

September 1,2016

To,

Department of Corporate Service BSE Ltd.

Phiroze Jeejeebhoy Tower,

Dalal Street,Mumbai-400 001

BSE Code:532994

NSE Code:ARCHIDPLY

Sub: Submission of Notice of Annual General Meeting.

Dear Sir,

Please find enclosed herewith a copy of Notice of 21st Annual General Meeting (AGM) of the members of Archidply Industries Limited scheduled to be held on Tuesday ,27th September,2016 at 10:30 A.M. at Hotel Citrine,S.C.Road,Sheshadripuram,Bangaluru-560 020.

Hope you will find the same in order.

Thanking You,

Yours truly,

For **ARCHIDPLY INDUSTRIES LIMITED**


Rajneesh Sharma
Company Secretary
FCS:5549



Enclose as above

The Listing Department

National Stock Exchange of India Ltd.

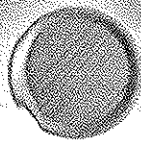
Exchange Plaza,

Plot no. C/1, G Block,

Bandra-Kurla Complex

Bandra (E)

Mumbai - 400 051.



NOTICE

NOTICE is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING (AGM) of ARCHIDPLY INDUSTRIES LIMITED** will be held on Tuesday 27th September, 2016 at 10.30 a.m. at CITRINE HOTEL, No- 211 S C Road, Sheshadripuram, Bengaluru -560 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Mr. Deen Dayal Daga (DIN: 00497806) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions if any, of the Companies Act, 2013 and the allied Rules framed thereunder M/s. GRV & PK Chartered Accountants, Bangalore (FRN:008099S), as the Statutory Auditors of the Company, to hold office as such till the conclusion of the 22nd AGM, be and is hereby ratified to hold office from the conclusion of 21st AGM to the conclusion of the 22nd AGM of the company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (LODR) Regulation 2015 with the Stock Exchange(s), consent of the members be and hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2016-17 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Name of the Related Party	Nature of Transaction	Value of Transaction
Wartayar Veneer Industries Private Limited Myanmar (WV IPL)	Purchase Raw-Material, Semi-finished and finished goods.	Rs.50 Crores per financial year.

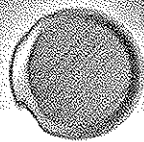
"RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to vary the terms & condition of the aforesaid agreement/arrangement from time to time and to take perform and execute such further steps, acts, deeds and matter as may be necessary proper or expedient to give effect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

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Rajneesh Sharma
Company Secretary & Vice President

Place : Bengaluru
Date : 30th May, 2016

Registered Office:
29/2 G.K. Manor, 1st Floor, Nehru Circle,
Sheshadripuram, Bengaluru 560 020.
CIN: LB5110KA1995PLC018710



Notes

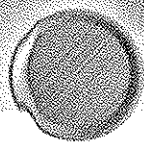
1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office of the company not less forty eight hours before the commencement of the meeting. A Proxy form for the AGM is enclosed.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2016 to 27th September, 2016 (both days inclusive) in connection with the Annual General Meeting.
4. In terms of Section 149 read with Section 152 of the Companies Act 2013 the provisions of retirement by Rotation are not applicable to Independent Directors. Therefore the Directors to retire by rotation have been Executive Director. Mr. Deen Dayal Daga is Eligible and offer himself for Re-appointment
5. Member's attention is being drawn that pursuant to the provisions of Section 124 of the Companies Act, 2013, Dividend Of ₹ 2,99,821 & Refund Orders ₹ 32,475 which remain unpaid or unclaimed for a period of seven years has been transferred to the Investors Education & Protection Fund (IEPF) of the Central Government.
6. Members may please bring the Admission Slip duly filed in and may hand over the same at the entrance to the Meeting Hall.
7. Members/Proxy holders are requested to bring their copies of the Annual Report to the meeting as no further copies would be made available as a measure of austerity.
8. The shareholders seeking information on accounts published herein are requested to furnish their queries to the Company at least ten days before the date of the meeting to facilitate satisfactory replies.
9. 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.
10. The relevant documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the meeting.
11. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited Unit Archidply Industries Limited, Karvy Selenium, Tower- B, Plot No 31 & 32., Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032.
12. E-voting

(1) PROCEDURE AND INSTRUCTIONS FOR E-VOTING& INSTAPOLL

The procedure and instructions for e-voting & Instapoll are as follows:

- I. Remote e-voting: In compliance with 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 the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a

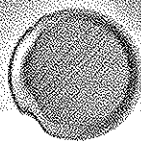


special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/Demat accounts shall choose the voting process separately for each folio/Demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email csdeepak.sadhu@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/ Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) To (xii) above to cast your vote by electronic means.
- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.
- A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B. Venkata Kishore (Unit: Archidply Industries Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 20th September, 2016, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:
MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD <SPACE> IN30039412345678 (DP-ID + CL-ID)
Example for CDSL:



MYEPWD <SPACE> 1202300012345678 (16 DIGITS NUMERIC)

Example for Physical:

MYEPWD <SPACE> XXXX1234567890 (EVEN NO. + FOLIO NO.)

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- (2) In case of any query pertaining to evoting, please visit Help & FAQ's section of evoting user manual for shareholders available at the download section of <http://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at toll free no.1-800-3454-001.
 - (3) Members can cast their vote online from 9:00 am on Friday 23rd September, 2016 to 5:00 pm on Monday 26th September, 2016.
 - (4) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, being Tuesday, 20th September, 2016.
 - (5) The Board of Directors have appointed Mr. Deepak Sadhu, Company Secretary in practice, as a Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
 - (6) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting unblock the votes in the presence of at least two (2) witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
 - (7) The results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolution (s).
 - (8) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, www.archidply.com and Service provider's Website (<https://evoting.karvy.com>) within 2 days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

AS PER THE REQUIREMENT OF SEBI (LODR) REGULATION 2015 AND SECTION 152 OF COMPANIES ACT 2013 ON CORPORATE GOVERNANCE FOR RE-APPOINTMENT OF THE RETIRING DIRECTOR, A STATEMENT CONTAINING DETAIL OF THE CONCERNED DIRECTOR IS GIVEN BELOW:

Name of Director	Mr. Deen Dayal Daga
Director Identification Number(DIN)	00497806
Date of Birth	10.04.1942
Date of Appointment	24/12/2004
Qualification	Bachelor of Laws (LL.B.)
Expertise in specified functional area	Industrialist having 44years of expertise in establishing and successfully running the woodpanel & tea industry.
Shareholding in Archidply Industries Limited	885820
List of outside Directorship held excluding Alternate Directorship and Private Companies.	The Mysore Chipboards Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	Refer to Report on CORPORATE GOVERNANCE

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

Item : 4

Considering the provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and Section 188 of the Companies Act, 2013 and the rules made thereunder, your Company proposes to purchase raw materials, semi-finished and finished goods from Wartayar Veneer Industries Private Limited (Myanmar) (WVIPL). The proposed contract or arrangement is in ordinary course of company's business and is being made on arm's -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 30.05.2016 has recommended the aforesaid contract and arrangement.

In keeping with the requirements of the rules framed under the Companies Act, 2013, brief particulars of the above transaction(s) are provided herein below:

Purchase of raw materials, semi-finished and Finished Goods from Wartayar Veneer Industries Private Limited (Myanmar).

Name of Related Party.	Name of Director or Key Managerial Personnel who is related.	Nature of Relationship with Related Party.
Wartayar Veneer Industries Private Limited (Myanmar)	Mr. Deen Dayal Daga Mr. Shyam Daga Mr. Rajiv Daga	Mr. Shyam Daga is the Director in the WVIPL. Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga are Directors in the Mysore Chip Board Limited which is the Holding Company of WVIPL. Archidply Industries Limited is also a Shareholder of WVIPL.

NATURE, MATERIAL TERMS, MONETARY VALUE AND PARTICULARS OF THE CONTRACT OR ARRANGEMENT AS UNDER:

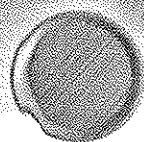
The Company to purchase the raw materials, semi-finished and Finished Goods from Wartayar Veneer Industries Private Limited (Myanmar) up to ₹ 50 crores per financial year. The pricing of the product and terms of payment is mutually decided from time to time which fluctuates depending on the demand and supply of the market. There is no tenure of the arrangement however it is carried on till it is beneficial to the Company. The Board Considers the aforesaid arrangement would be immense benefit to the Company and accordingly recommends the resolution set out in item no.4 of the Notice for approval by the shareholders. None of the Directors or Key Managerial personnel of the Company and their relatives, other than the Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga are interested in the proposed resolution.

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Place : Bengaluru
Date : 30th May, 2016

Rajneesh Sharma
Company Secretary & Vice President

Registered Office:
29/2 G.K. Manor, 1st Floor, Nehru Circle,
Sheshadripuram, Bengaluru 560 020.
CIN: LB5110KA1995PLC018710



ARCHIDPLY INDUSTRIES LIMITED

(CIN: LB5110KA1995PLC018710)

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

Phone: +91 80 23445607 / 43420000 Fax: +91 80 23348463

Website: www.archidply.com Email Id: info@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 : CITRINE, HOTEL, NO-211 S.C. ROAD, SHESHADRIPURAM, BENGALURE-560020

Date & Time: : TUESDAY 27th SEPTEMBER at 10:30 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of Shares held	

I/We _____ of _____ being a member/members of Archidply Industries Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on September 27th 2016 at 10:30 A.M. and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Name: Address:

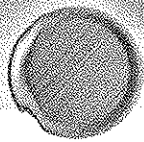
E-mail ID: Signature:or failing him

2. Name: Address:

E-mail ID: Signature:or failing him

3. Name: Address:

E-mail ID: Signature:or failing him



Annual Report 2015-16



Sl. No.	RESOLUTIONS	VOTES Optional See note 3	
Ordinary Resolutions		For	Against
1.	Consider and adoption of audited financial statements for the year ended March 31 st 2016, the Board's Report and Auditors thereon		
2.	Appointment of Mr. Deen Dayal Daga, who retires by rotation, being eligible, offers himself for re-appointment		
3.	Appointment of GRV & PK, Chartered Accountants, as auditors and fix their remuneration		
Special Resolutions			
4.	Approval for purchase of raw material, semi finished and finished goods from Wartayar Veneer Industries Pvt. Ltd. Limited upto ₹ 50.00 Crores per financial year		

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
15 Paise
Revenue
Stamp

Signed this _____ day of _____ 2016

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.