debt	Total Assets	0.24	0.25	-4.06%	
f	Debtors Turnover Ratio	Value of Sales & Services	Average Trade Receivables	2.25	1.83	23.07%	
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	4.66	2.89	61.05%	
h	Operating Margin (%)	Earnings before Interest, Tax and Exceptional Items less Other Income	Value of Sales & Services	2.58%	-0.93%	-377.17%	*
i	Net Profit Margin (%)	Profit After Tax (after exceptional items)	Value of Sales & Services	0.47%	-2.19%	-121.46%	*
j	Return on Equity Ratio	Profit After Tax	Average Shareholder's Equity	0.00	-0.01	-128.00%	*
k	Return on Capital Employed	Earnings before Interest, Tax and Exceptional Items	Capital Employed	0.03	0.02	66.15%	*

\* Company has incurred Profits during the year compare to Loss in Previous year.

### 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

For GRV & PK

Chartered Accountants

Firm Reg. No. 008099S

**Shyam Daga**  
Managing Director  
DIN: 00561803

**Rajiv Daga**  
Director  
DIN:01412917

**Raju Ram Prajapat**  
Chief Financial Officer  
BDYPP2041Q

**Siva Kiran Mavoori**  
Company Secretary  
COTPM0263A

**(Kamal Kishore)**  
Partner

Membership No. 205819  
UDIN: 22205819AJWJGO6161

Place: Bangalore  
Date : 30.05.2022



## ARCHIDPLY DECOR LIMITED

CIN : L20231UR2017PLC008626

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

**PH :** 05944-250270, **FAX :** 05944-250269

**Website :** www.archidplydecor.com, **Email :** bangalore@archidply.com

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 : FRIDAY 30<sup>TH</sup> SEPTEMBER 2022 at 12:30 PM

**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 5TH Annual General Meeting of the Company to be held on September 30<sup>TH</sup>, 2022 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: ..... or failing him.

Sl. No	Resolutions	Vote	
		Optional See note 3	
		For	Against
<b>Ordinary Business</b>			
1	Consider and adoption of audited financial statements for the year ended March 31, 2022, the Board's Report and Auditors thereon.		
2	Appointment of Mr. Rajiv Daga, who retires by rotation, being eligible, offers himself for re-appointment		
3.	Revision of remuneration of Mr. Shyam Daga as Chairman cum Managing Director for the remaining tenure		
4.	Approval of related party transactions		

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. ....

Affix  
1 rupee  
Revenue  
Stamp

Signed this ..... day of ..... September ..... 2022

.....

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.

**ARCHIDPLY DECOR LIMITED****CIN : L20231UR2017PLC008626****Regd. Office :** Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur,  
Udham Singh Nagar, Uttarakhand -263153**PH : 05944-250270, FAX : 05944-250269****Website : www.archidplydecor.com, Email : bangalore@archidply.com****ATTENDANCE SLIP****Fifth Annual General Meeting – 30th September, 2022**

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 5th Annual General Meeting of the Company being held on Friday, **September 30, 2022** at 12.30 p.m. at the Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153.

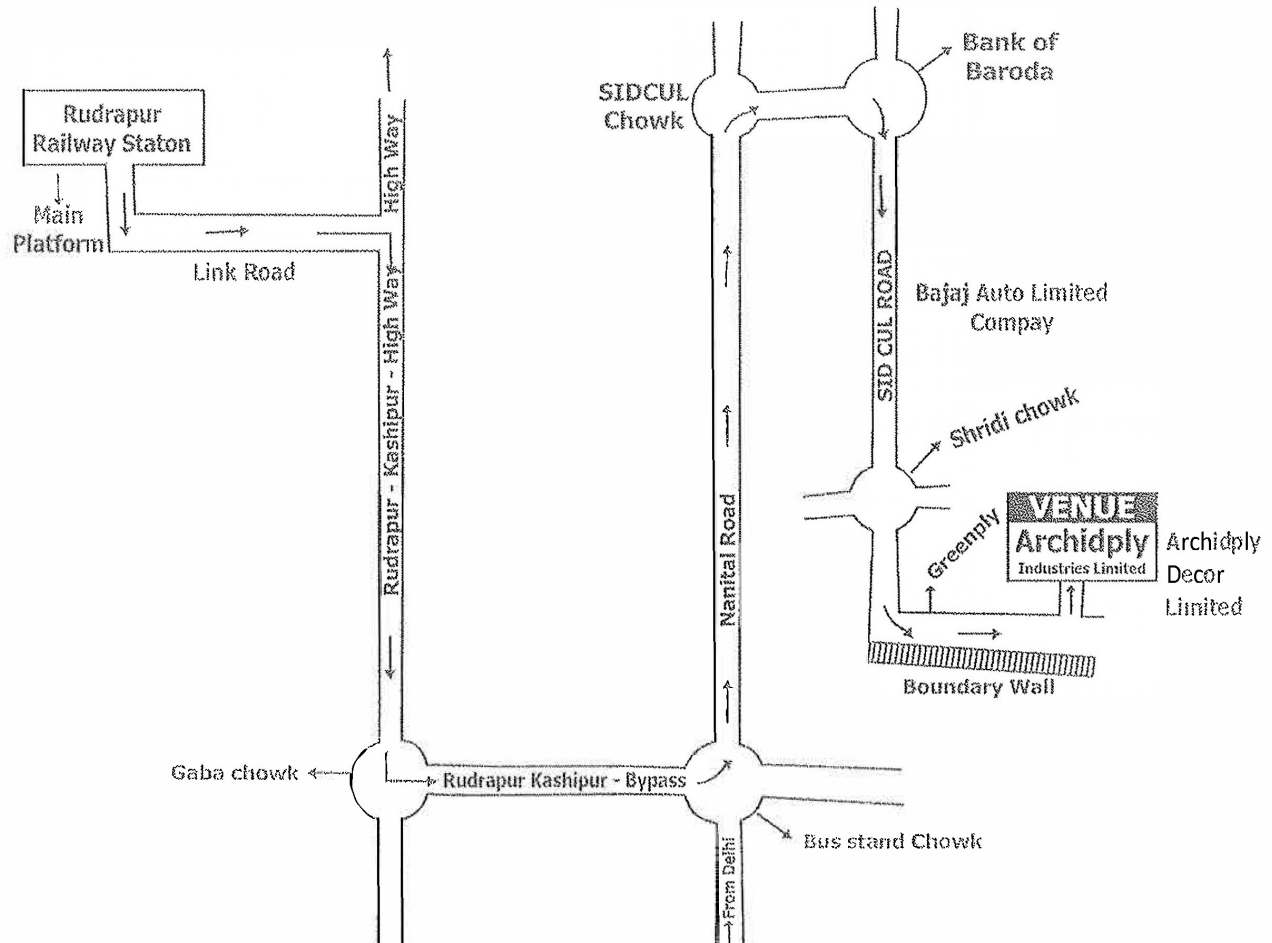
Full name of the Member ..... Signature .....

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

**Note:**

1. Electronic copy of the Annual Report for 2022 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 2022 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.

## ROUTE MAP FOR THE VENUE OF THE MEETING



[illegible]

Notes





## **Archidply Decor Limited**

### **Corporate Office:**

Ground Floor - Elixir, Chancery Pavilion,  
Residency Road, Bangalore - 560025

**Ph No:** (080) 4371 4281

### **Registered Office:**

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

**Ph No:** (05944) 250 270 | **Fax:** (05944) 250269

**Email:** [bangalore@archidply.com](mailto:bangalore@archidply.com)  
[www.archidplydecor.com](http://www.archidplydecor.com)