



08.09.2024

The General Manager

Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25th P.J. Towers
Dalal Street Bandra (E)
Mumbai - 400 001.

The Listing Department

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Mumbai - 400 051

Dear Sir,

**Subject: Notice of the 8th Annual General Meeting for the financial year 2024-25
and E-voting particulars**

Ref: BSE Scrip Code: 543231
NSE: Stock Code: ADL

This is to inform you that the 8th Annual General Meeting ("AGM") of the members of the Company will be held on Tuesday, 30th September, 2025 at 12.30 p.m. at the registered office of the company at Sy. No.19, KSSIDC Industrial Area, Bangalore Road, Katmachanahalli, Chintamani, Chikaballapur, Karnataka -563125.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the facility of casting votes by a member using remote e-voting will be provided by National Securities Depository Limited ("NSDL").

The Register of Members and the Share Transfer Books of the Company shall remain closed from 23rd of September, 2025 to 30th of September, 2025 (both days inclusive), for the purpose of 7th Annual General Meeting of the Company.

The remote e-voting period shall commence on September 27, 2025 (10:00 a.m.) and end on September 29, 2025 (5:00 p.m.). 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 September 23, 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

ARCHIDPLY DÉCOR LIMITED

Registered office: Sy. No.19, KSSIDC Industrial Area, Bangalore Road, Katmachanahalli, Chintamani, Chikaballapur, Karnataka -563125 email : bangalore@archidply.com ; website www.archidplydecor.com
Telephone : +91 9448419394
CIN: **L20231KA2017PLC179929**



The detailed instructions for e-Voting process are given in the Notes forming part of the Notice of the AGM.

We request to kindly take the same on record.

Thanking You

For **Archidply Decor Limited**

A handwritten signature in blue ink, appearing to read 'M. Siva Kiran', with a horizontal line drawn underneath.

Siva Kiran Mavoori
Company Secretary & Compliance Officer
M. No. A65111

Encl: as above

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Telephone : +91 9448419394

CIN: **L20231KA2017PLC179929**

NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING (AGM) OF ARCHIDPLY DECOR LIMITED WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2025 AT 12.30 P.M. AT THE REGISTRERED OFFICE OF THE COMPANY AT SY. NO.19, KSSIDC INDUSTRIAL AREA, BANGALORE ROAD, KATMACHANAHALLI, CHINTAMANI, CHIKABALLAPUR, KARNATAKA -563125 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone financial statements of the company for the financial year ended March 31, 2025, 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 Resolution**:
"RESOLVED THAT the audited standalone financial statements of the company for the financial year ended March 31, 2025 and the reports of the board of directors and auditors thereon as circulated to the shareholders, be and are hereby considered and adopted."
2. To appoint a Director in place of Mr. Shyam Daga (DIN: 00561803) who retires by rotation as per Section 152(6) of Companies Act 2013 and being eligible offers himself for re appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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

SPECIAL BUSINESS

3. To consider and if thought fit, approve the appointment of CS Rajneesh Sharma, Practicing Company Secretary as Secretarial Auditor of the Company for a first term of five years and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded, to appoint CS Rajneesh Sharma, Practicing Company Secretary, Proprietor of Rajneesh Sharma & Co, (CP No: 24210 and Peer Review Certificate No. PRC:5544/2024) as Secretarial Auditors of the Company to conduct secretarial audit for the first term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, [the Act) and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Neeraj Kumar Mittal (DIN: 00900714), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) years, commencing from 28th September, 2025 to 27th September, 2030."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, [the Act) and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16[1][b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Dinesh Kumar Marda (DIN- 03267281), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 [Five) years, commencing from 28th September, 2025 to 27th September, 2030."

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

Place: Bangalore

Date: 13.08.2025

**Siva Kiran Mavoori
Company Secretary**

Registered Office:

Sy. No.19, KSSIDC Industrial Area,
Bangalore Road, Katmahanahalli,
Chintamani, Chikaballapur, Karnataka -563125
CIN: L20231KA2017PLC179929

NOTES:

1. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is 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 deepakksadhu@gmail.com with a copy marked to evoting@nsdl.com.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Member and Share Transfer Books of the Company will remain closed from 23rd of September, 2025 to 30th of September, 2025 (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 2024-25, 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 8th AGM along with requisite documents and the Annual Report for the financial year 2024-25 shall also be available on the Company's website 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 NSDL 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 NSDL.
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 27th September, 2025 through email on bangalore@archidply.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
17. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. 'bangalore@archidply.com', exclusively for the purpose of registering complaints by investors.
18. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.archidplydecor.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.Bseindia.com and www.nseindia.com respectively, and on the website of NSDL i.e. www.evoting.nsdl.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, 2025.
 - b. End of remote e-voting: Up to 5.00 p.m. IST of September 29, 2025.

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, 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the facility will be blocked forthwith.
21. 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.
22. The route map showing directions to reach the venue of the Meeting is annexed.
23. Members can send their requests, if any, to bangalore@archidply.com and naveenkirani.l@kfintech.com / einward.ris@kfintech.com
24. Voting Options

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

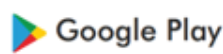
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

Type of shareholders**Login Method**

launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 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, so that the user can visit the e-Voting service providers’ website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- 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 www.cdslindia.com home page. The system will authenticate the

Type of shareholders**Login Method**

user by sending OTP on registered Mobile & 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deepakksadhu@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 bangalore@archidply.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to bangalore@archidply.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Place: Bangalore

Date: 13.08.2025

**Siva Kiran Mavoori
Company Secretary**

Registered Office:

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

CIN: L20231KA2017PLC179929

ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM No. 3

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the basis of recommendation of Board of Directors, a listed company is required to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years,, with the approval of the shareholders in annual general meeting.

In view of the above, on the basis of recommendations of the Audit Committee, the Board of Directors at its meeting held on May 22, 2025 have appointed CS Rajneesh Sharma, Practicing Company Secretary, Proprietor of Rajneesh Sharma & Co. (CP No: 24210 and Peer Review Certificate No. PRC:5544/2024) as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30.

The appointment is subject to approval of the Members of the Company. While recommending CS Rajneesh Sharma for appointment, the Audit Committee and the Board considered the past audit experience of the particularly in auditing listed companies, valued various factors, including the CS Rajneesh Sharma's capability to handle a complex business environment, his existing clientele it serves, and his technical expertise.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of CS Rajneesh Sharma, are as under:

Profile:

CS Rajneesh Sharma, leading Practising Company Secretary has a distinguished record extending over six year of excellence in Corporate Governance and Compliance. Rajneesh Sharma & Co is widely recognized for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence across sectors like Manufacturing, banking, financial services, FMCG, and infrastructure etc.

CS Rajneesh Sharma is peer reviewed / Quality reviewed (Peer Review No.: 5544/2024) and is eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms of appointment:

CS Rajneesh Sharma, Practicing Company Secretary is proposed to be appointed for the first term of five consecutive years conducting secretarial audit from FY 2025-26 to FY 2029-30. The proposed fees payable to Mr. Rajneesh Sharma, is Rs. 1.00 lakhs per annum. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other outlays.

The Audit Committee/ Board is proposed to be authorised to revise the secretarial audit fee, from time to time.

The Board of Directors recommends the said resolution, as set out in item 3 of this Notice for your approval.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 4

Mr. Neeraj Kumar Mittal is a commerce graduate and having over 30 years of rich experience in field of plastics business. He is the Director in Plasmix Private Ltd which is one of the leading manufacturers of antifibrilliant master batches, additive master batches, colour master batches and engineering compounds in south India for the past 20 years. He is also a director in M.G. Metals Private Limited and Micro Carbonates Private Limited. He has over all 30 years of expertise in Business Management, Finance and Accounts of the Company.

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

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

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

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

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

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

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

Mr. Neeraj Kumar Mittal is interested in the resolution set out respectively at item no. 4 of the notice with regard to his respective appointment.

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

The Board commends the Special resolutions set out at item no. 4 of the notice for approval by the shareholders.

ITEM NO. 5

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

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

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

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

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

In the opinion of the Board Mr. Dinesh Kumar Marda fulfil the conditions for appointment as independent directors as specified in the Act and the Listing Agreement. Mr. Dinesh Kumar Marda is independent of the management. Copy of the draft letters for respective appointments of Mr. Dinesh Kumar Marda as independent directors setting out terms and conditions are available for inspection by members at the registered office of the company.

Mr. Dinesh Kumar Marda is interested in the resolution set out respectively at item no. 5 of the notice with regard to his respective appointment.

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

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

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

Place: Bangalore

Date: 14.08.2024

**Siva Kiran Mavoori
Company Secretary**

Registered Office:

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

CIN: L20231KA2017PLC179929

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

Name of Director	Shyam Daga	Neeraj Kumar Mittal	Dinesh Kumar Marda
Director Identification Number	00561803	00900714	03267281
Date of Birth & Age	13.02.1975 & 50 Years	28.07.1974	09.07.1964
Nationality	Indian	Indian	Indian
Date of First Appointment	14.06.2017	11.02.2020	11.02.2020
Qualification	Commerce Graduate from St. Xavier's, Calcutta University	Commerce Graduate	Commerce Graduate
Brief Profile and Nature of expertise in specific functional areas	<p>Mr. Shyam Daga is the Chairman and Managing Director of Archidply Decor Limited (ADL), with its manufacturing unit located in Chintamani, Karnataka. A commerce graduate from St. Xavier's College, University of Kolkata, he started his career with Archidply Industries Limited (AIL) in 1996 and has been instrumental in expanding the AIL from a single manufacturing facility to three units. From 1996 to 2005, he played a key role in managing The Mysore Chipboards Ltd. In 2006, he established AIL's Greenfield project in Uttaranchal, and in 2007, he led AIL's successful initial public offering (IPO). The following year, he set up a Greenfield manufacturing unit in Chintamani, Karnataka. Having over 30 years of experience in managing the overall administration, operations Finance & Accounts in the wood panel industry</p>	<p>Mr. Neeraj Kumar Mittal is a seasoned entrepreneur with over 30 years of expertise in business management, finance, and accounts. A commerce graduate, he has extensive experience in the plastics industry and is the Director of Plasmix Private Limited, a leading manufacturer of antifibrilant master batches, additive master batches, colour master batches, and engineering compounds in South India for over 15 years. He also serves on the boards of M.G. Metals Private Limited, Micro Carbonates Private Limited, and Icon Plast (India) Private Limited. His strategic leadership and financial acumen have contributed significantly to the growth of these enterprises. He has over all 30 years of expertise in Business Management, Finance and Accounts of the Company.</p>	<p>Mr. Dinesh Kumar Marda brings over 35 years of rich experience in successfully managing businesses in the granite and paper industries. A commerce graduate, he is a partner in Sunshine Granites and the Director of Sai Shakti Kraft Papers Private Limited. With more than three decades of expertise in business management, finance, and accounts, he has played a pivotal role in steering his ventures toward sustained growth and operational excellence. He has over all three decades of expertise in Business Management, Finance and Accounts of the Company</p>

List of outside Directorship held excluding Alternate Directorship and Private Companies.	The Mysore Chipboards Limited Archidply Industries Limited Shree Shyam Tea Pvt Ltd	Nil	Nil
Terms and conditions of appointment	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shyam Daga, who retires by rotation, is proposed to be re-appointed as a Director of the Company, liable to retire by rotation.	Re-appointment as an Independent Director for a second term of 5 consecutive years effective from September 28, 2025 to September 27, 2030 (for further details refer the Notice and Explanatory Statement.	Re-appointment as an Women Independent Director for a second term of 5 consecutive years effective from September 28, 2025 to September 27, 2030 (for further details refer the Notice and Explanatory Statement
Chairman/ Member of the Committee of the Board of Directors of the Company	Refer to Report on CORPORATE GOVERNANCE	Refer to Report on CORPORATE GOVERNANCE	Refer to Report on CORPORATE GOVERNANCE
Last drawn remuneration details along with Remuneration sought to be paid	Rs. 50 Lakhs Per annum, There is no change in remuneration.		
Relationship with other Directors and KMP	Mr. Shyam Daga is brother of Mr. Rajiv Daga, Director of the Company.	Mr. Neeraj Kumar Mittal is not related to any director and KMP of the Company.	Mr. Dinesh Kumar Marda is not related to any director and KMP of the Company.
Details of listed companies from which the appointee has resigned during the last three financial years	Nil	Nil	Nil
Number of meetings of the Board attended	Please refer Corporate Governance Report Section of the Annual Report.	Please refer Corporate Governance Report Section of the Annual Report.	Please refer Corporate Governance Report Section of the Annual Report.
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None	None
No. of shares held:			
a) Own	171161	Nil	Nil
b) For other persons on a beneficial basis	Nil	Nil	Nil

*As per shareholding pattern submitted to Stock exchange for the period ended on March 31, 2025.