Ref: BSE/SEC-02/

September 27, 2018

The General Manager
Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25th P.J. Towers
Dalal Street
Mumbai - 400 001.

Dear Sir,

Sub: Annual Report

Ref: BSE Scrip Code: 532994
NSE: Stock Code: Archidply

Please find enclosed the copy of the Annual Report 2018

This is for your information and record.

Thanking you.
Yours faithfully,

For **Archidply Industries Limited**

(Rajneesh Sharma)
Company Secretary

CC: 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

Encl : a/a

POWER BRAND INDIA

ANNUAL REPORT 2017 - 18

ARCHIDPLY®
Since 1976
HEALTHY BREATHING
Laminates • Veneers • Plywood • Pre-Lam

CORPORATE INFORMATION

Board of Directors

Mr. Deen Dayal Daga
Chairman

Mr. Rajiv Daga
Managing Director & CEO

Mr. Shyam Daga
Executive Director

Mr. Mohammed Shahid Aftab
Director

Mr. Bharath Kumar Hukumchand Rathi
Director

Smt. Shanti Varadaraj Mallar
Director

Chief Financial Officer

Mr. Anil Sureka

Company Secretary & Compliance Officer

Mr. Rajneesh Sharma

Registered Office

Plot No. 7, Sector - 9, IIE, SIDCUL
Pantnagar, Rudrapur,
Udham Singh Nagar - 263153
Ph : 05944 - 250270, 250269
E-mail: info@archidply.com Website:
www.archidply.com
CIN : L85110UR1995PLC008627

Auditors

M/s Priti Jhawar & CO
Chartered Accountants,
Ganapathi Plaza, #58,
59th A Cross Road, 4th N Block,
Rajaji Nagar, Bengaluru - 560 010.
Ph: 080 - 23120689

Plant Location

Chintamani Unit
19, KSSIDC Industrial Area,
Kathamachanahalli, Chintamani,
Chickaballapur, Karnataka - 563 125.

Rudrapur Unit
Plot - 7, Sector - 9, IIE, SIDCUL
Pant Nagar, Rudrapur Unit,
Udham Singh Nagar,
Uttarakhand - 263 153.

Registrar Share Transfer Agent

Karvy Computershare Pvt. Ltd.
Karvy Selenium, Tower - B, Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad - 500 032.
Tel: 91 04 67161500
Email Id : einward.ris@karvy.com

Bankers

State Bank of India
SME South Extension Branch,
N - 3, Ring Road, South Extension - I,
New Delhi - 110049.

Vijaya Bank
Corporate Banking Branch,
Head Office Building,
42/1, M.G. Road,
Bengaluru - 560 001.

CONTENTS

		Page No.
•	Corporate Information	2
•	Notice for Annual General Meeting	4
•	Director's Report	10
•	Report on Corporate Governance	31
•	Management Discussion and Analysis Report	45
•	Auditor's Report	48
•	Balance Sheet	56
•	Statement of Profit and Loss	57
•	Cash Flow Statement	58
•	Significant Accounting Policies	60
•	Attendance Slip & Proxy Form	80

NOTICE OF MEETING

NOTICE is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING (AGM)** of **ARCHIDPLY INDUSTRIES LIMITED** will be held on Tuesday, 25th September, 2018 at 10.30 a.m. at HOTEL RUDRA CONTINENTAL KASHIPUR BYPASS ROAD RUDRAPUR. , Uttarakhand -263153 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 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 a Director in place of Mr. Rajiv Daga (DIN: 1412917) who retires by rotation as per Section 152(6) of Companies Act 2013 is 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 Section 139, 141,142 and other applicable provisions if any, of the Companies Act, 2013 and the allied Rules framed thereunder M/s. Priti Jhawar & Co. Chartered Accountant (ICAI Firm Reg. No. 328818E), as the Statutory Auditors of the Company, to hold office as such till the conclusion of the 24th AGM, be and is hereby ratified to hold office from the conclusion of 23rd AGM to the conclusion of the 24th 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."

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Place: Bengaluru
Date: 30th May, 2018

Rajneesh Sharma
Company Secretary & Vice President

Registered Office:
Plot no. 7, Sector-9,
IIE SIDCUL Pantnagar,
Rudrapur, Udham Singh Nagar,
Uttarakhand -263153
CIN: L85110UR1995PLC008627

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. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive) in connection with the Annual General Meeting.

3. 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 Director to retire by rotation is been Executive Director, Mr. Rajiv Daga is eligible for Re-appointment.

4. At the Annual General Meeting held on 12th September, 2017, M/s Priti Jhawar & Co., Chartered Accountants (ICAI Firm Reg. No. 328818E), were appointed as the Statutory Auditors of the Company for a period of 5 years up to the conclusion of 27th Annual General Meeting to be held in 2022. In terms of the provisions of Section 139 (1) of the Companies Act, 2013, the appointment of Statutory Auditors for the above tenure is subject to ratification by members at every AGM. Accordingly ratification of the members is sought for the business as set out in item 3 of the Notice

5. Members may please bring the Admission Slip duly filed in and may hand over the same at the entrance to the Meeting Hall.

6. 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.

7. 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.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit PAN to their Depository Participant with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agents, Karvy Computershare Private Limited.

9. SEBI vide its notification dated 08/06/2018 has mandated that, except in case of transmission or transposition of securities , requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository. Members holding shares in physical form are therefore requested to dematerialize their share certificates.

10. 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.

11. 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

12. 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 – 500 032.

13. 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 2222 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., 17th September, 2018, 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) Member can cast their vote online from 9:00 A.M on 19th September, 2018 to 5:00 P.M on 24th September, 2018.

(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 17th September, 2018.

(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 are given below

Name Of Director	Mr. Rajiv Daga
Director Identification Number(DIN)	1412917
Date of Birth	26.04.1978
Date of Appointment	24.12.2004
Qualification	B.E. (Industrial)
Expertise in specified functional area	Having over 16 year's experience in the fields of managing wood based industries.
Shareholding in Archidply Industries Limited	646500
List of outside Directorship held excluding Alternate Directorship / Foreign Company and Private Companies.	The Mysore Chipboards Limited. Archidply Décor Limited.
Chairman/ Member of the Committee of the Board of Directors of the Company	Refer to Report on CORPORATE GOVERNANCE.

By Order of the Board of Directors
For Archidply Industries Limited

Place: Bengaluru
Date: 30th May, 2018

Rajneesh Sharma
Company Secretary & Vice President

Registered Office:
Plot No.7, Sector-9,
IIE SIDCUL Pantnagar,
Rudrapur, Udham Singh Nagar,
Uttarakhand – 263 153.
CIN: L85110UR1995PLC008627

DIRECTORS' REPORT

TO THE MEMBERS OF
ARCHIDPLY INDUSTRIES LIMITED

Your Directors are pleased to present the Twenty third Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2018.

FINANCIAL RESULTS

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

(Rs. In Lakhs)

Particulars	Year ended 31st March,2018	Year ended 31st March,2017
Revenue from Operations	30,872.29	29,491.24
Other Income	293.92	188.70
Total Income	**31,166.22**	**29,679.94**
Profit Before Financial expenses & Depreciation	1904.99	2297.97
Less: Depreciation & Amortization Expenses	522.86	479.70
Less: Finance Costs	998.68	986.35
Profit before tax	**383.45**	**831.92**
Taxation	132.56	162.04
Profit after tax	**250.89**	**669.88**
Other Comprehensive Income	(4.71)	(63.23)
Total Comprehensive Income	**246.18**	**606.65**

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 5% from Rs. 29,679.94 lakhs to Rs. 31,166.22lakhs.
- The Profit Before Tax (PBT) decreased by 53.90% from Rs.831.92lakhs in the previous year to Rs. 383.45 Lakh.
- Profit after tax (PAT)decreased by 62.54% from Rs. 669.88 lakhs in the previous year to Rs. 250.89 Lakh.
- The Profits of the Company has decreased during the current financial year because of the following:

(i) The company has made the provision of Rs. 1.23 crores towards the advance made to Wartayar Veneer Industries P Limited, Myanmar for supply of Face Veneer, as the production at Wartayar Veneer Ind P ltd, Myanmar has been stopped due to non-availability of Timber.

(ii) The increase in Depreciation due to the capital expenditure by Company for expansion of capacity of Laminate Division.

(iii) The increase in the cost of Goods consumed by 19.48% and not able to pass on the same to the customer fully as due to the increased competition

DEMERGER OF THE COMPANY:

In order to achieve geographical operational efficiencies and unlock shareholders value, and to concentrate its growth efforts in a focused manner, introduce different strategies for growth and different focus for alliance / ventures the management of the Company has proposed to separate each business undertaking based on the commercial objectives and relevant geographies of the undertaking into separate company.

At present the company has two manufacturing units, one at Rudrapur- Uttarakhand and another at Chintamani – Karnataka. The demerger of the units in two companies will give each company an opportunity to concentrate its growth efforts in focused manner.

The Board of Directors in the meeting held on 30th May 2018 have approved the scheme of arrangement for demerger of Chintamani Unit into Archidply Décor Ltd., subject to necessary approval of Creditors, Banks, Stock Exchange and National Company Law Tribunal under the Company's Act and other applicable laws. The detailed scheme of Demerger is available on the website of the Company, www.archidply.com.

DIVIDEND:

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, 2018 was Rs. 2206.50 Lakhs. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the year.

FINANCE:

Cash and cash equivalents and bank balances as at March 31, 2018 was Rs. 1254.92lakhs. 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.

CREDIT RATING:

Brickwork Rating India Pvt.Limited continued to reaffirm their rating of BBB(outlook stable)for your Company's Banking Facilities throughout the year enabling your Company to avail facilities from banks at attractive rates indicating a degree of safety for timely payment of financial obligations.

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 theCompanies (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.

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.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been embedded in the business processes and continuous monitoring of the internal financial control systems by the internal auditors during the course of their audits.

We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

During the year, the company has spent Rs.24,50,720 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 and eye checkup Camps.The Company has spent the last year kept aside amount of Rs.11,69,155 for CSR in the current financial year 2017-18,

Details about the CSR policy is available on our website, http://www.archidply.com/.

The annual report on our CSR activities is appended as Annexure A to the Board's report.

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 "C"to this Report.

INDUSTRIAL RELATIONS:

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

DIRECTORS & KEY MANAGERIAL PERSON:

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

None of the Directors of your Company is disqualified as per provisions of Section 164(2) of the Companies Act, 2013. The Directors of the Company have made necessary disclosures as required under various provisions of the Companies Act.

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 under review, Mr. Shyam Daga, Executive Director & Chief Financial Officer (CFO) , has step down from the position of CFO but will continue as an Executive Director of the Company.

The Board, on the recommendation of the Audit Committee, had at its meeting held on May 30, 2017 appointed Mr. Anil Sureka as the Chief Financial Officer (CFO) with effect from May 30, 2017.

CORPORATE GOVERNANCE REPORT:

Your Company is committed to maintain the highest standards of corporate governance. We believe sound corporate governance is critical to enhance and retain investor trust. Our disclosures seek to attain the best practices in corporate governance as prevalent globally. We have implemented several best corporate governance practices in the Company to enhance long-term shareholder value and respect minority rights in all our business decisions. Our corporate governance report for FY 2017-18 forms part of this Annual Report. The requisite certificate from the auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under SEBI LODR is annexed to the corporate governance report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulationsthe Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which includes criteria for performance evaluation of the Non-executive Directors and Executive Directors. The evaluation process inter aliaconsiders 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 incompliance with applicable laws, regulations and guidelines.

The Board carried out annual performance evaluation of the Board, Board Committees and Individual Directors and Chairperson. The Chairman of the respective Board Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Board Committees.

The reports on performance evaluation of the Individual Directors were reviewed by the Chairman of the Board.

MEETINGS

The board met seven 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.

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 2017-18.

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 contracts / arrangements / transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arms' length basis.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the Policy of the Company on materiality of related party transactions.

All Related Party Transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee for their approval, on a quarterly basis.

The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website www.archidply.com.There are no materially significant related party transactionsthat may have potential conflict with interest of the Company at large.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

FAMILIARISATION PROGRAMME

The details of the faimiliarisation programme undertaken have been provided in the Corporate Governance 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 "E" 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

In pursuance to the provisions of section 177(9) & (10) of the Companies Act, 2013,the Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulations includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee. The vigil mechanism and whistle blower policy is put on the Company's website and can be accessed at: http://www. archidply.com.

STATUTORY AUDITORS

At the Annual General Meeting held on 12th September, 2017, M/s Priti Jhawar & Co., Chartered Accountants (ICAI Firm Reg. No. 328818E), were appointed as the Statutory Auditorsofthe Company for a period of 5 years up to the conclusion of 27th Annual General Meeting to be held in 2022. In terms of the provisions of Section 139 (1) of the Companies Act, 2013, the appointment of Statutory Auditors for the above tenure is subject to ratification by members at every AGM. Accordingly ratification of the members is sought for the business as set out in item 3 of the Notice. 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.

SECRETARIAL AUDIT REPORT

The Board appointed Mr. Deepak Sadhu, Practicing Company Secretary, to conduct Secretarial Audit for the FY 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as Annexure D to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

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.The Audit Committee of the Board evaluating risks management policy of the Company on quarterly basis. A risk management policy is available on our website http://www. archidply.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration

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

EQUAL OPPORTUNITY & PREVENTION OF SEXUAL HARRASMENT

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

The Company has also framed policy on 'Prevention of Sexual Harassment' at the workplace. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land wherever we operate. There was no complaint related to sexual harassment during the Year 2018

COMMITTEES OF THE BOARD

Currently, the board has four Committees: the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee and the StakeholdersRelationship 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 with Bombay Stock Exchange Ltd. (BSE) & National Stock exchange of India Limited (NSE). The annual listing fee for the year 2018-19 was paid within the scheduled time to BSE & NSE.

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 theBoard of Directors

Deen Dayal Daga
(Chairman)

Place: Bengaluru
Date:30^{Th,} May 2018

ANNEXURE A TO BOARDS REPORT

THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken:

ARCHIDPLY CSR VISION.

Our CSR activities will be designed to serve society, local and schools in the locations where we operate. The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

OVERVIEW OF ACTIVITIES:

In line with the CSR policy and in accordance of Schedule VII of the Companies Act, 2013, your Company is planning to take initiatives during the year which have positive impact.

Archidply has been making enduring impact through its Corporate Social Responsibility (CSR) programs that promote social and economic inclusion. Archidply 'credibly capable' positioning has been translated in our CSR initiatives on education and community development.

During the year, the company has spent Rs.24,50,720 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.

Details about the CSR policy is available on our website, http://www.archidply.com/.

2. COMPOSITION OF CSR COMMITTEE:

Name of The Member	Designation
Mr.Deen Dayal Daga	Chairman
Mr.Shyam Daga	Member
Mrs.Shanti V. Mallar	Member
Mr.B.H.Rathi	Member

3. AVERAGE NET PROFIT BEFORE TAX OF THE COMPANY FOR LAST THREE FINANCIAL YEARS

Average net profit: Rs. 725.56 Lakh.

4. PRESCRIBED CSR EXPENDITURE (TWO PER CENT OF THE AMOUNT AS ABOVE)

The company is required to spend Rs 14.51 Lakhs.

5. Details of CSR spend for the financial year:

a) Total amount spent for the financial year: Rs.24,50,720

b) Amount unspent if any: Nil

c) Manner in which the amount spent during the financial year is detailed below:

Project /Activities	Sector	Location	Amount Outlay (in Rs.)	Amount Spent on the Project or Programme. (in Rs.)	Amount Spent: Direct or through implementing Agency.
School infrastructure	Promotion of Education.	Chintamani	1,91,270	1,91,270	Direct:1,91,270
School infrastructure	Promotion of Education.	Rudrapur, Ayodhya & others	17,59,450	17,59,250	Direct & Agency*
Eye Camp	Health	Udaipur & others	5,00,000	5,00,000	Agency#

Details of implementing agency: * Madhusudan Dharam Setu Trust .
Narayan Sewa Sansthan

Responsibility Statement: The CSR Committee hereby confirms that the implementation and monitoring of the Company CSR Policy in Compliance with CSR Objective and policy of the Company.

Deen Dayal Daga
Chairperson, CSR Committee

Shyam Daga
Executive Director

Place: Bengaluru
Date : 30th May, 2018

ANNEXURES " B" TO DIRECTORS' REPORT

Particulars Pursuant to Section 194(12) of the Companies Act, 2013 and the Rules 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. Deen Dayal Daga	12.68
Mr. Shyam Daga	12.68
Mr. Rajiv Daga	12.68

(II) Percentage increase in the remuneration of the Directors, Managing Director & CFO, Joint Managing Director & CEO 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. Deen Dayal Daga, Chairman	00.00%
Mr. Shyam Daga, Executive Director	00.00 %
Mr. Rajiv Daga, Managing Director & CEO	00.00 %
Mr. Rajneesh Sharma, Company Secretary	7.92 %
Mr. Anil Sureka, CFO	12.25%

(III) The percentage increase in the median remuneration of employees in the financial year : 9.52 %

(IV) The number of permanent employees on the rolls of the company: 472

(V) The explanation on the relationship between average increase in remuneration and company performance:
The Company's PAT decreased from Rs.669.88 lakhs in the previous year to Rs.250.89 lakhs, an decrease of -62.55% against which the average increase in remuneration is 7%; and this increase is aligned with the Company's Remuneration Policy.

(VI) Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company.

The aggregate remuneration to the KMP is Rs.123.05 Lakhs which is 0.41% of the Company's income from operations of Rs. 30245.85 Lakhs and 49.05% of Profit After Tax of Rs.250.89 Lakhs .As per the Company's Remuneration Policy , the Compensation of the key managerial personnel is based on performance , industry and working of the Company and its goal.

(VII) Variations in the market capitalization, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer :

As on	Issued Capital (Shares)	Market Price in Rs.	EPS in Rs.	P/E Ratio	Market Capitalisation (Rs. In lakhs)
31.03.2017	22065000	70.15	3.03	23.10	15478.60
31.03.2018	22065000	74.70	1.14	65.69	16482.56
Increase/(Decrease)	NIL	4.55	-1.89	42.59	1003.96
Issue price at the last public Offer		74.00			
Increase/(Decrease) in market price as on 31.03.2018 as compared to the issue price		0.70			
% Increase/(Decrease)		0.95			

(VIII) 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 and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average increase in salaries of employees other than managerial personnel in 2017-18 was 11% Percentage increase in the managerial remuneration for the year was 8%.

(IX) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company :

Name	CTC (Rs. In lakhs)	PAT (Rs. In lakhs)	PAT Increase/(Decrease) in %
Mr. Shyam Daga, Executive Director	38.40	250.89	(63)%
Mr. Rajiv Daga, Managing Director & CEO	38.40		
Mr. Rajneesh Sharma, Company Secretary	23.98		
Mr. Anil Sureka, CFO	22.27		

(X) The key parameters for any variable component of remuneration availed by the directors:
No directors have been paid any variable remuneration.

(XI) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : NiL

(XII) The Company hereby affirm that the remuneration is as per the remuneration policy of the company.

(XIII) 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

Place: Bengaluru
Date: 30th May, 2018

Deen Dayal Daga
(Chairman)

ANNEXURE "C" TO THE DIRECTORS' REPORT

UNDER THE RULE 8 OF COMPANIES (ACCOUNTS) RULE,2014.

A. Conservation of Energy

The Company continues its effort for environmental sustainability and complies with all applicable laws and regulations, in all its services. We also seek to prevent the wasteful use of water and energy and are committed to improving the environment.

Through continuously improving its manufacturing process and efficiency at its all plants and offices, the Company continues in its endeavor to improve energy conservation and utilization. Some of the measures are enumerated below for fuel conservation.

1. Human factor management.
2. Fuel selection.
3. Fuel handling and storage.
4. Fuel combustion.
5. Steam generation.
6. Steam distribution.
7. Steam utilization.
8. Maintenance of machine.
9. Waste heat recovery.
10. Alternate sources of fuel.
11. Renovation / replacement of existing plants.
12. Process modification. 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**

The Company is equipped with research and development facilities in its own unit where the professional and experienced staff of the company regularly keep testing in 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 has continued its endeavor to absorb the best of technologies for its product range from various sources, such as know-how from its associate Companies, their own data bank, published literature etc. It also actively participates in relevant standards bodies and forums. This helps increase the knowledge base within the Company, and enhances the ability of the Company
Your Company continues to track trends and latest developments in various technology areas. Your Company also undertakes continuous quality improvement programs to help increase efficiencies and productivity.

- **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: Rs. 9,24,20,715

Outgo: on account of Raw materials, Stores, Capital Goods, Foreign Travelling and Sales Promotions Rs. 48,14,40,231

For and on behalf of the Board of Archidply Industries Limited

Place: Bengaluru
Date: 30th May, 2018

Deen Dayal Daga
(Chairman)

Annexure: "D" To Directors' Report

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: **31st March, 2018**

To,
The Members,
ARCHIDPLY INDUSTRIES 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 INDUSTRIES 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, 2018 (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, 2009d. Air (Prevention and Control of Pollution), Act, 1981

e. The Boilers Act, 1923

f. The Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016

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 31st March 2018 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 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. The Company's registered office was changed from Bangalore, Karnataka to Rudrapur, Uttarakhand vide Regional Director Order dated 28th Feb 2018 and new Certificate of Registration of Regional Director for change of state by the Registrar of Companies has been issued on 11th April 2018.

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 & CO.,**
COMPANY SECRETARIES

(Deepak Sadhu)
Proprietor
ACS: 39541
CP No: 14992

Bangaluru
Date: 30th May, 2018

ANNEXURE – A
(To the Secretarial Audit Report)

To
The Members,
Archidply Industries 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 & CO, COMPANY SECRETARIES**

(Deepak Sadhu)
Proprietor
ACS: 39541; CP No: 14992

Bangalore
Date: 30th May, 2018

Annexure E to Directors' Report
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018
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	L85110UR1995PLC008627
2	Registration Date	05/09/1995
3	Name of the Company	ARCHIDPLY INDUSTRIES LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non Governmenent Company
5	Address of the Registered office & contact details	Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar ,Uttarakhand -263153 Website: http://www.archidply.com E-Mail: info@archidply.com PH: 05944-250270, FAX:05944-250269
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Pvt. Ltd., Karvy Selenium, Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nakramguda, 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 /	NIC Code of the	% to total turnover of the
1	PLYWOOD	20211	46.07%
2	DECORATIVE PLYWOOD	20211	12.79%
3	DECORATIVE LAMINATES	20211	36.66%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.N.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares	Applicable Section
1	**NOT APPLICABLE**				
2					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total]	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3,191,380	Nil	3,191,380	14.46%	2,776,205	Nil	2,776,205	12.58%	-1.88%
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00%	0.00%
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00%	0.00%
d) Bodies Corp.	12,843,257	Nil	12,843,257	58.21%	13,258,440	Nil	13,258,440	57.71%	-0.50%
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00%	0.00%
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00%	0.00%
Sub Total (A) (1)	16,034,637		16,034,637	72.67	16,034,645		16,034,645	72.67%	0.00%
(2) Foreign	-	-	-	0.00%	-	-	-	0.00%	0.00%
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									
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total Shareholding of Promoter (A)	16,034,637	Nil	16,034,637	72.67%	16,034,645	Nil	16,034,645	72.67%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	13,217	-	13,217	0.06%	58,506	-	58,506	0.27%	0.21%
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) FIIs	-	-	-	0.00%	407,630	-	407,630	1.85%	1.85%
h) Foreign Venture Capital Funds				0.00%				0.00%	0.00%
I) Others (specify)				0.00%				0.00%	0.00%
Sub-total (B)(1):-	13,217		13,217	0.06%	466,136		466,136	2.11%	2.05%
2. Non-Institutions									
a) Bodies Corp.									
I) Indian	648,798	-	648,798	2.94%	645,851	-	645,851	2.93%	-0.01%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals/HUF									
I) Individual / HUFshareholders holding nominal share capital upto Rs. 1 lakh	3,960,086	36,655	3,996,741	18.11%	3,870,733	36,155	3,906,888	17.71%	-0.40%
ii) Individual / HUF shareholders holding nominal share capital in excess of Rs 1 lakh	1,197,810	-	1,197,810	5.43%	775,114	-	775,114	3.51%	-1.92%
c) Others (specify)									0.00%
Non Resident Indians	87,110	34,520	121,630	0.55%	84,235	34,520	118,755	0.54%	-0.01%
NBFC	333	-	333	0.00%	8,986	-	8,986	0.04%	0.04%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	42,898	-	42,898	0.19%	84,293	-	84,293	0.38%	0.19%
NRI(NR)	8,936	-	8,936	0.04%	24,332	-	24,332	0.11%	0.07%
Sub-total (B)(2):-	5,945,971	71,175	6,017,146	27.27%	5,493,544	70,675	5,564,219	25.22%	-2.05%
Total Public Shareholding (B)	5,959,188	71,175	6,030,363	27.33%	5,959,680	70,675	6,030,355	27.33%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	21,993,825	71,175	22,065,000	100.00%	21,994,325	70,675	22,065,000	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	ASSAM TIMBER PRODUCTS	4,381,150	19.86%	0	4,411,750	19.99%	0	0.13%
2	VANRAJ SUPPLIERS PVT. LTD	3,943,509	17.87%	0	3,943,509	17.87%	0	0.00%
3	THE MYSORE CHIPBOARDS	1,604,948	7.27%	0	1,797,431	8.15%	0	0.88%
4	SHREE SHYAM TEA PRIVATE	102,900	0.47%	0	277,900	1.26%	0	0.79%
5	DEENDAYAL DAGA HUF	20,000	0.09%	0	20,000	0.09%	0	0.00%
6	RAVI MARKETING AND	2,810,750	12.74%	0	2,827,850	12.82%	0	0.08%
7	SHYAM DAGA	766,160	3.47%	0	573,685	2.60%	0	-0.87%
8	DEENDAYAL DAGA	994,320	4.51%	0	771,620	3.50%	0	-1.01%
9	USHA DAGA	760,300	3.45%	0	760,300	3.45%	0	0.00%
10	RAJIV DAGA	646,500	2.93%	0	646,500	2.93%	0	0.00%
11	SANGEETA BHARADIA	4,100	0.02%	0	4,100	0.02%	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
1	At the beginning of the year	01.04.2017		16,034,637	72.67%	16,034,637	72.67%
2	Changes during the year			-		-	
3	The Mysore Chipboards Limited	31.03.2018	Transfer	192,483	0.87%	16,227,120	73.54%
4	Deen Dayal Daga	31.03.2018	Transfer	(222,700)	-1.01%	16,004,420	72.53%
5	Shyam Daga	31.03.2018	Transfer	(192,475)	-0.87%	15,811,945	71.66%
6	Ravi Marketing And Service Private Limited	31.03.2018	Transfer	17,100	0.08%	15,829,045	71.74%
7	Assam Timber Products Private Limited	31.03.2018	Transfer	30,600	0.14%	15,859,645	71.88%
8	At the end of the year	31.03.2018	Transfer	16,034,645	72.67%	16,034,645	72.67%

(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	KUBER INDIA FUND						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			407,630	1.85%	407,630	1.85%
	At the end of the year	31.03.2018		407,630	1.85%	407,630	1.85%
2	MANISH KISHOR RUPAREL						
	At the beginning of the year	01.04.2017		69,900	0.32%	69,900	0.32%
	Changes during the year				0.00%	69,900	0.32%
	At the end of the year	31.03.2018		69,900	0.32%	69,900	0.32%
3	EDELWEISS CUSTODIAL SERVICES LTD						
	At the beginning of the year	01.04.2017		7,092	0.03%	7,092	0.03%
	Changes during the year			57,347	0.26%	64,439	0.29%
	At the end of the year	31.03.2018		64,439	0.32%	64,439	0.29%
4	VAKA MADHAV NARAYANA						
	At the beginning of the year	01.04.2017		20,000	0.09%	20,000	0.09%
	Changes during the year			30,000	0.14%	50,000	0.23%
	At the end of the year	31.03.2018		50,000	0.23%	50,000	0.23%
5	IL AND FS SECURITIES SERVICES LIMITED						
	At the beginning of the year	01.04.2017		41,476	0.19%	41,476	0.19%
	Changes during the year			5,781	0.03%	47,257	0.21%
	At the end of the year	31.03.2018		47,257	0.21%	47,257	0.21%
6	GLOBE CAPITAL MARKET LTD						
	At the beginning of the year	01.04.2017		37,520	0.17%	37,520	0.17%
	Changes during the year			3,380	0.02%	40,900	0.19%
	At the end of the year	31.03.2018		40,900	0.19%	40,900	0.19%
7	ANGEL BROKING PVT LTD						
	At the beginning of the year	01.04.2017		25,195	0.11%	25,195	0.11%
	Changes during the year			12,026	0.05%	37,221	0.17%
	At the end of the year	31.03.2018		37,221	0.17%	37,221	0.17%
8	AXIS BANK LIMITED						
	At the beginning of the year	01.04.2017		5,083	0.02%	5,083	0.02%
	Changes during the year			31,709	0.14%	36,792	0.17%
	At the end of the year	31.03.2018		36,792	0.17%	36,792	0.17%
9	SITA N GUPTA						
	At the beginning of the year	01.04.2017		28,500	0.13%	28,500	0.13%
	Changes during the year			6,150	0.03%	34,650	0.16%
	At the end of the year	31.03.2018		34,650	0.16%	34,650	0.16%
10	SANTOSH KISHORE GUPTA						
	At the beginning of the year	01.04.2017		14,870	0.07%	14,870	0.07%
	Changes during the year			18,625	0.08%	33,495	0.15%
	At the end of the year	31.03.2018		33,495	0.15%	33,495	0.15%

(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	01.04.2017		766,160	3.47%	766,160	3.47%
	Changes during the year	31.03.2018	Transfer	(192,475)	-0.87%	573,685	2.60%
	At the end of the year	31.03.2018		573,685	2.60%	573,685	2.60%
2	DEEN DAYAL DAGA						
	At the beginning of the year	01.04.2017		994,320	4.51%	994,320	4.51%
	Changes during the year	31.03.2018	Transfer	(222,700)	-1.01%	771,620	3.50%
	At the end of the year	31.03.2018		771,620	3.50%	771,620	3.50%
3	RAJIV DAGA						
	At the beginning of the year	01.04.2017		646,500	2.93%	646,500	2.93%
	Changes during the year			-	0.00%	646,500	2.93%
	At the end of the year	31.03.2018		646,500	2.93%	646,500	2.93%
4	BHARATH KUMAR HUKUMCHAND RATHI						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
5	Mohammad Shahid Aftab						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
6	Shanti V Mallar						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
7	RAJNEESH SHARMA						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
8	Anil Sureka						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year		Transfer	750	0.00%	-	0.00%
	At the end of the year	31.03.2018		750	0.00%	750	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial				
I) Principal Amount	6,071.78	Nil	Nil	6,071.78
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	6,071.78	Nil	Nil	6,071.78
Change in Indebtedness during the financial year				
* Addition	843.41	Nil	Nil	843.41
* Reduction		15.29	Nil	15.29
Net Change	601.97	15.29	Nil	858.70
Indebtedness at the end of the financial year				
I) Principal Amount	6,915.19	15.29	Nil	6,930.48
ii) Interest due but not paid			Nil	Nil
iii) Interest accrued but not due			Nil	Nil
Total (i+ii+iii)	6,915.19	15.29	Nil	6,930.48

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
	Name	Shri Deen Dayal	Shri Rajiv Daga	Shri Shyam Daga	(Rs/Lac)
	Designation	Executive Chairman	Managing Director	Executive Director	
1	Gross salary				
	(a) Salary as per provisions contained in	38.40	38.40	38.40	153.60
	(b) Value of perquisites u/s 17(2) Income-	-	-	-	-
	© Profits in lieu of salary under section 17(3)	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	38.40	38.40	38.40	153.60
	Ceiling as per the Act (Maximum 11 % of the Net Profit of the Company) (Schedule V is applicable and Prior Approval of Shareholders are taken in General Meeting)				104.00

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
1	Independent Directors	**M.S. AFTAB**	**BHARATH KUMAR RATHI**	**SHANTI V MALLAR**	
	Fee for attending board/ committee meetings	1.20	1.20	1.20	3.60
	Commission				
	Others, please specify				
	Total (1)	1.20	1.20	1.20	3.60
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)	1.20	1.20	1.20	3.60
	Total Managerial Remuneration				**157.20**
	Overall Ceiling as per the Act **(Sitting Fees is not Covered under the Limit for the Managerial Remuneration)**				59.08

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
	Name	Mr. Rajneesh Sharma	Mr. Anil Sureka	(Rs/Lac)
	Designation	CS	CFO	
1	Gross salary	23.98	22.27	46.25
	(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	-	-	-
	© 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	-	-	-
	Total	**23.98**	**22.27**	**46.25**

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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)
A. COMPANY	**NOT APPLICABE**				
Penalty					
Punishment					
Compounding					
B. DIRECTORS	**NOT APPLICABE**				
Penalty*					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT	**NOT APPLICABE**				
Penalty *					
Punishment					
Compounding					

* The penalty of Rs. 11 lakhs has been imposed on promoters of the company by SEBI for Violation under SEBI (Substantial Acquisition of share and Takeover) Regulation 1987

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 Industries Limited

We have reviewed the financial statements and the cash flow statement of Archidply Industries Limited for the financial year 2017-18 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.

Rajiv Daga
(Managing Director & CEO)

Anil Sureka
(CFO)

Place: Bengaluru
Date : 30th May, 2018

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, 2018, 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

Archidply believe that good Corporate Governance emerges from the application of best management practices and compliance with the laws coupled with the highest standard of integrity, accountability and ethics in all business matter. Our corporate structure, business and disclosure practices have been aligned to our Corporate Governance Philosophy. Transparency, accountability, fairness and stakeholders are integral to our functioning

Board of Directors:

The Board of Director comprises of member from diversified fields and having varied skills, vast experience and knowledge. The Board consists of six members including three Executive Directors and three Non-Executive Independent Directors. Composition of the Board of your Company is in conformity with Regulation 17 of SEBI (LODR) Regulation 2015.

The Board Being aware of its fiduciary responsibility recognizes its responsibilities towards all stakeholders to uphold highest standard in all matter concerning the Company. It has empowered responsible person to implement its board policies, guidelines and has set up adequate review process. The Board provides strategic guidance on the affair of the Company. The Independent Director provides independent and objective judgment on matters placed before them.

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 3 Directors are Non-executive Directors as on 31.03.2018. 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 31.03.2018. 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, 7 Board Meetings were held on 30.05.2017, 12.08.2017, 12.12.2017, 20.10.2017, 27.11.2017, 18.01.2018 & 14.02.2018.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 Public Companies are given below:

Name of the Director (Designation)	Category	FY 2017-18 Attendance at		No. Of Other Director- ships Held*	No. of Committee Positions held	
		BM	Last AGM		This Company	Other
Mr. Deendayal Daga (Executive Chairman)	Promoter	4	NO	1	1	Nil
Mr. Rajiv Daga (Managing Director)	Promoter	4	YES	2	Nil	Nil
Mr. Shyam Daga (Executive Director)	Promoter	6	NO	2	3	Nil
Mr. B.H. Rathi (Director)	Independent	5	YES	NIL	4	Nil
Mr. M.S. Aftab (Director)	Independent	5	NO	1	4	Nil
Mrs. Shanti V. Mallar (Director)	Independent	5	YES	NIL	4	Nil

*Excludes directorships held in Private Companies, Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

None of the Non- Executive Directors hold any shares in the Company as at 31st March, 2018

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 (Managing Director) are 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.

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 Independent directors were 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 were 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 a individual discussion with each director based on the peer analysis.

Meeting of Independent Directors:

A separate meeting of Independent Directors for the Financial Year 2017-18 as per SEBI (LODR)Regulation 2015was held on14th February 2018, wherein the Independent Directors reviewed the performance of the Executive Directors and evaluation of Board and other matters. All the independent Directors were present at the meeting.

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 appraised of all regulatory and policy changes.

The familiarisation policy including details of familiarisation programmes attended by independent directors during the year ended March 31, 2018 is posted on the website of the Company.

Composition of Board Committee

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

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility 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

II. Meeting, Composition, designation, Category and Attendance thereof:

The Committee met four times during the FY 2017-18 on May 30, 2017, August 12, 2017, November 27, 2017 and February 14, 2018. The attendance and Composition of meetings is as under:

S. No	Name of Director	Designation	Category	No. of meetings attended
1	Mr. M.S.Aftab	Chairman	Non Executive, Independent	4
2	Mr. B.H.Rathi	Member	Non Executive, Independent	4
3	Mr. Shyam Daga	Member	Executive, Promoter	4
4	Mrs. Shanti V. Mallar	Member	Non Executive, Independent	4
5	Mr. Kamal Kishore	Auditor	Auditor	2
6	Ms. Priti Jhawar	Auditor	Auditor	2
7	Mr. Rajneesh Sharma	Secretary to the Committee	Company Secretary	4

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

Nomination & Remuneration Committee:

(i) Brief description of terms of reference:

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

The purpose of the Committee is to oversee the nomination process for top-level management positions and review executive remuneration structure. The Committee identifies, screens and reviews individuals qualified to serve as

executive directors, non-executive directors and independent directors consistent with criteria approved by the Board and recommends, for approval by the Board, nominees for election at the AGM.

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

During the year 2017-18, 1 meetings of Committee were held on 14th February.2018. 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
1	Mr. M.S.Aftab	Chairman	Non Executive, Independent	1
2	Mr. B.H.Rathi	Member	Non Executive, Independent	1
3	Mrs. Shanti V. Mallar	Member	Non Executive, Independent	1
4	Mr. Rajneesh Sharma	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 Director	Sitting fees for Board Meeting	Sitting fees for Committee Meeting
Mr. M.S.Aftab	75000	45000
Mr. B.H. Rathi	75000	45000
Mrs.Shanti V.Mallar	75000	45000

*The above sitting fee is exclusive of Service tax .

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

All elements of remuneration package i.e. salary, benefits, bonuses, etc. paid to Executive Directors are

(Per Month)

Name of Director	Basic Salary	HRA	Total
Mr. Deen Dayal Daga	200000	120000	320000
Mr. Shyam Daga	200000	120000	320000
Mr. Rajiv Daga	200000	120000	320000

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

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 of Managerial Personnel) Rules, 2014;

REMUNERATION OF CHAIRPERSON

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

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

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

CEO & Managing Director - Criteria for selection / appointment

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

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

Remuneration for the CEO & Managing Director

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

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

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

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 copy of the Code has been put up on the Company's website and can be accessed at http://www.archidply.com/InvestorRelations/ Downloads.aspx. The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

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

COMPLIANCE

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and
regulations, including the Companies Act, 2013 read with rules issued thereunder, as applicable and Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

MD & CEO / CFO CERTIFICATION

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

EMPLOYEE STOCK OPTIONS

Archidply has not issue employee Stock Option during F.Y 2017-18.

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 2017-18 on May 30, 2017, August 12, 2017, November 27, 2017 and February 14, 2018. The attendance and Composition of meetings is as under:

S. No	Name of Director	Designation	Category	No. of meetings attended
1	Mr. B.H Rathi	Chairman	Non Executive, Independent	4
2	Mr. M.S Aftab	Member	Non Executive, Independent	4
3	Mr. Shyam Daga	Member	Executive, Promoter	4
4	Mrs. Shanti V. Mallar	Member	Non Executive, Independent	4
5	Mr. Rajneesh Sharma	Secretary to the Committee	Company Secretary	4

Mr. Rajneesh Sharma, 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 lodgment of valid share transfer deed along with share certificate. These requests are processed through the Company's Registrar and share transfer Agent i.e. Karvy Computer Share Private 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 2017-18 - 1 Complaints (Received & Resolved - no pending complaints)

CORPORATE SOCIAL RESPONSIBILTY (CSR) COMMITTEE:

(i) Brief description of terms of reference:

The terms of reference of the Committee are in line with the provisions of section 135 of the Companies Act, 2013.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating, monitoring and implementing a framework in line with the corporate social responsibility policy of the Company.

The terms of reference of the Committee are:

a. To formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

b. To recommend the amount of expenditure to be incurred on CSR activities; and

c. To monitor from time to time the CSR Policy of the Company.

- Meeting, Composition, designation, Category and Attendance thereof:
  The committee met 1 times during the financial year ended March 31, 2018 on 14th February 2018.

S. No	Name of Director	Designation	Category	No. of meetings attended
1	Mr. Deen Dayal Daga	Chairman	Executive, Promoter	1
2	Mr. Shyam Daga	Member	Executive, Promoter	1
3	Mr. B.H. Rathi	Member	Non Executive, Independent	1
4	Mrs. Shanti V. Mallar	Member	Non Executive, Independent	1

General Body Meetings

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

Year	Location	Date	Time
2018	HOTEL RUDRA CONTINENTAL KASHIPUR BYPASS ROAD RUDRAPUR	25-09-2018	10:30 AM
2017	CitrineHotel No-211, SC Road,Sheshadripuram, Bengaluru – 560020.	12-09-2017	10:30 AM
2016	CitrineHotel No-211, SC Road, Sheshadripuram, Bengaluru – 560020.	27-09-2016	10:30 AM

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

- Approval for purchase of raw material,semi finished and finished goods from Wartayar Veneer Industries Pvt. Ltd upto Rs. 50.00 Crores per financial Year.

- Appointment of Executive Chairman, Joint Managinig Director&CEO,and Managing Director and CFO.

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. However, the penalty of Rs. 11 lakhs has been imposed on the Promoters of the Company by SEBI for default under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997
- 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 during the year 2017-18 were published in leading newspapers (English & Kannada language) The financial results are simultaneously posted on the website of the Company i.e. www.archidply.com

The "Limited Review" Reports of the financial results for the quarter ended 30th June 2017, 30th September, 2017, 31st December, 2017 and 31st March 2018 were obtained from statutory Auditors of the Company and filed with the stock exchange(s).

To facilitate prompt correspondence with investors/shareholders relating to their queries and grievances, the Company has a dedicated email-id viz, rsharma@archidply.com

General Shareholder Information

1. Date, Time and Venue of 23rd Annual General Meeting:

Year	Location	Date	Time
2018	Hotel Rudra Continental Kashipur bypass road, rudrapur, Uttarakhand – 263 153.	25th September 2018	10:30 A.M

2. Financial Year

The Company's financial year was from April 1st 2017 to March 31st 2018.

3. Date of Book Closure

18th September, 2018 to 24th September 2018 (Both days inclusive)

4. Dividend payment date

No dividend declared for the year under review.

5. Listing on stock exchanges

The Equity shares of the Company are listed at:

Bombay Stock Exchange Limited (BSE)

National Stock Exchange Limited (NSE)

The annual listing fees, for the equity shares of the Company, pertaining to the year 2017-18 has been paid to the concerned stock exchange on demand.

6. Stock code

Stock Exchange	Stock Code	Type of security
Bombay Stock Exchange :Limited (BSE)	532994	Equity Shares
National Stock Exchange Limited (NSE)	ARCHIDPLY	Equity Shares

7. Stock Market data & Performance in comparison to BSE Sensex and NSE NiftyMonthly Closing high and low quotation of shares traded on National and Bombay stock Exchange for the year 2017-18

Year 2017-2018 Month*	BSE				NSE			
	Share Price High (Rs)	Share Price Low (Rs)	Sensex High	Sensex Low	Share Price High (Rs)	Share Price Low (Rs)	Nifty 50 High	Nifty 50 Low
Apr-17	85.80	70.50	30184.22	29241.48	85.50	70.20	9367.15	9075.15
May-17	88.85	72.30	31255.28	29804.12	88.80	74.60	9649.60	9269.90
Jun-17	99.70	74.90	31522.87	30680.66	99.70	74.85	9709.30	9448.75
Jul-17	117.90	89.00	32672.66	31017.11	118.30	89.45	10114.85	9543.55
Aug-17	105.35	80.00	32686.48	31128.02	105.60	80.55	10137.85	9685.55
Sep-17	101.80	85.05	32524.11	31081.83	102.00	84.00	10178.95	9687.55
Oct-17	113.45	86.90	33340.17	31440.48	113.50	87.10	10384.50	9831.05
Nov-17	110.00	92.35	33865.95	32683.59	110.00	92.85	10490.45	10094.00
Dec-17	126.50	95.00	34137.97	32565.16	126.00	95.10	10552.40	10033.35
Jan-18	130.80	100.00	36443.98	33703.37	130.75	100.05	11171.55	10404.65
Feb-18	107.85	87.00	36256.83	33482.81	105.00	88.00	11117.35	10276.30
Mar-18	96.05	74.65	34278.63	32483.84	96.50	74.05	10525.50	9951.90

*Source: Websites of Stock Exchanges, BSE and NSE

8. Registrar & Transfer Agents.

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

Karvy Computershare Private Limited
Karvy Selenium Tower-B, Plot No 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad – 500 032
Tel: + 91 040 6716 2222
Email-Id: einward.ris@karvy.com.

9. Distribution of Shareholdings

The distribution of shareholding as on as on 31.03.2018 is given as under:

ARCHIDPLY INDUSTRIES LIMITED

DISTRIBUTION SCHEDULE AS ON 31/03/2018

Sno	Category	Cases	% of Cases	Amount	% Amount
1	upto 1 - 5000	9728	83.56	14037020.00	6.36
2	5001 - 10000	995	8.55	7975400.00	3.61
3	10001 - 20000	517	4.44	7420600.00	3.36
4	20001 - 30000	138	1.19	3504600.00	1.59
5	30001 - 40000	61	0.52	2208410.00	1.00
6	40001 - 50000	45	0.39	2117210.00	0.96
7	50001 - 100000	85	0.73	6476510.00	2.94
8	100001 & ABOVE	73	0.63	176910250.00	80.18
	Total:	**11642**	**100.00**	**220650000.00**	**100.00**

SHARE HOLDING PATTERN AS ON 31/03/2018

S. No.	Description	Cases	Shares	% Equity
1	BANKS	1	36792	0.17
2	CLEARING MEMBERS	48	84293	0.38
3	FOREIGN PORTFOLIO INVESTORS	1	407630	1.85
4	H U F	369	289914	1.31
5	INDIAN FINANCIAL INSTITUTIONS	1	21714	0.10
6	BODIES CORPORATES	229	645851	2.93
7	NBFC	2	8986	0.04
8	NON RESIDENT INDIANS	113	118755	0.54
9	NRI NON-REPATRIATION	38	24332	0.11
10	PROMOTERS BODIES CORPORATE	4	10224990	46.34
11	PROMOTER HUF	1	20000	0.09
12	PROMOTER COMPANIES	1	2810750	12.74
13	PROMOTER INDIVIDUALS	3	2328305	10.55
14	COMPANY PROMOTERS	2	650600	2.95
15	RESIDENT INDIVIDUALS	10829	4392088	19.91
	Total:	**11642**	**22065000**	**100.00**

10. Dematerialization of Shares and liquidity.

As on 31.03.2018, of the shareholding were held in dematerialized form as per details mentioned below:

Sno	Description	Cases	Shares	% Equity
1	PHYSICAL	22	70675	0.32
2	NSDL	6090	19608997	88.87
3	CDSL	5530	2385328	10.81
	Total:	**11642**	**22065000**	**100.00**
	Physical	**22**	**70675**	**0.32**
	Electronic	**11620**	**21994325**	**99.68**

The demat ISIN of the Company's equity shares is INE877101016.

11. Outstanding GDRs/ADRs/Warrants or any convertible instruments

There were no outstanding GDRs/ADRs/ Warrants or any other Convertible Instruments as on 31.03.2018.

12. Plant locations

Rudrapur	Plot No. 7, Sector 9, Pant Nagar Industrial Area, Khasra No. 210, Pool Bagh, Kichha, Udham Singh Nagar, Rudrapur Uttarakhand
Chintamani	Survey No. 19, KSSIDC Industrial Area, Katamachanahalli, Chintamani, Chikkaballapur, Karnataka, 563125

13. Address for correspondence

Registered Office:

ARCHIDPLY INDUSTRIES LTD
Plot no. 7, Sector-9,
IIE SIDCUL Pantnagar,
Rudrapur, Udham Singh Nagar,
Uttarakhand -263153
Phone: +91-05944-250270, FAX: +91-05944-250269
E-mail: info@archidply.com Website: www.archidply.com

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, 2018.

For Archidply Industries Limited

Place: Bengaluru
Date: 30th May, 2018

Deen Dayal Daga
(Chairman)

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF
ARCHIDPLY INDUSTRIES LIMITED

We have examined the compliance of conditions of corporate governance by **ARCHIDPLY INDUSTRIES LIMITED**, for the year ended on 31.03.2018, as stipulated Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the said Company with stock exchange.

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

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

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

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

For and on behalf of

For Priti Jhawar & Co.
Chartered Accountants
Firm Reg. No. 328818E

(Priti Jhawar)
Propreitrix
Membership No. 303053

Place: Bangalore
Date: 30th May, 2018

Management Discussion and Analysis Report

1. Industry Structure and Developments

The Goods and Services Tax (GST) was implemented from July, 2017 as the nation moved to "One Nation – One Tax". The first two quarters of the Current Financial Year were marked by the uncertainty surrounding the GST. However, the Indian economy continued to grow strongly, as the economy recovered in the 2nd half post stabilization of the GST Regime.

The Indian wood panel industry is estimated to be around Rs285 bn. The industry has traditionally remained largely unorganised given the low technical know-how and skill set required in the sector. However, the pattern has gradually changed in the last few years as the organised players have grown at a much faster rate (12-15%) compared to industry growth rate of 5-7%, taking away the market share from unorganised entities. New construction activities (85-90%) drive most of the demand in the sector while the balance comes from renovation and replacement.

2. OPPORTUNITIES AND THREATS

The growth in the wood panel industry is highly correlated with the progression in the housing sector. The housing sector in India contributes around 5-6% to the GDP. The segment is expected to grow at a CAGR of 11.2% during FY18-20. The central government is undertaking certain decisive measures to reduce the housing shortages in the country, which at present is 60 million units. The central government's policy (Pradhan Mantri Awas Yojana) to ensure 'Housing for All by 2022' will be in a position to boost the revenue for the sector.

In the next seven years, there is a projection that 110 million houses will be built across 205 cities in 9 states. The implementation of the Real Estate Regulatory Act (RERA) will pave a way for a speedy settlement of housing disputes and would amplify foreign and domestic investments due to increased transparency. This could improve buyer's confidence and increase the sale of houses.

In addition, the growth of retail, hospitality and healthcare sectors have raised the demand for the commercial real estate. Additionally, as the FDI in real estate has been relaxed, foreign investments are expected, these will cater to the demand and would elevate the commercial real estate market

Another factor influencing the industry is the rapid urbanisation. Presently, roughly 33% of the overall population in India is settled in urban areas. This number is anticipated to reach 40% by 2030. The growth in the replacement market will also provide a boost to the industry as people would strive for a better standard of living as their per capita income increases. Currently, the replacement cycle for furniture is estimated to be 8-10 years, but this number is likely to come down to 5-7 years. This would ensure that the replacement market grows at a steady pace.

Price differential gap between organised and unorganised players will narrow down post-GST implementation.In November 2017, there was a revision of the GST on plywood from 28% to 18%, this could see a strong shift from cheap unorganised to organised branded sector

The introduction of GST would result in goods being taxed at every level, thereby creating a level playing field for the organised manufacturers, and would also make inferior-quality plywood & panel less competitive. The price advantage enjoyed by unorganized manufacturers would diminish gradually, making high-quality plywood competitive.Also, with labour costs going up in China, producers there are losing out to competition from India, Vietnam and Indonesia.

However, there are threats from wood substitutes made from agro waste, import of low cost products from overseas and Competition has led to the increased in the bargaining power of the customers making price cut throat

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 marketing strategies are backed by a dedicated & motivated marketing team to push the Brand in the market place.

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	2017-18
Revenue from Operation	30872.29
Other Income	284.43
Total Revenues	**31156.72**
Cost of Materials Consumed	14479.86
Purchases of Stock in Trade	5900.81
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	(657.44)
Employee benefits expense	3035.40
Finance Costs	998.68
Depreciation & Amortization Expenses	522.86
Prior Period Income(+)/(-) Expenditure	9.48
Other Expenses	6502.58
Total Expenditure	**30773.27**
Profit Before Tax	**383.45**
Tax	132.56
Profit after Tax	**250.89**

During the year the Company has achieved a turnover of Rs. 30872.29 lakhs and earns profit before Tax [PBT] of Rs.383.45 lakhs and profit after taxes of Rs. **250.89** lakhs. The Segment wise performance has been given elsewhere in the Report.

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 egulations.

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 INDUSTRIES LIMITED

Place: Bengaluru
Date: 30th May, 2018

Deen Dayal Daga
(Chairman)

INDEPENDENT AUDITORS' REPORT

To The Members of

M/s Archidply Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **M/s Archidply Industries Limited** ("the company) which comprise the Balance Sheet as at March 31 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in Sec.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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting & auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statement.

Opinion

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 31st March 2018 and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1 .As required by the Companies(Auditor's Report)order,2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, We give in the **Annexure 'A'** statement on the matters specified in the paragraph 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 purpose of our audit;

b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

c. The Balance Sheet, 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 written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.

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".**

g. In our opinion and to the best of our information and according to the explanations given to us, We report as under with respect to 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;

i. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

ii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

iii. The company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer to Note 35 to the financial statements

For Priti Jhawar & Co.
Chartered Accountants
FRN: 328818E

(Priti Jhawar)
Propreitrix
(Membership No. 303053)

Place: Bangalore
Date: 30th May, 2018

Annexure –A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of **M/s. Archidply Industries Limited** ("the Company") on the standalone financial statements for the year ended 31 March 2018, we report that:

(i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) These fixed assets 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.

(ii) (a) On basis of information and explanation given to us, Physical verification of Inventory has been conducted at reasonable intervals by the management.

(b) 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.

(c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of stocks as compared to book records.

(iii) The Company has not granted any unsecured loans to any of the parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause (iii) of the order is not applicable.

(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 such investment are within the limit provided under Section 186 of the act.

(v) 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.

(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, Sales Tax, Value Added Tax (VAT), Goods & Service Tax (GST),Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities. As explained to us, the compan did not have any dues on account of employee's state insurance and duty of excise.

According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident fund, Income-tax, Custom Duty, Excise Duty, Sales tax, Goods & Service Tax (GST) Value Added Tax (VAT), Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, details of disputed Sales Tax, IncomeTax, Customs Duty, Service Tax, Excise duty and Cess which have not been deposited as on 31st March, 2018 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	Forum where dispute is pending.
Central Excise Act	Excise duty	Rs.81,01,637/-	2000-2003	Honourable Supreme Court
	Excise duty	Rs 12,57,472/-	2011-2012	Appellate Tribunal- Karnataka
	Excise duty	Rs.39,57,322/-	2012-2013	Appellate Tribunal-Delhi
	Excise duty	Rs 9,37,746/-	2014-2016	Assistant Commissioner of Customs, Central Excise and Service Tax – Rudrapur
Income Tax Act	Income Tax	Rs 2,67,890/-	2008-2009	CIT Appellate – 1
Income Tax Act	Income Tax	Rs 4,85,350/-	2009-2010	CIT Appellate – 1
Uttaranchal Vat Tax Act	Sales Tax	Rs. 51,35,004/-	2006-07 & 2007-08	The Joint Commissioner

(viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues to financial institutions and banks.

(ix) No money has been raised by way of initial public offer or further public offer (including debt instruments) during the year and Term Loans has been utilized for the purposes for which they were raised during the year.

(x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on our examination of the records of the company the managerial remuneration has been provided in accordance with the requisite approvals mandated by the provisions of Sec 197 with respect to Managerial Remuneration.

(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 the order is not applicable.

(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) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, clause (xiv) of the order is not applicable.

(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) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause (xvi) of the order is not applicable.

For Priti Jhawar & Co.
Chartered Accountants
FRN: 328818E

(Priti Jhawar)
Propreitrix
(Membership No. 303053)

Place: Bengaluru
Date: 30th May, 2018

Annexure - B to the Auditors' Report

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 Industries Limited** ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors are 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 Ire 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 2018, 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 Priti Jhawar & Co.
Chartered Accountants
FRN: 328818E

(Priti Jhawar)
Propreitrix
(Membership No. 303053)

Place: Bengaluru
Date: 30th May, 2018

Balance Sheet as at March 31st, 2018

(Amount in Rs.)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
A. ASSETS				
1. NON-CURRENT ASSETS				
(a) Property , plant and Equipment	2	620,629,995	521,598,057	536,111,356
(b) Capital Work-in Progress	2	486,033	8,606,140	379,837
(C) Goodwill	2	25,000,942	27,827,657	30,911,141
(d) Other Intangible Assets	2	10,251,754	3,365,810	527,307
(e) Investment Property	3	732,295	767,484	802,673
(f) Financial Assets				
i) Investments	4	9,457,901	9,518,264	13,223,311
ii) Loans	5	107,114,681	113,166,813	124,733,468
iii) Others	6	934,478	1,982,674	659,695
(g) Deferred tax Asset (Net)	7	1,666,191	3,966,945	3,115,232
(h) Other non current assets	8	90,719,798	96,475,293	91,890,824
Total Non current assets		**866,994,067**	**787,275,136**	**802,354,844**
2. CURRENT ASSETS				
(a) Inventories	9	812,436,462	748,150,152	593,270,940
(b) Financial Assets				
i. Trade Receivables	10	868,297,394	799,088,622	611,105,557
ii. Cash and cash equivalent	11	76,470,682	44,531,997	50,279,390
iii. Bank balances other than cash and cash equivalent	12	49,022,634	34,117,037	29,491,504
(C) Current Tax Assets(net)	13	7,644,678		
(d) Other current assets	14	70,904,097	152,743,419	53,837,302
Total Current Assets		**1,884,775,947**	**1,778,631,227**	**1,337,984,692**
TOTAL ASSETS		**2,751,770,017**	**2,565,906,363**	**2,140,339,535**
B.EQUITY & LIABILITIES				
1. EQUITY:				
(a) Equity Share Capital	15	220,650,000	220,650,000	220,650,000
(b) Other Equity		1,098,544,829	1,073,926,659	1,013,261,087
Total Shareholders Fund		**1,319,194,829**	**1,294,576,659**	**1,233,911,087**
2. NON-CURRENT LIABILITIES				
(a) Financial Liabilities				
i. Borrowings	16	1,615,245	851,683	17,704,777
(b) Provisions	17	51,504,341	36,794,008	19,034,611
Total Non-Current liabilities		**53,119,586**	**37,645,691**	**36,739,388**
3. CURRENT LIABILITIES				
(a) Financial Liabilities				
i. Borrowings	18	693,049,504	589,473,035	437,699,350
ii. Trade Payables	19	551,004,210	480,089,230	291,449,203
iii. Other financial liabilities	20	88,940,503	90,049,418	77,871,248
(b) Short term Provisions	21	43,019,405	44,424,278	54,189,721
(C) Other Current Liabilities	22	3,441,980	23,958,825	1,400,000
(d) Current Tax Liabilities(net)	23		5,689,228	7,079,537
Total Current liabilities		**1,379,455,602**	**1,233,684,014**	**869,689,059**
TOTAL EQUITY & LIABILITIES		**2,751,770,017**	**2,565,906,363**	**2,140,339,535**

Notes from 01 to 42 form the integral part of Financial statements
On behalf of the board of directors,

Deen Dayal Daga
Chairman
DIN :00497806

Shyam Daga
Executive Director
DIN: 00561803

Rajiv Daga
Managing Director
DIN:01412917

Anil Sureka
Chief Financial Officer
PAN:AMBPS7168L

Rajneesh Sharma
Company Secretary
M.No.: F5549

Place: Bengaluru
Date: 30th May, 2018

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Priti Jhawar & Co.
Chartered Accountants
Firm Reg. No. 328818E

(Priti Jhawar)
Proprietrix
Membership
No. 303053

Statement of Profit & Loss for the year March 31st,2018

(Amount in Rs.)

PARTICULARS	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
INCOME :			
Sale of Products	24	3,066,689,384	2,927,037,624
Other Operating Revenue	24	20,540,551	22,086,910
Revenue From Operations		**3,087,229,935**	**2,949,124,534**
Other Income	25	28,443,248	18,550,411
Prior Period Income(+)/(-)Expenditure		948,826	320,275
TOTAL INCOME		**3,116,622,009**	**2,967,995,220**
EXPENSES :			
Cost of Goods consumed	26	1,447,986,987	1,211,877,797
Purchase of Stock In Trade	27	590,081,204	628,806,006
Changes in Inventories of Finished Goods, Stock-in-process and stock-in-trade	28	(65,744,082)	(90,146,841)
Excise Duty Expense		62,644,865	237,432,134
Employee Benefit Expenses	29	303,540,943	267,642,728
Finance Cost	30	99,868,771	98,635,697
Depreciation & Ammortisation Expense	2&3	52,286,914	47,970,697
Other Expenses	31	587,610,980	482,584,296
TOTAL EXPENSES		**3,078,276,582**	**2,884,802,514**
PROFIT BEFORE TAXATION		**38,345,427**	**83,192,706**
Tax Expenses:			
Current Tax		10,319,032	17,000,000
Deferred Tax		2,533,584	(796,049)
Taxes of earlier year		403,270	
PROFIT FOR THE YEAR		**25,089,541**	**66,988,755**
Other Comprehensive Income			
A i) Items that will not be reclassified to profit or lossDefined benefit plan acturial gains/(losses)		(704,201)	(168,357)
ii) Income Tax relating to items that will not be reclassified to profit or loss		232,830	55,664
B i) Items that will be reclassified to profit or loss			
Dimunision in the value of Investment			(6,210,490)
ii) Income Tax relating to items that will not be reclassified to profit or loss			
Other Comprehensive Income net of tax		**(471,371)**	**(6,323,183)**
Total Comprehensive Income for the year, net of tax		**24,618,170**	**60,665,572**
Earning Per Share (Rs.)			
Basic & diluted	37	1.14	3.04

Notes from 01 to 42 form the integral part of Financial statements
On behalf of the board of directors,

Deen Dayal Daga
Chairman
DIN :00497806

Shyam Daga
Executive Director
DIN: 00561803

Rajiv Daga
Managing Director
DIN:01412917

Anil Sureka
Chief Financial Officer
PAN:AMBPS7168L

Rajneesh Sharma
Company Secretary
M.No.: F5549

Place: Bengaluru
Date: 30th May, 2018

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Priti Jhawar & Co.
Chartered Accountants
Firm Reg. No. 328818E

(Priti Jhawar)
Proprietrix
Membership
No. 303053

Statement Of Cash Flow

(Amount in Rs.)

		FOR YEAR ENDED 31 MARCH, 2018		FOR YEAR ENDED 31 MARCH, 2017	
A.	**Cash flows arising from operating activities**				
	Net Profit/(Loss) Before Tax	38,345,428		83,192,706	
Add:	Depreciation	52,286,914		47,970,697	
	Interest Paid	99,868,771		98,635,697	
	Loss on Sale of FA	6,448		477,769	
Less:	Other comprehensive (Income)/loss	704,201		168,357	
		189,803,360		230,108,512	
Less:	Profit on sale of machinery	836,482			
	Interest Received	17,409,272		13,196,087	
		171,557,605		**216,912,425**	
	Operating profit before working capital changes				
	(Increase)/Decrease in Inventory	(64,286,310)		(154,879,212)	
	(Increase)/Decrease in Debtors	(69,208,771)		(187,983,065)	
	(Increase)/Decrease in Loans & Advances	5,755,495		(4,584,469)	
	(Increase)/Decrease in Other current assets	81,839,322		(98,906,117)	
	Increase/(Decrease) in Trade Payables	70,914,980		188,640,027	
	Increase/(Decrease) in Provisions	13,305,461		7,993,953	
	Increase/(Decrease) in other current liabilities	(6,603,080)		48,003,202	
	Cash flow from Operations	203,274,703		15,196,744	
	Payment of Income Tax	24,056,208		18,390,309	**(3,193,565)**
			179,218,495		
	Net Cash Flow from Operating Activities				
B.	**Cash flows arising from Investment activitiesInflows:**				
	Receipt of Loans and Advance	6,052,132		11,566,655	
	FD matured	1,048,196			
	Sale of Fixed Assest	9,445,053		608,387	
	Sale of Investment	72,363			
	Interest Received	17,409,272		13,196,087	
	Outflows:				
	Investment in Fixed Assets	155,837,805		42,489,686	
	FD Made with bank	14,905,597		5,948,512	**(25,572,512)**
	Purchase of Investment	12,000	**(136,728,385)**	2,505,443	
C.	**Cash flows arising from finance activitiesInflows:**				-
	Proceeds/(Repayment) of Loan	89,317,346		121,654,381	
	Outflows:				**23,018,684**
	Interest paid	99,868,771	**(10,551,425)**	98,635,697	
	Cash flow from all activities-(A+B+C)		**31,938,685**		**(5,747,393)**
Add:	Cash & cash equivalents at beginning of the year		44,531,997		50,279,390
	Cash & cash equivalents at year end of the yearc		76,470,682		44,531,997

Notes from 01 to 42 form the integral part of Financial statements
On behalf of the board of directors,

Deen Dayal Daga
Chairman
DIN :00497806

Shyam Daga
Executive Director
DIN: 00561803

Rajiv Daga
Managing Director
DIN:01412917

Anil Sureka
Chief Financial Officer
PAN:AMBPS7168L

Rajneesh Sharma
Company Secretary
M.No.: F5549

Place: Bengaluru
Date: 30th May, 2018

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Priti Jhawar & Co.
Chartered Accountants
Firm Reg. No. 328818E

(Priti Jhawar)
Proprietrix
Membership No. 303053

Statement of changes in equity

(Amount in Rs.)

Particulars	(As at 31st March 2018)				
	Share Premium	Retained Earnings	Other Comprehensive Income	Capital Subsidy	Total Other Equity
Opening Balance	442,248,275	635,001,567	(6,323,183)	3,000,000	1,073,926,659
Add: Profit for the Period		25,089,541			25,089,541
Add: Other Comprehensive Income/(Loss)			(471,371)		(471,371)
Total Comprehensive Income for the period	**442,248,275**	**660,091,109**	**(6,794,554)**	**3,000,000**	**1,098,544,829**
Closing Balance	**442,248,275**	**660,091,109**	**(6,794,554)**	**3,000,000**	**1,098,544,829**

Particulars	(As at 31st March 2017)				
	Share Premium	Retained Earnings	Other Comprehensive Income	Capital Subsidy	Total Other Equity
Opening Balance	442,248,275	568,012,812	-	3,000,000	1,013,261,087
Add: Profit for the Period		66,988,755			66,988,755
Add: Other Comprehensive Income/(Loss)	.		(6,323,183)		(6,323,183)
Total Comprehensive Income for the period	**442,248,275**	**635,001,567**	**(6,323,183)**	**3,000,000**	**1,073,926,659**
Closing Balance	**442,248,275**	**635,001,567**	**(6,323,183)**	**3,000,000**	**1,073,926,659**

Particulars	(As at 1st April 2016)				
	Share Premium	Retained Earnings	Other Comprehensive Income	Capital Subsidy	Total Other Equity
Opening Balance	442,248,275	507,880,058	-	3,000,000	953,128,333
Add: Profit for the Period		60,132,754			60,132,754
Add: Other Comprehensive Income/(Loss)					-
Total Comprehensive Income for the period	**442,248,275**	**568,012,812**	**-**	**3,000,000**	**1,013,261,087**
Closing Balance	**442,248,275**	**568,012,812**	**-**	**3,000,000**	**1,013,261,087**

Notes from 01 to 42 form the integral part of Financial statements
On behalf of the board of directors,

Deen Dayal Daga
Chairman
DIN :00497806

Shyam Daga
Executive Director
DIN: 00561803

Rajiv Daga
Managing Director
DIN:01412917

Anil Sureka
Chief Financial Officer
PAN:AMBPS7168L

Rajneesh Sharma
Company Secretary
M.No.: F5549

Place: Bengaluru
Date: 30th May, 2018

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Priti Jhawar & Co.
Chartered Accountants
Firm Reg. No. 328818E

(Priti Jhawar)
Proprietrix
Membership No. 303053

Note: - 1 SIGNIFICANT ACCOUNTING POLICIES

1. Corporate Information:

Archidply Industries Limited (the 'Company') is a public limited company domiciled in India incorporated under the provisions of the Companies Act. Its shares are listed on two recognised stock exchanges in India. The registered office of the company is located at Plot No. 7, Sector-9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Rudrapur - 263 153, Uttarakhand, India.

Company is engaged in the business of manufacturing two broad product segments, as follows:

i)Wood Based Products: Decorative Laminates, Decorative Veneers, Plywood & Block Board, Prelaminated Particle Board.

ii)Paper Based Products: Laminated Sheets(HPL)
It has branches and dealers' network spread all over the country. 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 upto year ended 31st March 2017 were prepared in accordance with 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').

These Financial Statements are the first financial statements of the company under Ind AS - the transition date being 1 April 2016 and accordingly Balance Sheet for FY 2017-2018, 2016-2017 and 2015-2016 are presented. The information as to how the company has adopted Ind AS and the impact thereof on Company's financial position, financial performance and cash flows is presented in notes to financial statements.

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 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.

b) 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.

c) 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.

d) On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property,

plant and equipment as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

e) Property, Plant and Equipments including continuous process plants are depreciated and/or amortised on the basis of 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 :

Buildings – 30 to 60 years
Plant and Equipments - 15 years (Triple Shift)
Furniture and Fixtures - 10 years
Vehicles - 8 to 10 years
Office Equipments - 5 to 10 years
Computers – 3 years

5. Intangible Assets

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

b) Intangible assets are carried at cost, net of accumulated amortization and impairment loss, if any.

c) On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the intangible assets

d) Intangible assets are amortised on straight-line method as follows :
Goodwill – 20 years
Computer Software – 3 years

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.

Investment property are amortized on straight line method as follows:
Building – 30 years

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 are inclusive of Excise Duty and the value of self-consumption, but excludes Goods & Service Tax(GST), inter-transfers, returns, trade discounts, other benefits passed to customers in kind, value added tax and Central sales tax. Excise Duty expense has been disclosed in Statement of Profit and Loss as expenditure.

Services: Revenue from Services are recognized as and when the services are rendered. The Company collects service tax/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 favourable 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 acturial assumptions of the defined benefit obligation are recognised 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 Organisation 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 taxcomputed 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.

Note 2: Property Plant & Equipment

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	ORIGINAL COST AS ON 01.04.2017	ADDITION 01.04.2017 to 31.03.2018	SALES / TRANSFER 01.04.2017 to 31.03.2018	TOTAL GROSS BLOCK 31.03.2018	UP TO 31.03.17	FOR THE PERIOD 01.04.2017 to 31.03.2018	DEPRECIATION ADJUSTMENT ON SALES	TOTAL DEPRECIATION 31.03.2018	ADJUSTMENTS +/-	AS ON 31.03.2018	AS ON 31.03.2017	AS ON 01.04.2016
A) TANGIBLE ASSETS:												
FREE HOLD LAND	111,775,578	-	-	111,775,578	-	-	-	-		111,775,578	111,775,578	104,413,008
BUILDINGS	300,666,340	19,540,918	-	320,207,259	77,448,866	11,139,800	-	88,588,667		231,618,592	223,217,474	234,762,148
PLANT AND MACHINERES	441,975,119	111,023,022	3,334,682	549,663,459	289,322,756	29,030,841	2,473,032	315,880,564	238,742	234,021,637	152,652,363	161,456,055
ELECTRICAL EQUIPMENTS	11,411,334	401,001	-	11,812,335	8,565,020	988,952	-	9,553,971	-	2,258,363	2,846,314	3,832,135
WATER SUPPLY INSTALLATION	1,627,561	-	-	1,627,561	1,034,069	72,845	-	1,106,914	-	520,647	593,492	666,337
LABORATORY EQUIPMENTS	359,471	3,100	-	362,571	256,041	32,136	-	288,176	-	74,395	103,430	135,566
FURNITURES AND FIXTURES	23,085,353	9,588,049	-	32,673,402	9,102,811	2,334,509	-	11,437,319	27,162	21,263,245	13,982,542	14,110,498
OFFICE EQUIPMENTS	6,512,376	1,721,867	-	8,234,243	4,505,817	608,918	-	5,114,735	34,554	3,154,061	2,006,559	1,708,337
COMPUTERS	7,729,128	1,123,534	23,258	8,829,404	5,831,967	953,839	22,095	6,763,711	126,950	2,192,643	1,897,161	1,013,432
VEHICLES	21,827,502	3,689,698	-	25,517,200	9,304,361	2,402,498	-	11,706,859	(59,507)	13,750,834	12,523,141	14,816,514
SUB TOTAL (A)	926,969,762	147,091,189	3,357,940	1,070,703,011	405,371,706	47,564,339	2,495,128	450,440,917	367,901	620,629,995	521,598,057	536,914,029
B) INTANGIBLE ASSETS:												
GOODWILL	61,839,228	-	-	61,839,228	34,011,571	2,826,715	-	36,838,286	-	25,000,942	27,827,657	30,911,141
PROGRAM AND APPLICATION	4,420,842	8,746,615	-	13,167,457	1,055,033	1,860,671	-	2,915,704		10,251,754	3,365,810	527,307
SUB TOTAL (B)	66,260,070	8,746,615	-	75,006,685	35,066,604	4,687,386	-	39,753,990	-	35,252,696	31,193,467	31,438,447
C) CAPITAL WORK IN PROGRESS.												
CAPITAL WIP	8,606,140	-	8,120,107	486,033	-	-	-	-	-	486,033	8,606,140	379,837
TOTAL	1,001,835,972	155,837,805	11,478,047	1,146,195,730	440,438,310	52,251,725	2,495,128	490,194,907	367,901	656,368,724	561,397,664	568,732,314
Previous Year	963,536,732	42,489,686	2,916,374	1,003,110,044	394,804,418	47,970,697	1,830,218	440,944,897		562,165,148	568,732,314	577,656,570

Note 3: Investment Property

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	ORIGINAL COST AS ON 01.04.2017	ADDITION 01.04.2017 to 31.03.2018	SALES 01.04.2017 to 31.03.2018	TOTAL GROSS BLOCK 31.03.2018	UP TO 31.03.17	FOR THE PRD 01.04.2017 to 31.03.2018	DEPRECIATION ADJUSTMENT ON SALES	TOTAL DEPRECIATION 31.03.2018	AS ON 31.03.2018	AS ON 31.03.2017	AS ON 01.04.2016
BUILDINGS	1,274,063	-	-	1,274,063	506,579	35,189	0	541,768	732,295	767,484	802,673
Total	**1,274,063**	**-**	**-**	**1,274,063**	**506,579**	**35,189**	**-**	**541,768**	**732,295**	**767,484**	**802,673**
Previous Year	**1,274,063**			**1,274,063**	**471,390**	**35,189**		**506,579**	**767,484**	**802,673**	**837,862**

Disclosures:

- Depreciation on the investment property has been charged on Straight Line Method with a useful life of 30 years
- Income from investment property for the period:

  Rent Received - Rs NIL (PY -)

Expenses incurred on investment property for the period:

Maintenance - Rs NIL (PY -)

Notes on Financial Statement For The Year Ended 31st March 2018

(Amount in Rs.)

Particulars	As at 31St March, 2018	As at 31St March, 2017	As at 1St April, 2016
Note 4: Investments			
a Investment in Equity Shares			
Quoted Investments			
Housing & Urban Development Corporation(HUDCO)	12,000		
(200 shares of Rs 60 each(PY Nil)			
(Market value as on 31.03.2018 Rs 66.35/share)			
	12,000	-	-
b Unquoted Investments			
Sachi Capsolutions Pvt. Ltd.	2,500,000	2,500,000	
[250000 shares of Rs 10 each(PY 250000)]			
Wartayar Veneer Indudtries Ltd.	6,900,000	13,110,490	13,110,490
[195000 shares of USD 1 each(PY 195000)]		6,210,490	
Less: Provision for impairment in value			
	9,400,000	**9,400,000**	**13,110,490**
c Other Investment			
National Savings Certificate	24,350	96,860	91,555
Post Office Deposit	21,551	21,404	21,266
	45,901	**118,264**	**112,821**
Total	**9,457,901**	**9,518,264**	**13,223,311**
Note 5: Loans & Advances			
Unsecured, Considered Good			
Loan to Others	107,114,681	113,166,813	124,733,468
Total	**107,114,681**	**113,166,813**	**124,733,468**
Note 6: Other Non-Current Financial Assets			
Balance With Banks			
Fixed Deposit for Margin Money	934,478	1,982,674	659,695
Total	**934,478**	**1,982,674**	**659,695**
Note 7: Deferred Tax Assets			
Opening deferred tax asset	3,966,945	3,115,232	(17,119)
Deferred tax (Liability)/Asset arising in current year on account of timing difference			
1. Depreciation	(4,940,698)	(286,329)	(477,586)
2. Gratuity	1,908,480	1,596,523	1,214,827
3. Leave Encashment	2,761,220	517,647	2,556,945
4. Provisions	(2,029,756)	(976,129)	(161,835)
	(2,300,754)	851,712	3,132,351
Total	**1,666,191**	**3,966,945**	**3,115,232**
Note 8: Other Non-Current Assetsa			
Capital Advances			
For Plant & Machinery	5,881,572	6,037,070	517,774
Sub Total	**5,881,572**	**6,037,070**	**517,774**
b Advances Other then Capital Advances			
i)Security Deposits	33,002,425	29,001,067	27,816,570
ii)Security Deposits - Related Party	30,000,000	30,000,000	30,000,000
iii)Other Advances			
- Balance With Revenue Authorities	5,868,971	6,524,329	3,455,759
- Income Tax Refund receivable	1,966,015	1,965,988	2,889,043
- Other advances for supply	14,000,815	22,946,839	27,211,678
Sub Total	**84,838,226**	**90,438,223**	**91,373,050**
Total Other Non Current Assets	**90,719,798**	**96,475,293**	**91,890,824**
Note 9: Inventories			
(As taken,valued and certified by the management)			
Raw Materials	359,442,219	362,070,901	303,969,898
Finished Goods	428,238,324	362,494,242	272,347,401
Stores, Spares & Consumption	24,755,919	23,585,009	16,953,641
Total	**812,436,462**	**748,150,152**	**593,270,940**
Note 10: Trade Receivables			
aUnsecured, Considered good			
Debtors outstanding for a period exceeding 6 months	144,283,403	80,890,874	92,657,957
Other Debts(includes Related Party Nil (P.Y Rs.10,964,098/-)	724,013,991	718,197,748	518,447,600
Total	**868,297,394**	**799,088,622**	**611,105,557**

Notes on Financial Statement

(Amount in Rs.)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 11: Cash & Cash Equivalents			
a Balances with Banks			
-Balances in current accounts	73,571,942	17,648,041	33,920,541
b Cheques, Drafts on hand	1,252,019	23,351,565	12,664,248
c Cash in hand	1,646,721	3,532,391	3,694,600
Total	**76,470,682**	**44,531,997**	**50,279,390**
Note 12:Bank balances other then Cash & Cash Equivalents			
Deposit for Margin Money	49,022,634	34,117,037	29,491,504
Total	**49,022,634**	**34,117,037**	**29,491,504**
Note 13: Current Tax Assets			
Advance Tax & TDS Receivable (Net of provision and current tax)	7,644,678		
Total	**7,644,678**	-	-
Note 14: Other Current Assets			
a Advances to related parties			
- Wartayar Veneer Industries Ltd.	12,265,724	86,313,973	33,773,338
Less: Provision for doubtful advances*	(12,265,724)	-	
(*The company has made the advance payment for supply of materials, but as the networth of the said company has eroded fully, the company believed that the amount will not be recoverable from the same. Therefore provision for the said amount has been made during the year.)			
- Assam Timbers Pvt. Ltd.	19,493,865	36,832,328	-
b Others			
Prepaid expenses	5,105,726	2,762,499	2,801,504
Balance With Revenue Authoroties	20,072,782	327,757	1,231,827
Other Loans & Advances	26,231,724	26,506,862	16,030,633
Total	**70,904,097**	**152,743,419**	**53,837,302**
Note 15:Equity Share Capital			
AUTHORIZED			
2,50,00,000 Equity Shares of Rs. 10.00 each (P.Y 2,50,00,000 Equity Shares of Rs. 10 each)	250,000,000	250,000,000	250,000,000
ISSUED, SUBSCRIBED, AND PAID UP			
2,20,65,000 Equity Shares of Rs. 10.00 each (Previous year 2,20,65,000 shares of Rs.10 each)	220,650,000	220,650,000	220,650,000
	220,650,000	**220,650,000**	**220,650,000**

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

Name of Shareholder	As at 31.03.2018		As at 31.03.2017		As at 1.04.2016	
	No of Shares	% of Shares	No of Shares	% of Shares	No of Shares	% of Shares
Assam Timber Products Pvt Ltd	4,381,150	19.86	4,381,150	19.86	4,381,150	19.86
Vanraj Suppliers Pvt Ltd	3,943,509	17.87	3,833,509	17.37	3,833,509	17.37
Ravi Marketing Services Pvt Ltd	2,810,750	12.74	2,810,750	12.74	2,810,750	12.74
The Mysore Chipboards Limited	1,604,948	7.27	1,604,948	7.27	1,604,948	7.27

Notes on Financial Statement

(Amount in Rs.)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
b. Reconciliation of number of shares outstanding at beginning & end of the reporting period.			
Particular			
Outstanding as at beginning of the reporting period	22,065,000	22,065,000	22,065,000
Add: Shares issued during the year		-	-
Outstanding as at end of the Reporting period	22,065,000	22,065,000	22,065,000
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.			
Note 16: Financial Non-Current Borrowings			
a. Secured			
Term Loans - Vehicle*	3,445,989	17,705,111	7,759,738
Term Loans - Business			40,064,677
	3,445,989	17,705,111	47,824,415

(Amount in Rs.)

Particulars	Interest Rate	Final repayment	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Term Loans - Vehicle					
- BMW Financial Service Ltd.	9.74%	Apr-18	118,167	1,557,637	2,868,220
- Kotak Mahindra Prime Ltd	5.13%	Nov-17	(953)	183,241	436,203
- BMW Financial Service Ltd.	9.50%	Aug-18	741,350	2,425,694	3,982,770
- Advaith Motors Pvt. Ltd.	8.87%	Sep-20	2,566,479	-	
- HDFC Bank Ltd.	5.67%	Apr-18	20,946	13,538,539	472,545
- Vijaya Bank					40,064,677
			3,445,989	17,705,111	47,824,415
Less: Current maturities of long term			1,830,744	16,853,428	30,119,638
			1,615,245	851,683	17,704,777
(*Secured by certain vehicles, term loan repayable within 3 to 5 years in equal monthly installments)					
			1,615,245	**851,683**	**17,704,777**

(Amount in Rs.)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 17: Provisions			
Provision for Employee Benefits			
Provision for Gratuity	32,878,746	27,106,494	22,111,256
Less: Short Term Provision	4,724,101	7,387,482	11,265,453
	28,154,645	19,719,013	10,845,803
Provision for Leave Encashment	29,425,277	21,073,886	19,454,261
Less: Short Term Provision	6,075,581	3,998,891	11,265,453
	23,349,696	17,074,995	8,188,808
	51,504,341	**36,794,008**	**19,034,611**
Note 18: Financial Current Borrowings			
a. Secured			
Repayable on demand			
Bank overdraft/Cash Credit*	691,520,051	589,473,035	431,588,832
	691,520,051	**589,473,035**	**431,588,832**

(Amount in Rs.)

Particulars	Interest Rate Base	Interest Rate	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Vijaya Bank	MCLR+1.70%	10.20%	288,190,465	589,473,035	431,588,832
State Bank Of India	MCLR+1%	9.00%	403,329,586		
(*Secured by hypothecation of Stock and book debts of the company both present and future and second charge on fixed assets both present and future of the company and personal guarantee of promoter directors.)				-	

Particulars		As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
b. Unsecured				
Loans from related parties				
Body Corporates**		1,269,703		
Directors***		259,750		6,110,518
	Sub Total	**1,529,453**		**6,110,518**
(** Interest has been charged at the rate of 12%, epayable on demand)				
(*** Interest free loan, repayable on demand)				
	Total	**693,049,504**	**589,473,035**	**437,699,350**
Note 19: Trade Payables				
- Micro,Small & Medium				
- Others		551,004,210	480,089,230	291,449,203
(The process of identifying the suppliers who fall within the Micro, Small & Medium Enterprises Development Act 2006 has been initiated. In the absence of information, company is unable to provide information regarding principal amount outstanding & interest due thereon remaining unpaid to any supplier & other details under the Micro, Small & Medium Enterprises Development Act 2006 as at 31-03-2018.)				
	Total	**551,004,210**	**480,089,230**	**291,449,203**
Note 20: Other Financial Liabilities				
Current Maturities of long term debt				
- Term Loan		1,830,744	16,853,428	30,119,638
Branch & HO			-	
Other Payables*		87,109,760	73,195,990	47,751,610
*(It includes Statutory dues and expenses payable)				
	Total	**88,940,503**	**90,049,418**	**77,871,248**
Note 21: Current Provisionsa.Provision for Employee Benefits				
Provision for gratuity		4,724,101	7,387,482	11,265,453
Provision for leave encashment		6,075,581	3,998,891	11,265,453
Other Employee Provisions		24,354,801	19,602,688	14,202,129
	Sub Total	**35,154,483**	**30,989,061**	**36,733,035**
b. Others				
Provision for Cash Discount		1,700,103	3,214,818	2,194,956
Provision for Turnover Discount		572,048	4,441,023	7,697,645
Provision for Foreign Currency Fluctuation		(453,518)	(1,595,708)	(184,119)
Provision for Other Expenses		2,074,435	2,569,329	-
Provision for Sale Promotion		2,430,048		-
Provision for Sales Commission		493,987	771,748	487,512
Provision for Quality Complaint		589,761	2,061,446	2,253,188
Provision for Interest		156,502	268,185	494,638
Other Provision		301,556	1,704,376	4,512,866
	Sub Total	**7,864,922**	**13,435,217**	**17,456,686**
	Total	**43,019,405**	**44,424,278**	**54,189,721**
Note 22: Other Current Liabilities				
a Income received in advance				
Advance from customers		2,241,980	22,205,825	-
	Total	**2,241,980**	**22,205,825**	**-**
b Others				
Security Deposit from Transporters		1,200,000	1,753,000	1,400,000
		1,200,000	**1,753,000**	**1,400,000**
	Total	**3,441,980**	**23,958,825**	**1,400,000**

(Amount in Rs.)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 23: Current Tax Liabilities			
Provision for Income Tax (Net of Advance Tax)	-	5,689,228	7,079,537
	-	**5,689,228**	**7,079,537**

(Amount in Rs.)

Particulars		Year Ended 31st March, 2018	Year Ended 31st March, 2017
Note 24: Revenue From Operations			
Sale of Products			
Manufactured Goods		2,429,617,514	2,196,632,799
Trading Goods		622,633,321	729,100,197
Other sales		14,438,549	1,304,627
	Sub Total	**3,066,689,384**	**2,927,037,623**
Other Operating Revenue			
Royalty on use of brand name		6,852,845	8,837,507
Export Incentive		7,832,093	5,031,840
Other Operating Income		5,855,613	8,217,563
	Sub Total	**20,540,551**	**22,086,910**
	Total	**3,087,229,935**	**2,949,124,533**
Particular of sale of products			
Decorative Laminate		1,124,470,808	858,302,733
Pre Lamin Board		104,077,452	108,716,363
Plywood/Blockboard		1,413,040,095	1,487,486,637
Decoriative Plywood/Veneer		392,367,718	408,386,579
Others		32,733,311	64,145,311
	Total	3,066,689,384	2,927,037,623
Note 25: Other Income			
Interest Received		17,409,272	13,196,087
Other Non Operating Income		11,033,975	5,354,324
	Total	**28,443,248**	**18,550,411**
Note 26: Cost of Material Consumed			
a Raw Material Consumed			
Opening Stock		362,070,901	303,969,898
Add: Purchases		1,445,358,304	1,269,978,800
Less: Closing Stock		359,442,219	362,070,901
	Total	**1,447,986,987**	**1,211,877,797**

Imported and Indigenous Raw Materials Consumed:	Year Ended 31st March, 2018		Year Ended 31st March, 2017	
	%	Amount	%	Amount
Imported	27%	**385,823,226**	37%	447,778,432
Indigenous	73%	**1,062,163,761**	63%	764,099,364
	100%	**1,447,986,987**	**100%**	**1,211,877,796**

Break up of Raw Materials Consumed (As certified by Management)	Year Ended 31st March, 2018		Year Ended 31st March, 2017	
	Qty	Amount	Qty	Amount
Paper in Kgs	7,342,713	398,269,129	7,211,574	390,573,291
Timber in Cum	41,629	284,550,778	28,461	203,246,246
Veener(incl own production) in sq. mtr	4,932,321	133,196,721	5,843,466	168,518,662
Chemicals in Kgs	7,949,318	392,028,515	7,621,086	283,009,919
Plywood/Particle Boards/MDF in sq. mtr	2,525,361	221,171,241	1,987,165	166,529,678
Laminates(Sheets)	24,285	18,770,603	-	-
	22,791,343	**1,447,986,987**	**22,691,752**	**1,211,877,796**

Note 27: Purchase of Stock in trade		
Plywood and Block Board	482,328,817	460,336,595
Laminates	18,770,603	20,240,130
Veneers	72,048,628	146,217,505
Others	16,933,156	2,011,777
Total	**590,081,204**	**628,806,006**
Note 28: Changes in Inventory of Finished Goods, Stock in process & Stock in trade		
Invetories (at close)		
Finished Goods & WIP		
Stock-in-Trade	420,052,987	362,494,242
Invetories (at commencement)	8,185,337	
Finished Goods & WIP		
Stock-in-Trade	345,624,610	272,347,401
(Increase) / Decrease in Stock	16,869,632	-
	(65,744,082)	**(90,146,841)**

(Amount in Rs.)

Particulars	Year ended March 31st 2018	Year ended March 31st 2017
Note 29: Employee Benefit Expenses		
Salaries and Wages	259,109,490	233,916,619
Director Remuneration	11,880,000	11,283,064
Club Membership Fees	327,901	376,619
Contribution to and provisions for provident and other funds	25,697,052	17,939,031
Staff Welfare Expenses	3,330,768	2,030,118
Employee Insurance Expense	3,195,732	2,097,277
Total	**303,540,943**	**267,642,728**
Directors Remuneration, under Section 197 of the Companies Act, 2013 are as follows:		
Salary & Perks	11,496,000	11,018,064
Sitting Fees	384,000	265,000
Club Membership	327,901	376,619
Note 30: Finance cost		
Interest on Term Loans	908,415	3,015,024
Interest on Working Capital borrowings	69,098,557	67,466,784
Other Interest	4,572,269	5,322,776
Bank charges, L C Charges & Discounting Charges	22,566,966	18,747,479
Processing Charges	2,722,565	4,083,634
Total	**99,868,771**	**98,635,697**
Note 31: Other Expenses		
a Manufacturing Expenses		
Stores and Spares consumed *	51,655,579	36,179,743
Packing Charges	4,446,419	2,261,627
Processing Charges	70,015,754	24,973,600
Power and fuel consumed	43,930,045	30,665,155
Repairs to Plant and Machinery	9,587,395	14,108,502
Repairs to Building	27,108	223,566
Repairs to Others	2,022,093	3,106,753
Sub Total (a)	**181,684,394**	**111,518,946**

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

Particulars	Year Ended 31.03.2018		Year Ended 31.03.2017	
	%	Amount	%	Amount
Imported	**11%**	5,713,322	**4%**	**1,429,954**
Indigenous	**89%**	45,942,257	**96%**	**34,749,789**
	100%	**51,655,579**	**100%**	**36,179,743**

b Selling, Distribution, Administrative and Other Expenses		
Rent	20,071,824	18,767,206
Rates and Taxes	4,605,060	7,654,972
Printing and Stationery	1,872,698	1,494,214
Postage, Telephone and Telegram	6,240,090	5,748,555
Insurance	5,974,262	5,537,703
Legal, License and Professional Fees	10,727,211	2,776,993
Repairs & Maintenance Expenses	3,354,880	-
Auditors Remuneration	651,176	578,848
Advertisement	6,318,574	3,188,150
Travelling and conveyance	39,865,804	39,767,457
Commission on sales and samples	5,112,787	7,724,151
Sample Folders Sales	28,753,964	15,844,433
Freight, forwarding and other expenses	124,039,253	134,675,257
Vehicle Running Expenses	2,412,335	3,004,137
Sales Promotion Expenses	54,172,859	45,180,114
Discount & Rebates	51,153,356	59,988,204
Claims and Bad debts written off	3,201,498	600,543
Provision for doubtful advances	12,265,724	
Misc Expenses Written off	-	393,396
CSR Discharged	2,450,720	67,725
Other Expenses	22,676,064	14,607,645
(Profit)/Loss on sale of Foreign Exchange		2,987,878
Loss on sale of Fixed Assets	6,448	477,769
Sub Total (b)	**405,926,587**	**371,065,350**
Grand Total(a + b)	**587,610,980**	**482,584,296**

(Amount in Rs.)

Particulars	Year Ended 31st March, 2018		Year Ended 31st March, 2017	
	%	Amount	%	Amount
I) Raw Materials	94.75%	450,401,274	95.25	436670976
ii) Stores and spare parts	0.95%	4,519,852	0.76	3479884
iii) Capital Goods	4.30%	20,422,828	3.99	18299427
Note 33: Expenditure in Foreign Currenc				
a) Foregin travelling		6,036,251		5,132,715
b) Sales Promotion		60,026		60,026
		6,096,277		5,192,741
Note 34: Earnings in Foreign Currency				
Export of goods		92,420,715		76,892,278
		92,420,715		76,892,278
Note 35: Contingent Liabilities & Commitments(To the extent not provided for)1Contingent Liabilities				
A) On account of Demerger of Plywood & Block Board and Particle & laminated board (both divisions) of The Mysore Chip Boards Limited in to the Company in the financial year 2007-08:				
i) Various parties had filed a civil suit for recovery of dues/ damages against The Mysore Chip Boards Limited, which has been disputed by The Mysore Chip Boards Limited and had deposited an amount of Rs. 11,46,419/- (P.Y. Rs. 11,46,419) with Hon'ble High Court of Gujarat. The said amount of Rs. 11,46,419/- (P.Y. Rs. 11,46,419)		1,228,606		1,228,606
ii) The Company, for and on behalf of The Mysore Chip Boards Limited has given a guarantee towards a show cause notice issued by the Excise Department demanding a dues from The Mysore Chip Boards Limited. However The Mysore Chip Boards Limited had deposited an amount of Rs. 16,00,000/-(P.Y. Rs. 16,00,000/) with Central Excise Department. The Mysore Chip Boards Limited had filed an appeal & disputed the said demand and the demand has been reduced to Rs.81,01,637/- (P.Y. Rs.81,01,637/) and the penalty of the same amount by Commissioner of Central Excise, Mysore on 05/10/2006. The Mysore Chip Board Ltd has filed an appeal to Custom, Excise & Service Tax Appellate Tribunal, Bangalore and obtained a stay order against that demand. The tribunal has remanded back the case to the Commissioner of Central Excise for taking fresh decision after following the principles of natural justice. The Department has filed the appeal before the Honourable Supreme Court against the order of the Tribunal.		8,101,637		8,101,637
B) (i) The Company had received show cause notice issued by the Excise Department, Commissionate Meerut -II demanding Rs.4,41,92,921/- for period from April 2006 to december 2010 ,Rs.2,00,10,661/- for period from Jan 2011 to March 2012 , company has got stay order from Appallete Tribunal against these demand for production of resin at its rudrapur unit which company is using for its production.		NIL		64,203,582
(ii) The company had received demand notice for Rs65,85,437/- for the period from April 2012 to December 2012 and Rs.1,20,33,034/- for the period from January 2013 to February 2013 from the same department on the same reason and the case is pending in Appellete Tribunal-Delhi		NIL		18,618,471
(iii) The company had received another demand of Rs.39,57,322/- from the same authority for the period from January 2013 to February 2013 and the case is pending in Appellete Tribunal-Delhi. .		3,957,322		3,957,322

(Amount in Rs.)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
	Amount	Amount
C) The Deputy Commissioner of sales tax Rudrapur has demanded Rs. 4998317/- related to financial year 2007-08 and Rs. 136687/- related to financial year 2006-07 and interest on above amount till date. The Company has deposited Rs. 1157615/- and filed appeal with Joint Commissioner Appeal -I, Sales Tax Uttarchand against same demand. .	5,135,004	5,135,004
D) 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. 43,03,304/- for the financial year 2011-12. The Company has reversed the amount of Rs.30,45,832/- and charged it to profit & losss account. The credit of an amount of Rs.12,57,472 is under litigation. .	1,257,472	1,257,472
E) The Company has undertaken Domestic factoring facility for its trade debtors from financial institutions. .	114,983,578	30,824,730
F) Guarantees given by the bank on behalf of the Company	2,196,203	4,323,711
G) The Company has received show cause notice issued by the Excise Department, Commissionorate Rudrapur Division demanding service tax of Rs. 9,37,746 /- for period from July 2014 to September 2016. .	937,746	NIL
H) The Company has received demand from Income Tax Department, demanding income tax of Rs. 2,67,890 /- for the AY 2009-10. The company has filed an appeal against the same which is pending with CIT Appelate 1 .	267,890	267,890
I) The Company has received demand from Income Tax Department, demanding income tax of Rs. 4,85,350 /- for the AY 2010-11. The company has filed an appeal against the same which is pending with CIT Appelate 1 .	485,350	485,350
Commitments		
i) Estimated amount of contracts remaining to be executed on capital account not provided for(net of advances)	NIL	NIL
ii) The Company, during the year has capitalized interest on loan(borrowing cost) amounting	NIL	NIL

II. NOTES ON ACCOUNTS

Note: - 36 :- 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.

During the year, the company has spent Rs.24,50,720/- (P.Y. 67,725/-) 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: - 37 Earning Per Share:

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

Particulars	Year ended March 31st 2018(Rs.)	Year ended March 31st 2017(Rs.)
I) Net Profit After Tax (A) (Rs.)	2,50,89,542	6,69,88,755
ii) Weighted Average number of Equity Shares (B)	22,065,000	22,065,000
iii) Face Value Per Equity Share (Rs.)	10	10
iv) Earning Per Share (A-B) (Rs) – Basic & Diluted	1.14	3.04

Note: - 38 : Segment Reporting

The Company has identified two segments viz a) Wood based product b) Paper based product, which have been identified in line with IND AS 108 on Operating segment reporting taking into account organizational structure as were as differential risk and return of these segments.

Details of the Products included in each segment are as under:

i) Wood based products: Plywood, Block Board, Veneers, Decorative plywood, Prelaminated Partical Boards, Furniture and polish work.

ii) Paper based products: Laminated Sheets (HPL).

The segment information has been prepared in conformity with the Accounting Policies for preparing and presenting the financial statements of the Company.

Segment revenue and results includes manufacturing as well as trading activities for the same segment product. Segment current assets and liabilities are taken on the basis of the turnover of the segment.

The following table presents the information relating to profit, assets and liabilities of the operating segment.

(Primary Segment) of the Company.

The Unallocated Segment includes general corporate income and expense items, which are not allocated to any business segment.

(Amount in Rs.)

Particulars	Wood Based		Paper Based		TOTAL	
	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
External Sales	1,998,265,765	2,008,031,261	977,924,267	838,117,627	2,976,190,031	2,846,148,888
Other Sales	-	-	-	-	90,499,353	80,888,736
Royalty Income	6,852,845	8,837,507	-	-	6,852,845	8,837,507
Other Operating Income					13,687,706	13,249,403
Total Revenue	**2,005,118,610**	**2,016,868,768**	**977,924,267**	838,117,627	**3,087,229,935**	**2,949,124,534**
RESULTS						
Segment Results	373,881,756	414,193,609	243,113,203	188,895,057	**616,994,959**	**603,088,666**
Interest					99,868,771	98,635,697
Other Unallocable Income					49,483,319	31,685,012
Other Unallocable Expenditure					528,264,080	452,945,276
Provision for Taxation					13,255,886	16,203,951
Net Profit after tax					**25,089,542**	**66,988,755**
OTHER INFORMATION						
Assets						
Segment Assets	1,446,636,733	1,507,593,312	758,972,630	601,473,424	2,205,609,362	2,109,066,735
Unallocable Assets					554,813,490	464,183,455
Total Assets :					**2,760,422,852**	**2,573,250,190**
Liabilities						
Segment Liablities	504,754,255	387,668,093	181,499,941	162,603,387	686,254,196	550,271,480
Unallocable Liablities					2,074,168,654	2,022,978,710
Total Liabilities :					**2,760,422,850**	**2,5 73,250,190**
Capital Expenditure during the year.	3,67,07,379	1,13,54,597	101,645,831	7,328,558	138,353,210	1,86,83,155
Capital Expenditure during the year Unallocable					**17,484,595**	**23,494,071**
Depreciation and Amortization	2,05,16,436	1,87,90,936	16,604,196	13,888,520	37,120,632	32,679,456
Depreciation and Amortization (Unallocable)					**15,166,282**	**15,291,241**

Secondary Segment Reporting:

The Company has no reportable secondary segment.

Note: - 39: Related Party

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity. Compensation includes all employee benefits i.e. all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

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

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) Wartayar Veneer Industries Ltd
viii) Archidply Décor Ltd.

Key Management Personnel:

i) Mr. Deendayal Daga – Chairman
ii) Mr. Shyam Daga – Executive Director
iii) Mr. Rajiv Daga – 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 March 31st 2018	Year ended March 31st 2017
Transactions with related parties:		
Associate Companies		
a) Purchase of goods		
- Assam Timber Products Pvt. Ltd.	28,30,06,615	
- Wartayar Veneer Industries Pvt. Ltd.	92,30,00,82	25,78,41,247
b) Royalties Received		
- Assam Timber Products Pvt. Ltd.	68,52,845	88,37,507
c) Lease Rent Paid		
- The Mysore Chip boards Ltd.	34,66,688	34,66,688
d)Interest Paid		-
- Bordhumsa Tea Company Pvt. Ltd.	11,04,658	-
- Shree Shyam Tea Pvt. Ltd.	3,06,123	
e)Rent Received		
- Archidply Decor Ltd.	4,838	-
f)Sale of goods		
- Assam timber Products Pvt. Ltd	25,88,245	-
Key Management Personnel		
a)Remuneration & Fees Paid	1,18,80,000	1,12,83,064
b) Club membership fees	3,27,901	3,76,619
Outstanding balances on date:		
i) Payable to Related Parties		
a) Unsecured Loan	15,29,453	-
ii) Receivable Related Parties		
a) Receivable	-	8,63,13,973
- Wartayar Veneer Industries Pvt. Ltd.#		
- Assam timber Products Pvt. Ltd.	1,94,93,865	4,77,96,426
b) Lease Deposit		
- The Mysore Chipboards Ltd.	3,00,00,000	3,00,00,000
Investments		
a) Wartayar Veneer Industries Ltd	69,00,000	69,00,000

#Amount receivable from Wartayar Veneer Industries Pvt. Ltd. amounting to Rs 1,22,65,724/- has been written off during the year as the net worth of the said company has eroded completely and the company believes the same cannot be realized from the party.

Note: - 40 UNCLAIMED SHARES

In terms of Clause 5A of the Listing Agreement with the Stock Exchange, the Company has opened the demat suspense account and has transferred the 4425 unclaimed shares of public issue to "Archidply Industries Limited Unclaimed Shares Suspense Account." The Voting rights on these shares will remain frozen till the rightful owner claims the shares.

	CY	PY
Opening Balance of the Shares in the DEMAT account	4425	4425
Closing Balance of the Shares in the DEMAT account	3225	4425

There was no Unclaimed Dividend (P.Y. NIL) and Unclaimed Share Application money (P.Y. NIL) that need to be transferred to Investor Education and Protection Fund during the year.

Note: - 41 Micro, Small Or Medium Enterprises

The process of identifying the suppliers who fall within the Micro, Small & Medium Enterprises Development Act 2006 has been initiated. In the absence of information, company is unable to provide information regarding principal amount outstanding & interest due thereon remaining unpaid to any supplier & other details under the Micro, Small & Medium Enterprises Development Act 2006 as at 31-03-2018.

Note 42: Valuation of Gratuity
Actuarial Valuation Assumption Used for Valuation

Date of Valuation	31st March 2018	31st March 2017
Discount Rate	7.70%	7.20%
Salary Escalation Rate	12.00%	12.00%
Expected Rate of Return on Assets	N.A.	N.A.
Attrition Rate	13.00%	13.00%
Retirement Age	58 Years	58 Years

Amounts in Balance Sheet at Period-End	31st March 2018	31st March 2017
Closing Defined Defined Benefit Obligation	32,878,746	27,106,494
Closing Fair value of Plan Assets	-	-
Unrecognized Prior Service Cost	-	-
Limit under Para 59 (b)		
Net Amount Recognized in Balance Sheet	32,878,746	27,106,494

(Amount in Rs.)

Amounts Recognised in Statement of Profit & Loss at Period-End	1st April 2017 to 31st March 2018	1st April 2016 to 31st March 2017
Company Service Cost - CY	4,266,508	3,799,801
Interest Cost - CY	2,080,448	1,852,328
Expected Return on Assets - CY	-	-
Past Service Cost - CY		
Actuarial (Gains)/Losses - CY	704,201	168,357
Other Adjustments - CY	-	-
Net Periodic Benefit Cost/(Income) - CY		5,820,486

Current / Non Current Bifurcation	31st March 2018	31st March 2017
Current Liability	4,724,101	4,955,788
Non Current Liability	28,154,645	22,150,706
(Asset)/Liability Recognised in the Balance	32,878,746	27,106,494

Change in Defined Benefit Obligation during the period	1st April 2017 to 31st March 2018	1st April 2016 to 31st March 2017
Opening Defined Benefit Obligation	27,106,494	22,111,256
Current Service Cost	4,266,508	3,799,801
Interest Cost	2,080,448	1,852,328
Plan Participants' Contributions		
Actuarial (Gain)/Loss	704,201	168,357
Acquisition/Divestiture - L		
Benefits Paid	(1,278,905)	(825,248)
Past Service Cost		
Currency Impact		
Curtailments		
Settlements		
Closing Defined Benefit Obligation	32,878,746	27,106,494

Reconciliation of Amounts Recognised in Balance Sheet	31st March 2018	31st March 2017
Op. Balance Sheet	27,106,494	22,111,256
P&L	7,051,157	5,820,486
Contributions/Benefits Paid	(1,278,905)	(825,248)
Acquisition / Divestiture		
Other Adjustment		
Cl. Balance Sheet	32,878,746	27,106,494

Experience Gains / Losses	31st March 2018	31st March 2017
Actuarial (Gain)/Loss - L	704,201	
(Gains)/losses due to change in Fin. Assp.	(980,580)	168,357
(Gains)/losses due to change in Demo. Assp.	-	1,622,340
(Gains)/losses due to change in Assumptions	(980,580)	-
Experience (Gains)/Losses on DBO	1,684,781	1,622,340
Actual Return on Plan Assets	-	(1,453,983)
Asset Gain/(Loss)	-	-
Experience Gains/Losses as a % of Opening DBO	6.22%	6.58

Archidply Industries Limited

ARCHIDPLY INDUSTRIES LIMITED

Regd. Office: Plot No. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 CIN: L85110UR1995PLC008627, Email- info@archidply.com Website: www.archidply.com PH: 05944-250270, FAX: 05944-250269

ATTENDANCE SLIP

Twenty Third Annual General Meeting – 25th September, 2018

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 23rd Annual General Meeting of the Company being held on Tuesday, 25th September, 2018 at 10.30 a.m. at the HOTEL RUDRA CONTINENTAL KASHIPUR BYPASS ROAD RUDRAPUR, Uttarakhand – 263 153.

Full name of the Member _____ Signature _____

Full name of the Proxy _____ Signature _____

Note:

1. Electronic copy of the Annual Report for 2018 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/Depositary 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 2018 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose Email Ids are not registered with the Company or have requested for a hard copy.

ARCHIDPLY INDUSTRIES LIMITED

Regd. Office: Plot no. 7, Sector-9, IIE SIDCUL Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand -263153 CIN: L85110UR1995PLC008627, Email- info@archidply.com Website: www.archidply.com Phone: +91-05944-250270, FAX: +91-05944-250269

Form No. MGT-11

PROXY FORM

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

Venue of the meeting : HOTEL RUDRA CONTINENTAL KASHIPUR BYPASS ROAD RUDRAPUR. , Uttarakhand -263153

Date & Time : TUESDAY 25TH SEPTEMBER 2018 **at 10:30AM**

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 23rd Annual General Meeting of the Company to be held on 25th September, 2018 at 10:30 AM 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.

Sl. No	Resolutions	Vote Optional See note 3	
		For	Against
	Ordinary Business		
1	Consider and adoption of audited financial statements for the year ended March 31, 2018, 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	Appointment of M/s. Priti Jhawar, Chartered Accountants, as auditors and fix their remuneration.		

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

_____
Signature of Proxy holder(s)

Signed this_____day of _____2018

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®
Since 1976
HEALTHY BREATHING
INDUSTRIES LIMITED

CORPORATE OFFICE:
Plot No.7, Sector 9, Integrated Industrial Area,
Pantnagar, Rudrapur - 263153
Ph: 05944 - 250270 / 250269

HEAD OFFICE
2/9, 1st Floor, W.H.S. Kirti Nagar, New Delhi - 110015
Ph: (011)- 45642555,
Email: delhi@archidply.com

www.archidply.com

NORTH ZONE		
New Delhi	–	011 - 42852022, 42665112
Jaipur	–	9950698180
Dehradun	–	9837055820
Western UP	–	9837055820
Lucknow	–	0522 - 4000543, 4000630, 9651999700
Chandigarh	–	07307511115
Punjab	–	07307411114
J & K	–	09419664597
EAST ZONE		
Kolkata	–	033 - 22831850, 22831862
Ranchi	–	09386324716
Guwahati	–	0943555881, 09207049788
Bhubaneshwar	–	0674 - 2548378, 9238123678
CENTRAL ZONE		
Pune	–	020 - 24261953
Indore	–	0731 - 4208750
Raipur	–	0771 - 6461091
WEST ZONE		
Ahmedabad	–	079 - 40067439, 40067440
Mumbai	–	022 - 26394425, 26, 27
Goa	–	09920564644
SOUTH ZONE		
Bangalore	–	080 - 23445607, 43420000, 09844023975
Chennai	–	044 - 45126103, 5, 07358037711
Cochin	–	09400563729, 09947080789
Hyderabad	–	040-65993311, 30521905
Coimbatore	–	09940064994
Mangalore	–	09611227153

GREENGUARD
GREENGUARD
Singapore Environment Council
ISO 14000
Environmental Management System
ISO 9001 : 2000
ISO : 9001 : 2008
Indian Green Building Council
CML / No - 9688012
BIS : Bureau of Indian Standard