

ANNUAL REPORT 2014

RISE ABOVE

CORPORATE INFORMATION

Board of Directors

Mr. Deen Dayal Daga
Executive Chairman

Mr. Shyam Daga
Managing Director

Mr. Rajiv Daga
Joint Managing Director

Mr. Mohammed Shahid Aftab
Director

Mr. Kamal Kishore Taparia
Director

Mr. Bharathkumar Hukumchand Rathi
Director

Stake holder's / Relation Committee

Mr. Rajiv Daga

Mr. B.H. Rathi

Mr. M.S. Aftab

Mr. K.K. Taparia

Audit Committee

Mr. Shyam Daga

Mr. B.H. Rathi

Mr. M.S. Aftab

Mr. K.K. Taparia

Nomination and Remuneration Compensation Committee

Mr. K.K. Taparia

Mr. B.H. Rathi

Mr. M.S. Aftab

Auditors

M/s. G R V & P K

Chartered Accountants

205, 2nd Floor, Jala Shambhavi Complex,

22 & 23, 1st Main Road,

Gandhinagar, Bangalore - 560 009.

Ph.: 080-41242688

Company Secretary & Compliance Officer

Mr. Rajneesh Sharma

Bankers

State Bank of India

Commercial Branch,
1st Floor, Krishi Bhavan, Hudson Circle,
Bangalore - 560 001.

Vijaya Bank

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

Registered Office

29/2, G.K. Manor,
1st Floor, Nehru Nagar Circle,
Seshadripuram,
Bangalore - 560 020.
Tel: 080-2344 5607 / 0258 / 4342 0000
Fax: 080-2334 8463
E-mail: info@archidply.com

Plant Locations

Rudrapur Unit

Archidply Industries Ltd
Plot-7, Sector-9, IIE, SIDCUL
Pantnagar,
Udham Singh Nagar
Uttarakhand - 263153

Chintamani Plant

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

Registrar & Transfer Agent

Karvy Computershare Private Limited

Plot # 17 to 24, Vithalrao Nagar,
Madhapur, Hyderabad - 500 086.
Tel: 1-800-3454001
Fax: 040-2342 0814
E-mail: einward.ris@karvy.com

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NOTICE

NOTICE is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of **ARCHIDPLY INDUSTRIES LIMITED** will be held on Monday 29th September, 2014 at 10.00 a.m. at CITRINE HOTEL, No- 211, S C Road, Sheshadripuram, Bangalore-560 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 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 No.01412917) who retires by rotation and being eligible, seeks reappointment
3. To reappoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting (AGM) and to authorize the Board of Directors to fix their remuneration and for the purpose, to pass the following resolution, which will be proposed as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 Messrs. GRV & PK Chartered Accountants, Bangalore, (Firm Registration No.0080995) the retiring auditors, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting (subject to ratification at every AGM) of the company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration as may be determined by Audit Committee for the said period and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

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

"RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013, Mr. Mohammed Shahid Aftab, (DIN 01363518) Director of the Company who retires by rotation at the AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Mohammed Shahid Aftab as a candidate for the office of the director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March 2019, not liable to retire by rotation."

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

"RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013, Mr. Kamal Kishore Shrigopal Taparia, (DIN 01829829) Director of the Company who retires by rotation at the AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Kamal Kishore Shrigopal Taparia as a candidate for the office of the director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March 2019, not liable to retire by rotation."

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

"RESOLVED THAT, pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013, Mr. Bharath Kumar Hukumchand Rathi, (DIN 01857860) Director of the Company who retires by rotation at the AGM and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Bharath Kumar Hukumchand Rathi as a candidate for the office of the director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March 2019, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Name of the Related Party	Nature of Transaction	Value of Transaction
Assam Timber Products P Ltd (ATPL)	Purchase of raw materials, semi-finished and Finished Goods from ATPL	Rs. 50 Crores per financial year.

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

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Name of the Related Party	Nature of Transaction	Value of Transaction
Assam Timber Products P Ltd (ATPL)	ATPL to use the Trade Mark in relation to the Plywood and wood panel products and pay the Archidply Industries Limited 5% Royalty on its total gross sales limited up to Rs.50 crores per financial year	Rs. 2.50 Crores per financial year.

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

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Place : Bangalore
Date : 28th May, 2014

Rajneesh Sharma
Company Secretary & Vice President

Registered Office :
29/2, G.K. Manor,
1st Floor, Nehru Circle,
Sheshadripuram,
Bangalore - 560 020.

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
3. In terms of Section 149 read with Section 152 of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the directors to retire by rotation have been reascertained and accordingly, Mr. Rajiv Daga, Joint Managing Director will retire at the ensuing annual general meeting and being eligible offers himself for re-appointment.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd, September, 2014 to 29th September, 2014 (both days inclusive) in connection with the Annual General Meeting.
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. Member's attention is being drawn that pursuant to the provisions of Section 124 of the Companies Act, 2013, Dividend & Refund Orders which remain unpaid or unclaimed for a period of seven years will be transferred to the Investors Education & Protection Fund(IEPF) of the Central Government.
8. Members who have not encashed there in dividend/Refund Orders for the year 2008-09 are requested to write to the Company share Department at its Registered Office or to the Registrar or share Transfer Agent of the Company at M/s Karvy Computer share Private Limited, Plot no 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad-500 086, India; email einward.ris@karvy.com. It may be kindly noted that once the amount in the unpaid dividend accounts are transferred to the Investors Education & Protection Fund(IEPF) of the Central Government, no claim shall lie against the fund of the Company in respect thereof and members would lose their right to claim such dividend
9. 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.
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 Industries Limited, Plot no. 17 to 24, Vithalrao Nagar, Madhavpur, Hyderabad – 500 086.
13. E-voting

(1) PROCEDURE AND INSTRUCTIONS FOR E-VOTING

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

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Form. Your folio/DP

User – ID	For Members holding shares in Demat Form:-
	a) For NSDI :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact Karvy Computershare Pvt. Ltd. toll free No. 1-800-34-54-001 for any further clarifications.
 - iv) Members can cast their vote online from 9:00 am on Tuesday 23rd September, 2014 to 6:00 pm on Thursday 25th September, 2014.
 - v) After entering these details appropriately, click on "LOGIN".
 - vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) You need to login again with the new credentials.
 - viii) On successful login, system will prompt to select the 'Event' i.e., 'Archidply Industries Limited'
 - ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
 - x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
 - xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to vshivaprakash@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- (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) 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 Friday, 22.08.2014.
 - (4) The Board of Directors have appointed Mr. JV Shivaprakash, Company Secretary in practice, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner
 - (5) 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.
 - (6) 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)
 - (7) 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

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

Item No. 4 to 6

Pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. Mohammed Shahid Aftab, Mr. Kamal Kishore Shrigopal Tapararia and Mr. Bharath Kumar Hukumchand Rathi as an Independent Director of the Company to hold office for 5 (five) consecutive years till the conclusion of the 24th Annual general Meeting of the Company in the calendar year 2019.

Further none of them is not disqualified from being appointed as director under section 164 of the Companies Act and has given their consent to act as a director.

The company has received notices in writing from members along with the deposit of the requisite amount under section 160 of the Act proposing the candidature of each of the appointees for the office of director of the Company.

The company has also received declaration from them that they met with the criteria of Independence as prescribed both under sub-section (6) of section 149 of the Act and under Clause 49 of the Listing Agreement.

Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their Relatives are concerned or interested in the proposed Ordinary Resolutions as set out in item nos. 4 to 6 of this notice.

The Board recommends the Ordinary Resolutions set out in Item No. 4 to 6 of the Notice for approval by the shareholders.

As per the requirement of Clause 49 of the listing agreement on Corporate Governance for appointment of the Directors/ re-appointment of the retiring Directors, a statement containing details of the concerned Directors are given below:

Name of Director	Mr. Kamal Kishore Shrigopal Taparia	Mr. Bharath Kumar Hukumchand Rathi	Mr. Mohammed Shahid Aftab	Mr. Rajiv Daga
Date of Birth	27.06.1951	15.08.1947	22.03.1946	26.04.1978
Date of Appointment	03.09.2007	03.09.2007	07.09.2007	22.12.2004
Qualification	B.E. (Mech) from MBM College of Engineering in 1972	B.Arch., A.I.I.A	M.Com, CAIIB	B.E. (Industrial)
Expertise in specified functional area	Having 35 years' experience in the fields of Marketing & Cement Industry	Having 35 years' experience in the field of Architecture & Interior Designing	Having 40 years' experience in the field of Banking and Finance	Having 13 years' experience in the marketing, advertisement and production in the plywood industry
Shareholding in Archidply Industries Limited	NIL	NIL	NIL	812500
List of outside Directorship held excluding Alternate Directorship and Private Companies.	1. D.S.Kulkarni Developers Ltd 2. Universal Construction Machinery & Equipment Ltd.	NIL	Assets Care and Reconstruction Enterprise Ltd	The Mysore Chipboards Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	Member Audit Committee Remuneration Committee Investor Grievance Committee	Member Audit Committee Remuneration Committee Investor Grievance Committee	Chairman Audit Committee Member Remuneration Committee Investor Grievance Committee	Member Investors Grievances Committee
Chairman/ Member of the Committee of the Board of Directors of other Companies in which he or she is a Director	NIL	NIL	NIL	NIL
a. Audit Committee	D.S.Kulkarni Developers Ltd - Member	NIL	NIL	NIL
b. Investor Grievance committee	NIL	NIL	NIL	NIL
c. Remuneration Committee	NIL	NIL	NIL	NIL

Item No.7

Considering the provisions of the Clause 49 of the Equity Listing Agreement which and Section 188 of the Companies Act, 2013 and the rules made thereunder, your Company proposes to purchase raw materials, semi-finished and finished goods from its associate Company i.e. Assam Timber Products P Ltd, in future. The proposed contract or arrangement is in ordinary course of company's business and is being made on arm's –length basis. However, as a matter of abundant precaution and also to exhibit greater transparency while dealing in the Related Party transaction, the Board consider it appropriate to seek approval of the shareholders at the ensuing AGM. The Audit Committee at its meeting held on 28.05.2014 has recommended the aforesaid contract and arrangement.

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

Purchase of raw materials, semi-finished and Finished Goods from ATPL

Name of the Related Party	Name of Director or Key Managerial Personnel who is related	Nature of Relationship with Related Party
Assam Timber Products P limited (ATPL)	Mr. Deen Dayal Daga Mr. Shyam Daga Mr. Rajiv Daga	Mr. Deen Dayal Daga & Mr. Rajiv Daga, Directors in the ATPL. Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga, Shareholders of ATPL, holding more than 2% of its paid up capital. ATPL promoter and associate Company.

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

The Company to purchase the raw materials, semi-finished and Finished Goods from ATPL up to Rs. 50 crores per financial year. The pricing of the product and terms of payment is mutually decided from time to time which fluctuates depending on the demand and supply of the market. There is no tenure of the arrangement however it is carried on till it is beneficial to the Company

The Board Considers the aforesaid arrangement would be immense benefit to the Company and accordingly recommends the resolution set out in item no. 7 of the Notice for approval by the shareholders. None of the Directors or Key Managerial personnel of the Company and their relatives, other than the Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga and their relatives, are interested in the proposed resolution.

Item No.8

Considering the provisions of the Clause 49 of the Equity Listing Agreement which and Section 188 of the Companies Act, 2013 and the rules made thereunder, your Company proposes to grant licence to Assam Timber Products Limited (ATPL) to use the Trade Mark in relation to the Plywood and wood panel products and pay the Company 5% Royalty on its total gross sales purchase raw materials, semi-finished and finished goods in future. The proposed contract or arrangement is in ordinary course of company's business and is being made on arm's –length basis. However, as a matter of abundant precaution and also to exhibit greater transparency while dealing in the Related Party transaction, the Board consider it appropriate to seek approval of the shareholders at the ensuing AGM. The Audit Committee at its meeting held on 28.05.2014 has recommended the aforesaid contract and arrangement.

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

Name of the Related Party	Name of Director or Key Managerial Personnel who is related	Nature of Relationship with Related Party
Assam Timber Products P limited (ATPL)	Mr. Deen Dayal Daga Mr. Shyam Daga Mr. Rajiv Daga	Mr. Deen Dayal Daga & Mr. Rajiv Daga, Directors in the ATPL. Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga, Shareholders of ATPL, holding more than 2% of its paid up capital. ATPL promoter and associate Company.

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

The Company is the owner and proprietor of the trade mark "Archidply", proposes to grant licence to Assam Timber Products Limited (ATPL) to use the Trade Mark in relation to the Plywood and wood panel products and pay the Company 5% Royalty on its total gross sales of ATPL Limited up to Rs.50 crores p.a., i.e. the amount of royalty limited up to Rs 2.50 Crores per financial year. There is no tenure of the arrangement however it is carried on till it is beneficial to the Company

The Board Considers the aforesaid arrangement would be immense benefit to the Company and accordingly recommends the resolution set out in item no. 8 of the Notice for approval by the shareholders. None of the Directors or Key Managerial personnel of the Company and their relatives, other than the Mr. Deen Dayal Daga, Mr. Shyam Daga and Mr. Rajiv Daga and their relatives, are interested in the proposed resolution.

By Order of the Board of Directors
For ARCHIDPLY INDUSTRIES LIMITED

Place : Bangalore
Date : 28th May, 2014

Rajneesh Sharma
Company Secretary & Vice President

Registered Office :

29/2, G.K. Manor, 1st Floor, Nehru Circle,
Sheshadripuram, Bangalore - 560 020.

DIRECTORS' REPORT

TO THE MEMBERS OF ARCHIDPLY INDUSTRIES LIMITED

Your Directors are pleased to present the Nineteenth Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2014.

FINANCIAL RESULTS

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

(₹ In Lakhs)

Particulars	Year ended 31 st March, 2014	Year ended 31 st March, 2013
Net sales	22,652.02	20189.39
Depreciation & Amortization Expenses	546.42	474.15
Finance Costs	1064.14	901.71
Profit before tax	508.86	249.98
Taxation	107.76	43.51
Profit after tax	401.10	206.47

PERFORMANCE REVIEW

During the year of operation, your Company has earned a profit after tax for current year of Rs. 401.10 lakhs as compared to Rs. 206.47 lakhs p.a. registering the growth of 94.26% over last year. Your Company's Net turnover during the year ended 31.03.2014 was Rs. 22,652.02 lacs as against the previous year turnover of Rs. 20189.39 lacs. During the year under review the overall the net sales of the Company grew by 12.20% over the last year. The Export turnover of the Company has also increased from Rs. 9,53,70,076 to Rs. 14,14,63,156, resulting in 48.33% growth over last year.

DIVIDEND

To further improve its capacity utilization, consolidate its existing facilities and strengthen its financial position, the management has retained the profit and no dividend is recommended.

TRANSFER TO RESERVE

The Board of Directors proposes to Transfer Profit After Tax Rs. 401.10 lakhs to the General Reserve.

SUBSIDIARIES OF THE COMPANY

The Company does not have any subsidiary Company.

DIRECTORS' RESPONSIBILITY STATEMENT AS PER SECTION 217(2AA) OF THE COMPANIES ACT, 1956.

Pursuant to Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed,

- That in the preparation of the accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That the Directors have 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 or loss of the company for the year under review;

- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- That the Directors have prepared the accounts for the financial year ended March 31, 2014 on a going concern basis.

CORPORATE GOVERNANCE

The Corporate Governance & MDA report forms an integral part of the report and is set out as separate annexure to this report. The certificate from the Statutory Auditor of the Company certifying compliance of the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement is annexed to the report on Corporate Governance.

AUDIT COMMITTEE / INVESTOR GRIEVANCE COMMITTEE/ REMUNERATION & COMPENSATION COMMITTEE

The Board of Directors has constituted three committees i.e. Audit Committee, Investor Grievance committee and Remuneration/ Compensation Committee as per the requirement of Corporate Governance under the Listing Agreement. The majority of the members of these committees are independent & non executives.

FIXED DEPOSITS

The Company has neither accepted nor renewed any Fixed Deposits from the public during the year under review.

DIRECTORS

Pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and clause 49 of the Listing Agreement, it is proposed to appoint Mr. Mohammed Shahid Aftab, Mr. Kamal Kishore Shrigopal Taparia and Mr. Bharath Kumar Hukumchand Rathi as an Independent Director of the Company to hold office for 5 (five) consecutive years till the conclusion of the 24th Annual general Meeting of the Company in the calendar year 2019.

Mr. Rajiv Daga Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting. He is eligible for appointment and offers himself for re-appointment.

A brief resume of the Directors being appointed / re-appointed are attached to the Notice for the ensuing Annual General meeting.

None of the Directors of your Company is disqualified as per provisions of Section 164 of the Companies Act, 2013. The Directors of the Company have made necessary disclosures as required under various provisions of the Companies Act and clause 49 of the Listing Agreement.

Your Board recommend their appointment as Directors of your Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The net Profit before tax of the company has increased by Rs. 5 crore during the FY2014, thus for the FY2015, Company has constituted the CSR committee of the Board comprising of Mr. K.K. Taparia, Mr. B.H. Rathi, Mr. Shyam Daga & Mr. Deen Dayal Daga. The committee shall recommend the policy for CSR to the Board as per the section 135 of the companies Act, 2013 & Rules made there under.

LISTING FEES

The Equity shares of the Company are listed with Bombay Stock Exchange Ltd. (BSE) & National Stock exchange (NSE) of India Limited (NSE). The annual listing fee for the year 2014-15 was paid within the scheduled time to BSE & NSE.

AUDITORS

M/s GRV & PK, Chartered Accountants, (Firm Registration No.008099S) who are statutory auditors of the Company hold office, in accordance with the provisions of the Companies Act, 2013, upto the conclusion of the third consecutive Annual General Meeting and are eligible for reappointment.(subject to ratification at every Annual General Meeting)

The Company has received letter from them to the effect that their appointment / reappointment, if made, would be within the prescribed limits under Section 139 & 142 of the Companies Act, 2013 and that they are not disqualified for such appointment / reappointment within the meaning of Section 141 of the said Act.

For the observations made by the Auditors in their report are self explanatory and do not require any explanations.

COST AUDITORS

Pursuant to the directives of the Central Government under the provision of Section 233B of the Companies Act, 1956, M/s. A.S. Rao & Co. Cost Accountants, FRN: 000326 were appointed to audit the cost records of the Company. The Cost Audit Report for the Financial Year 2012-13 has been filed on 10.10.2013 and the cost audit report for the Financial year 2013-14 shall be filed within due date.

CEO/CFO CERTIFICATION

As required by clause 49 of the listing Agreement, the CEO/CFO Certification has been submitted to the Board and a copy thereof is contained elsewhere in this Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The statement containing the necessary information as required under the Section 171(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in Report of Board of Directors) Rules 1988, relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are annexed hereto and forms an integral part of this report.

EMPLOYEE PARTICULARS

The Statement of employees required under Section 17(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is not annexed, as there are no employees drawing salary exceeding the present limits as provided under the Act.

The relations between the management and employees remain normal and cordial during the year under review.

ACKNOWLEDGMENTS

The Directors wish to thank the Company's esteemed customers, partners, suppliers, bankers and above all, its shareholders and investors for their continued support and co-operation. Your Directors wish to place on record their deep sense of appreciation for the dedication, commitment and contribution made by the employees at all levels during this year.

For and on behalf of the Board of Directors

Deen Dayal Daga
Chairman

Place : Bangalore
Date : 28th May, 2014

CERTIFICATE BY MANAGING DIRECTOR & CFO

The Board of Directors

Archidply Industries Ltd.

Bangalore – 560020

- I hereby certify for the financial year ended 31st March, 2014, on the basis of review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:-
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are to the best of our knowledge and belief, no transactions entered into by the Company during the year 2013-14, which are fraudulent, illegal or violative of the Company's code of conduct.
 - I accept responsibility for establishing and maintaining internal controls for financial reporting. I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee those deficiencies, of which I am aware, in the design and operation of the internal control systems and that I have taken the required steps to rectify those deficiencies.

I further certify that:

- There have been no significant changes in internal control over financial reporting during the year.
- There have been no significant changes in accounting policies during the year.
- There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

Place: Bangalore

Date: 28.05.2014

Shyam Daga

Managing Director & CFO

ANNEXURE TO THE DIRECTORS' REPORT

UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES 1988

A. CONSERVATION OF ENERGY

The Company gives paramount importance and priority to energy conservation and conservation of resources. Continuous efforts are being made towards the optimization of operational efficiency in power consumption, 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.

B. RESEARCH AND DEVELOPMENT (R & D)

• Specific areas in which R & D carried out by the Company.

The Company is having 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 rationalisation, product quality improvement, and environmental friendly product.

• Imported technology

Name of the Machine	Imported From	Year of Import	Status
4 feet Spindless – peeling Machine	China	2013-14	Installed
4 feet log feeding	China	2012-13	Installed
4 feet barking Machine	China	2012-13	Installed
4 feet Log Convey	China	2012-13	Installed
4 feet Spindless – cutting Machine	China	2012-13	Installed

C. FOREIGN EXCHANGE EARNING & OUTGO

Earnings : ₹ 141,463,156

*Outgo : ₹ 167,825,153

*Import of raw materials Stores, spare parts, capital goods & travel

For and on behalf of the Board
of Archidply Industries Limited

Deen Dayal Daga
Chairman

Place : Bangalore
Date : 28th May, 2014

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

We believe that our company shall go beyond adherence to regulatory framework. 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 COMPOSITION

1. SIZE AND COMPOSITION OF THE BOARD

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 31.03.2014. 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 31.03.2014. All the Directors have made necessary disclosures regarding committee positions occupied by them in other Companies.

There is no pecuniary relationship or transaction of the non-executive directors with the Company.

During the year under review, 4 Board Meetings were held during the financial year ended 31st March, 2014. The dates of the Board meeting were 28.05.2014, 13.08.2013, 14.11.2013, 14.02.2014. 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 in Annexure X to Clause 49 of the Listing Agreement 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 2013-14 Attendance at		No. of Other Director-ships held *	No. of Committee Positions held	
		BM	Last AGM		This Company	Other Company
Mr. Deen Dayal Daga (Chairman)	Promoter	1	No	1	Nil	Nil
Mr. Shyam Daga (Managing Director)	Promoter	4	Yes	1	2	Nil
Mr. Rajiv Daga (Joint Managing Director)	Promoter	1	No	1	1	Nil
Mr. K.K. Taparia (Director)	Independent	4	No	2	3	1
Mr. B.H. Rath (Director)	Independent	4	No	NIL	3	Nil
Mr. M.S. Aftab (Director)	Independent	3	No	1	3	Nil

* Excludes directorships held in Private Companies and Companies incorporated under Section 25 of the Companies Act, 1956.

The Board of directors comprises 6 Directors out of which 3 Directors are Non-executive Directors. 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.

In terms of the provisions of the Companies Act, 1956 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. Accordingly, Mr. Rajiv Daga would retire by rotation at the ensuing Annual General Meeting of the company and being eligible he offer himself for reappointment. Mr. M.S. Aftab, Mr. K.K. Taparia, Mr. B.H. Rath, independent directors have been recommended for reappointment for 5 years. Information as required under Clause 49(VI) of the Listing Agreement on director's appointed/reappointed at this Annual General Meeting is annexed to the Notice of the Annual General Meeting.

AUDIT COMMITTEE

COMPOSITION & TERMS OF REFERENCE :

i) **Brief description of terms of reference :**

The terms of reference of the Audit Committee, includes all matters as specified for Audit Committee under the Listing Agreement.

ii) **Meeting, Composition, designation, Category and Attendance thereof :**

During the year 2013-14, 4 meetings of Audit Committee were held on 29.05.2012, 14.08.2012, 12.11.2012, and 14.02.2013. The Composition and other details of Audit Committee of the Company is as follows:

Sl.	Name of Director	Designation	Category	No. of meeting attended
1	Mr. M.S.Aftab	Chairman	Non Executive, Independent	3
2	Mr. B.H.Rathi	Member	Non Executive, Independent	4
3	Mr. Shyam Daga	Member	Executive, Promoter	4
4	Mr. K.K.Taparia	Member	Non Executive, Independent	4
5	Mr. Kamal Kishore	Auditor	Auditor	4
6	Mr. Rajneesh Sharma	Secretary to the Committee	Company Secretary	4

NOMINATION & REMUNERATION COMMITTEE:

(i) **Brief description of terms of reference:**

The Board has constituted a remuneration/Compensation Committee of the Company. The terms of reference of the Committee are to make recommendation to the Board for induction of any new Director on the Board and also help to ensure that the non Executive Director decides on appointment/re-appointment, remuneration, assessment and progression of Whole-time Directors. The Committee also reviews the ESOP scheme as drawn form time to time.

ii) **Meeting, Composition, designation, Category and Attendance thereof :**

During the year 2013-14, no meeting of the Remuneration committee was held. The composition of the Remuneration committee as under.

Sl.	Name of Director	Designation	Category
1	Mr. M.S.Aftab	Chairman	Non Executive, Independent
2	Mr. B.H.Rathi	Member	Non Executive, Independent
3	Mr. K.K.Taparia	Member	Non Executive, Independent
4	Mr. Kamal Kishore	Auditor	Auditor
5	Mr. Rajneesh Sharma	Secretary to the Committee	Company Secretary

DETAILS OF REMUNERATION PAID TO DIRECTORS

a) **Executive Directors :**

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

(In ₹)

Name of Director	Basic Salary	HRA	Others	Total
Mr. Deen Dayal Daga	16,20,000	9,72,000	-	25,92,000
Mr. Shyam Daga	15,06,252	9,03,744	-	24,09,996
Mr. Rajiv Daga	12,36,254	7,41,744	-	19,77,998

- No commission is payable to the Executive Directors.
- No sitting fee is paid to Executive Directors for attending the meeting of Board of Directors of the Company or committees thereof.
- There is no separate provision for payment of severance fees.
- The above details exclude the club membership fee of Rs.1860

b) Non-Executive Directors :

Non-executive Directors are paid the sitting fees for attending the Board Meetings and Committee Meetings

(In ₹)

Name of Directors	Sitting fees for Board Meeting	Sitting fees for Committee Meeting
Mr. M.S.Aftab	45,000	30,000
Mr. B.H. Rathi	60,000	40,000
Mr. K.K. Taparia	60,000	40,000

* The above sitting fee is exclusive of Service tax (An amount of Rs.24,720 has been paid as service tax which was applicable from July 2012) and TDS deducted accordingly.

SHAREHOLDERS/INVESTORS GRIEVANCES COMMITTEE AND SHARE TRANSFER COMMITTEE:

(i) Brief description of terms of reference:

The Committee reviews, records and expedite transfer of shares, issue of duplicate share certificate, rematerialization etc. and helps to resolve/attend to any grievance of Shareholders/Investors and to minimize any delays in the transfer process. Any investor grievance is referred to the Committee in the first instance, for earliest resolution of any problem. During the year 2013-14, complaints/requests received from the shareholders/investors through SEBI/Stock Exchange and directly from shareholders/Investors has been resolved

(ii) Meeting, Composition, designation, Category and Attendance thereof:

During the year under review, the committee met on 28.05.2013, 13.08.2013, 14.11.2013, 14.02.2014. The Composition and other details of the Shareholders/Investors Grievances Committee and Share transfer Committee of members of the Company was as follows:

Sl.	Name of Director	Designation	Category	No. of meeting attended
1	Mr. Shyam Daga	Member	Executive, Promoter	4
2	Mr.Rajiv Daga	Member	Executive, Promoter	1
3	Mr. B.H. Rathi	Chairman	Non Executive, Independent	4
4	Mr. M.S.Aftab	Member	Non Executive, Independent	3
5	Mr. K.K.Taparia	Member	Non Executive, Independent	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.

During the year half-yearly certificate(s), confirming due Compliance of the share transfer formalities by the Company (clause 47(c) of the listing agreement); and Secretarial audit report (s) {Under SEBI (Depositories and participant) Regulations, 1996} for reconciliation of total admitted capital with both the depositories, were obtained from a Practicing Company Secretary/Statutory Auditor and the same were submitted with the stock Exchanges within the stipulated time.

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

GENERAL BODY MEETINGS

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

Year	Location	Date	Time
2013	Ramanashree California Resort, Ananthpura Gate, Doddaballapur road, Yelahanka, Bangalore	28.09.2013	10:00 A.M
2012	Ramanshree Californoa Resort, Ananthpura Gate, Doddabalpura Road, Yelhanka, Bangalore – 560064	29.09.2012	10:00 A.M.
2011	Ramanshree Californoa Resort, Ananthpura Gate, Doddabalpura Road, Yelhanka, Bangalore – 560064	29.09.2011	10:00 A.M.

The following Special Resolution was taken up in the last three AGMs:

September 29, 2012

- Re-Appointment of Chairman, Managing Director and Joint Managing Director for a term of 3 years.
- Revision of remuneration of Chairman , Managing Director & Joint Managing director

Disclosures

- None of the transactions with any of the related party was in conflict with the interest of the Company at large. The details of related party transactions are given in the Notes to Accounts forming part of the Annual Accounts.
- No strictures / penalties have been imposed on the Company by the Stock Exchanges or the SEBI or any statutory authority on any matters related to capital markets during the last three years.
- The Company has complied with the requirements of the stock exchange or SEBI on matters related to Capital Market as applicable.
- The Company has complied with the mandatory requirements of clause 49 of the listing agreement.

Means of Communication

In order to attain maximum shareholders – reach, the quarterly and half yearly financials results of the Company during the year 2013-14 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 2013, 30th September, 2013 and 31st December, 2013 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 18th Annual General Meeting :

Year	Location	Date	Time
2014	CITRINE HOTEL, No- 211 S C Road, Sheshadripuram, Bangalore-560 020	29th September 2014	10:00 A.M

2. Financial Year

The Company's financial year was from April 1st 2013 to March 31st 2014.

3. Date of Book Closure

23rd September ,2014 to 29th September 2014 (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 2013-14 has been paid to the concerned stock exchange on demand. The Equity shares of the Company are listed at:

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 Nifty :

Monthly closing high and low quotation of shares traded on National and Bombay Stock Exchanges for the year 2013-14.

Year 2013-2014 Month *	BSE				NSE			
	Share Price High (₹)	Share Price Low (₹)	Sensex High	Sensex Low	Share Price High (₹)	Share Price Low (₹)	S&P CNX Nifty High	S&P CNX Nifty Low
April-13	7.90	6.00	19622.68	18144.22	8.15	6.10	5962.30	5477.20
May-13	8.75	6.65	20443.62	19451.26	9.00	6.10	6229.45	5910.95
Jun-13	9.80	7.10	19860.19	18467.16	10.30	7.05	6011.00	5566.25
Jul-13	8.78	5.55	20351.06	19126.82	9.60	5.75	6093.35	5675.75
Aug-13	7.40	4.25	19569.20	17448.71	6.05	4.05	5808.50	5118.85
Sep-13	6.70	5.45	20739.69	18166.17	6.60	4.10	6142.50	5318.90
Oct-13	8.00	5.90	21205.44	19264.72	7.90	6.45	6309.05	5700.95
Nov-13	7.00	5.99	21321.53	20137.67	7.10	6.00	6342.95	5972.45
Dec-13	7.29	5.91	21483.74	20568.70	7.35	6.10	6415.25	6129.95
Jan-14	10.75	6.76	21409.66	20343.78	10.90	7.35	6358.30	6027.25
Feb-14	10.50	9.00	21140.51	19963.12	10.25	9.00	6282.70	5933.30
Mar-14	10.50	8.37	22467.21	20920.98	10.55	9.85	6730.05	6212.25

* 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
Plot No. 17 to 24, Vithalrao Nagar,
Madhapur, Hyderabad – 500 086
Tel: 01-800-3454001
Fax: 040-23420814 E-mail: einward.ris@karvy.com

9. Distribution of Shareholdings :

The distribution of shareholding as on as on 31.03.2014 is given as under:

Category	Cases	% of Cases	Amount	% of Amount
upto 1 - 5000	5960	74.06	9823370.00	4.45
5001 - 10000	995	12.36	7379420.00	3.34
10001 - 20000	746	9.27	9878080.00	4.48
20001 - 30000	108	1.34	2701730.00	1.22
30001 - 40000	44	0.55	1520810.00	0.69
40001 - 50000	48	0.60	2246400.00	1.02
50001 - 100000	68	0.85	5064140.00	2.30
100001 & ABOVE	78	0.97	182036050.00	82.50
Total:	8047	100.00	220650000.00	100.00

The distribution of shareholding according to category as on 31.03.2014

SHARE HOLDING PATTERN AS ON 31/03/2014

Sl. No.	Description	Cases	Shares	% Equity
1	CLEARING MEMBERS	8	1525	0.01
2	H U F	389	327553	1.48
3	BODIES CORPORATES	152	1168679	5.30
4	NON RESIDENT INDIANS	68	113121	0.51
5	PROMOTERS BODIES CORPORATE	4	8951499	40.57
6	PROMOTER HUF	1	20000	0.09
7	PROMOTER COMPANIES	1	2810750	12.74
8	PROMOTER INDIVIDUALS	3	3307880	14.99
9	COMPANY PROMOTERS	2	816600	3.70
10	RESIDENT INDIVIDUALS	7419	4547393	20.61
Total:		8047	22065000	100.00

10. Dematerialization of Shares and liquidity :

As on 31.03.2014, of the shareholding were held in dematerialized form as per details mentioned below:

Description	No. of Holders	Shares	% to Equity
PHYSICAL	27	91775	0.42
NSDL	4777	19550825	88.60
CDSL	3243	2422400	10.98
Total:	8047	22065000	100.00

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 31.03.2014.

12. Plant locations :

Rudrapur	Plot No. 7, Sector 9, IIE, SIDCUL Pant Nagar Industrial Area, 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

29/2, G.K. Manor, 1st Floor, Nehru Nagar Circle

Sheshadripuram, Bangalore – 560 020.

Tel: 080-2344 5607 / 4342 0000

Fax: 080-2334 8463

E-mail: info@archidply.com Website: www.archidply.com

Non- Mandatory Requirements

The company has not adopted any of the non-mandatory requirements as enumerated in Annexure XIII to Clause 49 of the Listing Agreement except the constitution of Remuneration Committee.

Affirmation regarding Compliance with the Code of Conduct

The Company has adopted Code of Conduct for all its employees, including the Senior Management Personnel and Board Members and these Codes are available on the Company's website (www.archidply.com).

I hereby confirm that all Board members and senior management personnel have affirmed compliance with the Code of Conduct applicable to them in respect of the year ended 31st March, 2014.

For and on behalf of the Board
of ARCHIDPLY INDUSTRIES LIMITED

Place : Bangalore
Date : 28th May, 2014

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 31.03.2014, as stipulated in clause 49 of the Listing Agreement of 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 Listing Agreement.

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
G R V & P K
Chartered Accountants
FRN : 008099S

Place : Bangalore
Date : 28th May, 2014

Kamal Kishore
Partner
M. No.: 205819

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian economy has made the modest recovery in the second half of FY 2013-14 but the persistent inflation, fiscal imbalances and low investments resulted in sluggish domestic demand growth. The steps taken by the RBI and Indian Govt have somewhat helped in stabilizing the Financial markets. Operating in the volatile and uncertain environment and sluggish demand the Company was able to increase its sales and profit by 12% and 94% respectively.

2. OPPORTUNITIES & THREATS

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

In spite, of all these positive factors there are threats in the form of dumping, import of low cost products from overseas, increasing number of manufacturers in both organized as well as unorganized sectors may recede the projected growth

As your company's brand is well established in the market and pan India presence with dedicated channel partners nationwide for more than three 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:

(₹ In Lakhs)

Particulars	2013-14
Net Sales	22,652.02
Other Income	308.56
Total Revenues	22960.58
Cost of Materials Consumed	11,877.98
Purchases of Stock in Trade	4498.59
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	(942.27)
Employee benefits expense	1791.87
Finance Costs	1064.14
Depreciation & Amortisation Expenses	546.42
Other Expenses	3614.96
Total Expenditure	22451.72
Profit Before Tax	508.86
Tax	107.76
Profit after Tax	401.10

During the year the Company has achieved a turnover of Rs. 22,652.02 lakhs and earns profit before Tax [PBT] of Rs. 508.86 lacs (margin 2.25%) and profit after taxes of Rs. 401.10 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

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

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

The above presentation is based on future growth prospects and certain statements are forward looking as required by applicable laws and regulations.

Apart from the above mentioned factors, other external factors will affect the actual results and no conclusion can be drawn based on this as the future performance of the company may differ from the one projected by your directors.

For and on behalf of the Board
of ARCHIDPLY INDUSTRIES LIMITED

Deen Dayal Daga
(Chairman)

Place : Bangalore
Date : 28th May, 2014

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

M/s. ARCHIDPLY INDUSTRIES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of M/s. Archidply Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31st 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standard notified under the Companies Act, 1956(The Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry Of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's Internal Control. 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.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- a. We have 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 and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of Section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13th Sept, 2013 of the Ministry of Corporate Affairs in respect of Sec 133 of the Companies Act, 2013; and
- e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For G R V & P K
Chartered Accountants
FRN : 008099S

Place : Bangalore
Date : 28th May, 2014

Kamal Kishore
Partner
M. No.: 205819

ANNEXURE TO THE AUDITORS' REPORT

(REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE)

1. In respect of its Fixed Assets :
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - b) As explained to us, fixed assets have been physically verified by the management on regular intervals during the year and there is regular programme of verification which in our opinion is reasonable having regard to the size of the company and nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) The fixed Assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
2. In respect of its inventories :
 - a) As explained to us physical verification of the Inventory has been conducted by management at reasonable intervals.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. In respect of the loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956:
 - a) The Company has not granted any Loans and Advances to party covered in the Register maintained under section 301 of the Companies Act, 1956. Hence, the clause 4(iii) (a), (b), (c) and (d) of the same order are not applicable to the Company.
 - b) The Company has taken unsecured loan from two parties covered in the Register maintained under Section 301 of the Companies Act, 1956. The maximum balance outstanding during the year was Rs. 2,15,50,741/- and the balance outstanding as on 31st March 2014 is Rs. 1,48,26,661/-.
 - c) No Interest is paid on loan taken. Other terms and conditions on which loan taken from the company listed in the Register maintained under Section 301 of the Companies Act, 1956 are prima facie, not prejudicial to the interest of the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any major weakness in such internal controls.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
 - a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into the Register in pursuance of Section 301 of the Companies Act, 1956 have been so entered.
 - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees five lakhs in respect of any party during the year have been made at price which are reasonable having regard to prevailing market price at the relevant time.
6. In our opinion and according to the information and explanations given to us, the company has not accepted deposits in terms of Sections 58A and Section 58AA or any other relevant provisions of the Companies Act, 1956.
7. In our opinion, the Company has an adequate internal audit system commensurate with its size and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
9. In respect of Statutory dues:
 - a) According to the information and explanations given to us, the company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales – Tax, Mandi Tax, VAT, Service Tax, Custom duty, Excise duty, cess and any other material statutory dues with the appropriate authorities during the year.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014 for more than six months from the date they became payable.
 - c) According to the information and explanations given to us, details of disputed Sales Tax, Income Tax, Customs Duty, Service Tax, Excise duty and Cess which have not been deposited as on 31st March, 2014 on account of any dispute are given below:

Name of Statute	Nature of the dues	Disputed amount pending	Period to which the amount relates (Financial Years)	Forum where dispute is pending.
Central Excise Act	Excise duty & Penalty	Excise duty Rs.81,01,637/-	2000-2003	Honorable Supreme Court
		Excise Duty Rs. 7,07,89,019/-	2006 to 2012	Final order received from Commissioner of Customs & Central Excise, Meerut-II for demand. The Company as going for appeal to Tribunal.
Uttanchal Vat Tax Act	Sales Tax	Rs. 51,35,004/-	2006-07 & 2007-2008	The Joint Commisioner Appeal

- The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the year ending 31st March, 2014 and the immediately preceding financial Year.
- According to the records of Company examined by us and the information and explanations given to us, the company has not defaulted in the repayment of dues to the financial institutions and banks.
- In our opinion and according to explanations given to us and based on the information available, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures or other securities.
- In our opinion, the company is not a chit fund or a nidhi/ mutual benefit fund/society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
- In our opinion and according to the information and explanations given to us, the company is not dealing in or trading in shares, securities, debentures and other investments. All investments of the company are held in its own name.
- In our opinion and according to the information and explanations given to us, the company has not given guarantees for loans taken by others from bank or financial institutions.
- In our opinion and according to the information and explanations given to us, in our opinion, the term loans availed by the Company were prima-facie applied by the Company during the year for the purposes for which the loans were obtained.
- According to the information and explanations given to us and on an overall examination of the Balance sheet of the Company, funds raised on short term basis have, prima facie, not been used during the year for long term investments.
- During the year under considerations, the Company has not made preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- In our opinion and according to the information and explanations given to us the company has not issued any secured debentures during the year covered by our audit and there is no securities/charges created at the end of financial year.
- The company has not raised any money by way of public issue during the financial year.
- According to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

For G R V & P K
Chartered Accountants
FRN : 008099S

Kamal Kishore
Partner
M. No.: 205819

Place : Bangalore
Date : 28th May, 2014

BALANCE SHEET as at 31st March, 2014

(Amount in ₹)

PARTICULARS	Note No.	As at 31 st March, 2014	As at 31 st March, 2013
EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUND			
Share Capital	1	220,650,000	220,650,000
Reserve and Surplus	2	897,300,800	857,190,365
		1,117,950,800	1,077,840,365
2. NON - CURRENT LIABILITIES			
Long-term borrowings	3	98,520,646	103,658,643
Deferred Tax Liabilities (Net)	4	5,143,003	4,566,690
		103,663,649	108,225,333
3. CURRENT LIABILITIES			
Short-term borrowings	5	455,362,293	396,929,214
Trade Payables	6	530,054,643	491,549,044
Other Current Liabilities	7	87,373,080	74,259,737
Short-term provisions	8	58,462,962	57,877,623
		1,131,252,978	1,020,615,618
TOTAL		2,352,867,427	2,206,681,316
ASSETS			
1. NON CURRENT ASSETS			
Fixed Assets	9		
i) Tangible assets		556,904,932	499,044,773
ii) Intangible assets		37,095,064	40,187,026
iii) Capital work-in-progress		3,649,972	43,401,904
		597,649,968	582,633,703
Non-Current Investments	10	102,695	112,037
Long-term loans and advances	11	153,064,296	173,540,706
Other non-current assets	12	72,641,969	45,952,814
TOTAL OF NON CURRENT ASSETS		823,458,928	802,239,260
2. CURRENT ASSETS			
Inventories	13	863,554,445	760,201,487
Trade receivables	14	541,189,733	529,760,686
Cash and Bank Balances	15	107,039,480	98,949,270
Short-term loans and advances	16	17,624,840	15,530,613
Other current assets	17	-	-
TOTAL OF CURRENT ASSETS		1,529,408,499	1,404,442,056
TOTAL		2,352,867,427	2,206,681,316

NOTES ON FINANCIAL STATEMENT

1 to 36

As per our Report of even date attached here to

For and on behalf of the Board

For G R V & P K
Chartered Accountants
FRN : 008099S

Deen Dayal Daga
Chairman

Shyam Daga
Managing Director

Kamal Kishore
Partner
M. No.: 205819

Rajneesh Sharma
Company Secretary

Place : Bangalore
Date : 28th May, 2014

STATEMENT OF PROFIT AND LOSS for the year Ended 31st March, 2014

(Amount in ₹)

PARTICULARS	Note No.	For the year ended on 31 st March, 2014	For the year ended on 31 st March, 2013
<u>INCOME :</u>			
Revenue from operation (Gross)	18	2,308,322,093	2,061,899,617
Less : Excise Duty		43,119,805	42,960,288
Net Sales		2,265,202,288	2,018,939,329
Other Income	19	30,856,908	41,881,793
TOTAL		2,296,059,196	2,060,821,122
<u>EXPENDITURE :</u>			
Cost of Material consumed	20	1,187,798,187	954,383,999
Purchases of Stock-in-Trade	21	449,859,393	391,103,054
Changes in Inventories of Finished Goods, Work-in-progress and stock-in-trade	22	(94,227,199)	73,329,579
Employee benefits expense	23	179,187,523	149,580,608
Finance Costs	24	106,416,007	90,171,021
Depreciation & Ammortisation of Goodwill	10	54,642,195	47,414,520
Other Expenses	25	361,496,342	329,839,961
TOTAL		2,245,172,448	2,035,822,742
<u>PROFIT BEFORE TAXATION</u>		50,886,748	24,998,380
Provision for			
Current Tax		10,200,000	5,000,000
Deferred Tax		576,313	(648,931)
<u>PROFIT AFTER TAXATION</u>		40,110,435	20,647,311
Earning Per Share (₹)			
Basic & diluted		1.82	0.94

NOTES ON FINANCIAL STATEMENT

1 to 36

As per our Report of even date attached here to

For and on behalf of the Board

For G R V & P K
Chartered Accountants
FRN : 008099S

Deen Dayal Daga
Chairman

Shyam Daga
Managing Director

Kamal Kishore
Partner
M. No.: 205819

Rajneesh Sharma
Company Secretary

Place : Bangalore
Date : 28th May, 2014

CASH FLOW STATEMENT

(Amount in ₹)

PARTICULARS	For the year ended 31 st March, 2014	For the year ended 31 st March, 2013
A. CASH FLOWS ARISING FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax		
Add : Depreciation & Goodwill W/o	50,886,748	24,998,380
Misc Expenses W/o	54,642,195	47,414,520
Claims & Bad Debts		1,816,657
Provision for Leave Encashment	3,284,340	3,284,340
Provision for Gratuity	4,535,237	4,535,237
Provision for Discounts & Rebate	9,913,283	20,158,168
	72,375,055	77,208,922
Less : Interest Income	19,816,640	19,490,303
Net Prior Year Adjustments	371,159	163,599
(Profit) / Loss on sale of Fixed Assets	7,513,680	11,664,276
	27,701,479	31,318,178
Operating profit before working capital changes	95,560,323	70,889,124
(Increase) / Decrease in Inventory	(103,352,958)	16,784,070
(Increase) / Decrease in Debtors	71,059,704	(56,449,436)
(Increase) / Decrease in Loans & Advances	70,124,632	(46,382,323)
Increase / (Decrease) in Trade Payables	55,820,644	116,695,495
	(46,597,242)	30,647,806
Cash flow from Operations		101,536,930
Interest & Bank Charges (Net)	106,416,007	99,158,044
Gratuity Paid	(1,453,628)	(1,453,628)
Leave Encashment paid	(1,467,079)	(1,467,079)
Payment of Income Tax	5,783,511	(863,371)
Net Cash Flow from Operating Activities	158,243,892	196,910,896
B. CASH FLOWS ARISING FROM INVESTMENT ACTIVITIES		
Inflows :		
Proceeds on disposal of Fixed Assets	8,921,793	90,755,296
Interest Received	19,816,640	19,490,303
Sales of Investments	9,342	171,083
Outflows:		
Additions to Fixed Assets	114,642,747	114,443,200
Borrowing Cost Capitalised		738,808
Additions to Fixed Assets - Capital WIP	29,574,370	42,922,771
Additions to Investments	—	—
	(115,469,342)	(47,688,097)
Net Cash Flow from Investment Activities		
C. CASH FLOWS ARISING FROM FINANCE ACTIVITIES		
Inflows :		
Borrowings - Secured Loans	60,383,959	(13,342,415)
Borrowings - Unsecured Loans	(5,230,562)	(8,431,965)
Outflows :		
Inter Corporate Deposit	(16,578,269)	26,781,189
Interest & Bank Charges	106,416,007	99,158,042
	(34,684,341)	(147,713,611)
Cash flow from all activities - (A + B + C)	8,090,209	1,509,188
Add : Cash & cash equivalents at beginning of the year	98,949,270	97,440,082
Cash & cash equivalents at year end of the year	107,039,480	98,949,270

As per our Report of even date attached here to

For and on behalf of the Board

For G R V & P K
Chartered Accountants
FRN : 0080995

Deen Dayal Daga
Chairman

Shyam Daga
Managing Director

Kamal Kishore
Partner
M. No.: 205819

Rajneesh Sharma
Company Secretary

Place : Bangalore
Date : 28th May, 2014

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

(Amount in ₹)

PARTICULARS	As at 31 st March, 2014	As at 31 st March, 2013
NOTE - 1		
SHARE CAPITAL		
Authorised Capital		
2,50,00,000 (P.Y. 2,50,00,000) Equity Shares of ₹ 10/- each	25,00,00,000	25,00,00,000
Issued		
2,20,65,000 Equity shares of ₹ 10/- each (Previous Year 2,20,65,000 Equity shares of ₹ 10/- each)	22,06,50,000	22,06,50,000
Subscribed and Paid Up Capital		
2,20,65,000 Equity shares of ₹ 10/- fully paid up. (Previous Year 2,20,65,000 Equity shares of ₹ 10/- each)	22,06,50,000	22,06,50,000

- a) The Company has only one class of equity shares having a par value of ₹ 10 per share, each Shareholder is eligible for one vote per share.
- b) 65000 Equity shares of Rs.10/- each allotted under ESOP Scheme in last Five years.

A. Reconciliation of number of shares outstanding at beginning & end of the reporting period.

PARTICULARS	As at 31 st March, 2014	As at 31 st March, 2013
Outstanding as at beginning of the reporting period	22,065,000	22,065,000
Outstanding as at end of the Reporting period	22,065,000	22,065,000

B. Details of the Shares held by shareholders holding more than 5% of the aggregate shares in the Company.

No. of Shares held	31 st March, 2014		31 st March, 2013	
	(% of holding)	No. of Shares held	(% of holding)	No. of Shares held
Assam Timber Products Pvt Ltd	19.40	4281150	19.40	4281150
Vanraj Suppliers Pvt Ltd	17.37	3833509	17.25	3807009
Ravi Marketing Services Pvt Ltd	12.74	2810750	12.74	2810750
Mr. Deen Dayal Daga	5.91	1303320	5.91	1303320
Mr. Shyam Daga	5.64	1244260	5.64	1244260

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

(Amount in ₹)

PARTICULARS	As at 31 st March, 2014	As at 31 st March, 2013
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NOTE - 2

RESERVES & SURPLUS

a) Capital Reserves

As per last Balance Sheet	3,000,000	3,000,000
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b) Securities Premium Reserve

As per last Balance Sheet	442,248,275	442,248,275
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c) Profit & Loss Account

As per last Balance Sheet	411,942,090	391,294,779
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Add/(less): Profit for the year	40,110,435	20,647,311
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	452,052,525	411,942,090
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TOTAL	897,300,800	857,190,365
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NOTE - 3

LONG TERM BORROWINGS

A. Secured Loans

a) Term Loans from Bank	98,252,487	102,680,651
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b) Other Loans	268,159	977,992
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(Secured by hypothecation of vehicles purchased under the Hire Purchase Scheme)

TOTAL	98,520,646	103,658,643
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NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

Term of repayment and nature of Security for long term secured borrowings :

- i) Term Loan amounting of Rs.5,31,20,000/- (March 31,2013: Rs.3,32,65,387/-) is secured by first charge on all immovable properties of Rudrapur unit of the Company present and future and hypothecation of all assets both present and future of Rudrapur unit and personal guarantee of promotor directors and repayable in 20 quarterly installments starting from June 2013 last installment due on March 2018.
- ii) Term Loan amounting of Rs.1,82,44,942/- (March 31,2013: Rs.2,40,23,998/-) is secured by first charge on all immovable properties of Chintamani unit of the Company present and future and hypothecation of all assets both present and future of Chintamani unit and personal guarantee of promotor directors and repayable in 56 monthly installments starting from August 2012 last installment due on March 2017.Out of which Rs. 1,82,44,937/is in Foreign Currency.
- iii) Term Loan amounting of Rs 7,55,87,866/- (March 31,2013: Rs.9,21,54,917) is secured by first charge on all immovable properties of Chintamani unit of the Company present and future and hypothecation of all assets both present and future of Chintamani unit and personal guarantee of promotor directors and repayable in 50 monthly installments starting from August 2012 last installment due on September 2016. Out of this Rs.7,55,67,556 is in Foreign Currency.
- iv) Other Loans are secured by hypothecation of vehicles purchased under the Hire Purchase Schemes.
- v) Installments falling due in respect of all the above loans up to 31.3.2014 have been grouped unde "Current maturities of Long Term Debt"
(Refer Note 7)

PARTICULARS	As at 31 st March, 2014	As at 31 st March, 2013
NOTE - 4		
DEFERRED TAX LIABILITY (NET)		
Opening deferred tax liability	4,566,690	5,215,621
Deferred tax Liability/(Asset) arising in current year on account of timing difference		
1. Depreciation	1,977,531	824,906
2. Gratuity	(911,409)	(979,398)
3. Leave Encashment	(489,809)	(494,439)
	576,313	(648,931)
TOTAL	5,143,003	4,566,690

NOTE - 5

Short Term Borrowings

SECURED

Working Capital loans from Banks 440,535,632 376,871,991

Rupee Loan

(Working Capital loan from Bank are secured by hypothecation of Stock, book debts and other current assets 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.)

UNSECURED

From Body Corporates 13,308,143 20,057,223

From Others 1,518,518

(Includes related party of Rs.1,48,26,661/-(PY Rs.2,00,57,223/-)

TOTAL 455,362,293 396,929,214

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

(Amount in ₹)

PARTICULARS	As at 31 st March, 2014	As at 31 st March, 2013
NOTE - 6		
TRADE PAYABLE		
Micro, Small & Medium Enterprises *	Nil	Nil
Others #	530,054,643	491,549,044
TOTAL	530,054,643	491,549,044
<p>* 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 31-03-2014</p> <p># Buyer credit of Rs. Nil (PY Rs. 2,96,82,991/-) has been included in Trade payable</p>		
NOTE - 7		
OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Debts	49,141,471	47,283,157
Unclaimed Dividend	300,046	300,046
Unclaimed Share Application Money Refund	32,475	32,475
Other Payable *	37,899,088	26,644,059
TOTAL	87,373,080	74,259,737
<p>* Included Expenses Payable</p>		
NOTE - 8		
SHORT -TERM PROVISIONS		
Provision for employee benefit	26,505,466	22,552,994
Other Provisions #	21,757,496	30,324,629
Provisions for Taxation	10,200,000	5,000,000
TOTAL	58,462,962	57,877,623
<p># Includes Provision for Discount/claims</p>		

NOTE - 9

FIXED ASSETS ANNEXURE AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH '2014

PARTICULARS	G R O S S B L O C K				D E P R E C I A T I O N			N E T B L O C K	
	ORIGINAL COST AS ON 01.04.2013	ADDITION 01.04.13 to 31.03.14	SALES 01.04.13 to 31.03.14	TOTAL GROSS BLOCK 31.03.2014	UP TO 31.03.13	FOR THE PRD 01.04.13 to 31.03.14	DEPRECIATION ADJUSTMENT ON SALES	AS ON 31.03.2014	AS ON 31.03.2013
A) TANGIBLE ASSETS:									
FREE HOLD LAND	97,830,873	10,376,435	61,983	108,145,325	—	—	—	108,145,325	97,830,873
BUILDINGS	243,132,834	33,031,517	—	276,164,351	36,308,636	8,202,762	—	231,652,953	206,824,198
PLANT AND MACHINERES	358,212,604	68,138,364	6,113,491	420,237,477	184,994,689	40,685,434	1,176,487	195,733,841	173,217,915
FURNITURES AND FIXTURES	9,430,972	1,479,239	406,637	10,503,574	2,976,664	575,702	173,270	7,124,478	6,454,308
OFFICE EQUIPMENTS	3,404,779	634,726	—	4,039,505	971,848	229,931	—	2,837,726	2,432,931
COMPUTERS	5,924,158	885,670	—	6,809,828	4,395,684	800,363	—	1,613,781	1,528,474
VEHICLES	11,808,070	96,796	—	11,904,866	4,904,072	917,371	—	6,083,423	6,903,998
TEMPLE	4,151,836	—	—	4,151,836	299,760	138,670	—	3,713,405	3,852,076
SUB TOTAL (A)	733,896,126	114,642,747	6,582,111	841,956,762	234,851,353	51,550,233	1,349,757	556,904,932	499,044,773
B) INTANGIBLE ASSETS:									
GOODWILL	61,839,228	—	—	61,839,228	21,652,202	3,091,962	—	37,095,064	40,187,026
SUB TOTAL (B)	61,839,228	—	—	61,839,228	21,652,202	3,091,962	—	37,095,064	40,187,026
C) CAPITAL WORK IN PROGRESS									
CAPITAL WIP	43,401,904	29,574,370	69,326,302	3,649,972	—	—	—	3,649,972	43,401,904
TOTAL	839,137,258	144,217,117	75,908,413	907,445,962	256,503,555	54,642,195	1,349,757	597,649,968	582,633,703

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

(Amount in ₹)

PARTICULARS	As at 31 st March, 2014	As at 31 st March, 2013
NOTE - 10		
NON - CURRENT INVESTMENTS (UNQUOTED)		
a) In government Securities (NSC)	80,695	112,037
NSC deposited with Government Department as security		
b) TDR Post Office	22,000	—
TOTAL	102,695	112,037
NOTE - 11		
Long-term loans & advances		
Unsecured, considered good		
a) Capital Advances	3,330,769	7,336,421
b) Security Deposits	9,245,596	9,138,085
c) Inter-Corp Deposit	140,487,931	157,066,200
TOTAL	153,064,296	173,540,706
NOTE - 12		
Other non-current assets		
Unsecured, considered good		
Other Loans & Advances *	26,062,828	37,362,828
Balance with Revenue Authorities	3,073,583	2,587,426
Debts outstanding for a period exceeding 12 months	40,650,995	—
Advance Payment of Tax and T.D.S	2,854,563	6,002,560
TOTAL	72,641,969	45,952,814
* Includes Advances to suppliers.		
NOTE - 13		
INVENTORIES		
(As taken, valued and certified by the Management)		
a) Stores and Spares	20,320,678	31,197,735
b) Raw Materials	453,679,266	433,676,450
c) Finished Goods	369,992,890	277,195,436
d) Stock-in-Trade	19,561,611	18,131,866
TOTAL	863,554,445	760,201,487

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

(Amount in ₹)

PARTICULARS	As at 31 st March, 2014	As at 31 st March, 2013
NOTE - 14		
TRADE RECEIVABLE		
(Unsecured, considered Good unless otherwise stated)		
Debts outstanding for a period exceeding six months	23,942,254	65,786,615
Other Debts (Includes Rs. Nil,(PY Rs.Nil) recievable from related parties)	517,247,479	463,974,071
TOTAL	541,189,733	529,760,686
NOTE - 15		
CASH AND BANK BALANCES		
A) Cash and Cash Equivalents		
Cash on Hand	4,064,816	5,128,467
Bank Balances		
i) In Current Account		
Cheques / Drafts in Transit	15,410,079	17,155,184
Balance with Banks	41,276,535	48,309,558
ii) In Deposit Account		
Margin Money with Bank	45,070,216	27,373,951
TOTAL (A)	105,821,646	97,967,160
B) Other Bank Balances		
Unclaimed Share Application Refund Account	32,475	32,475
Unclaimed Dividend Account	300,046	300,046
Interest accrued on Margin Money	885,313	649,589
TOTAL (B)	1,217,834	982,110
TOTAL (A) + (B)	107,039,480	98,949,270
NOTE - 16		
SHORT TERM LOANS AND ADVANCES		
Loans & Advances to related parties	—	—
(Unsecured considered good)		
Others #	8,208,574	4,532,668
(Unsecured considered good)		
Advance Payment of Tax and T.D.S	3,210,560	2,993,511
Balance with Revenue Authorities	3,667,673	5,235,058
Prepaid Expenses	2,538,033	2,769,376
TOTAL	17,624,840	15,530,613
# Includes staff advances & advance to suppliers		
NOTE - 17		
OTHER CURRENT ASSETS		
Pre Operative Expenses	—	1,816,657
Less: written off during the year	—	1,816,657
TOTAL	—	—

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

(Amount in ₹)

PARTICULARS	for the year ended 31 st March, 2014	for the year ended 31 st March, 2013
NOTE - 18		
Revenue from Operations (Gross)		
Sale of Products		
Manufactured Goods	1,810,403,062	1,597,597,704
Trading Goods	487,443,697	454,409,457
Other sales	1,675,468	2,106,383
	2,299,522,227	2,054,113,544
Other Operating Revenue		
Royalty on use of brand name	8,799,866	7,786,073
TOTAL	2,308,322,093	2,061,899,617

NOTE -18.1

Particular of sale of products

Decorative Laminate	868,574,612	665,335,266
Pre Lamin Board	107,031,557	120,541,494
Plywood/Blockboard	1,041,962,354	972,942,006
Decorative Plywood	274,081,141	231,721,644
Others	7,872,563	63,573,134
TOTAL	2,299,522,227	2,054,113,544

NOTE - 19

OTHER INCOME

Interest Received	19,816,640	19,490,303
Other non operating income	3,155,429	10,563,615
Profit from Land Transaction	-	16,117,200
Profit / (Loss) on sale of Fixed Assets	7,513,680	(4,452,924)
Prior Period Income	371,159	163,599
TOTAL	30,856,908	41,881,793

NOTE - 20

COST OF MATERIALS CONSUMED

a) Raw Material Consumed

Opening Stock	433,676,450	378,287,218
Add : Purchases	1,207,801,003	1,009,773,231
Less : Closing Stock	453,679,266	433,676,450
TOTAL	1,187,798,187	954,383,999

b) Imported and Indigenous Raw Materials Consumed :

	Year Ended 31 st March, 2014		Year Ended 31 st March, 2013	
	%	Amount (₹)	%	Amount (₹)
Imported	21	244,519,614	23	218,514,368
Indigenous	79	943,278,573	77	735,869,631
	100	1,187,798,187	100	954,383,999

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

(Amount in ₹)

PARTICULARS		for the year ended on 31 st March, 2014	for the year ended on 31 st March, 2013		
c) Break up of Raw Materials Consumed (As certified by Management)					
		Qty.	Amount (₹)	Qty.	Amount (₹)
	Paper in Kgs.	5835470	330,785,078	4175044	231,678,205
	Timber in Cum	17503	172,257,892	19250	152,835,847
	Veener (incl own production) in sq. mtr.	3694988	161,597,687	8369191	176,054,016
	Chemicals in Kgs.	6464526	350,030,071	5189755	241,314,842
	Plywood / Particle Boards / MDF in sq. mtr.	2005178	173,127,459	564029	152,501,089
			1,187,798,187		954,383,999

NOTE - 21

PURCHASES OF TRADING GOODS

Plywood	163,373,002	179,931,737
Block Board	74,497,429	51,762,394
Laminated	202,535,818	133,978,431
Others	9,453,144	25,430,492
TOTAL	449,859,393	391,103,054

NOTE - 22

CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK-IN-TRADE

Inventories (at close)

Finished Goods & WIP	369,992,890	277,195,436
Stock-in-Trade	19,561,611	18,131,866

Inventories (at commencement)

Finished Goods & WIP	277,195,436	200,887,148
Stock-in-Trade	18,131,866	167,769,733

(Increase) / Decrease in Stock

TOTAL

	94,227,199	(73,329,579)
TOTAL	94,227,199	(73,329,579)

NOTE - 23

EMPLOYEE BENEFIT EXPENSES

Salaries and Wages	164,412,483	136,763,327
Director Remuneration	7,265,281	6,408,230
Contribution to and provisions for provident and other funds	5,596,036	5,002,624
Staff Welfare Expenses	1,913,723	1,406,427
TOTAL	179,187,523	149,580,608

Directors Remuneration, under Section 198 read along with Section 269 of the Companies Act, 1956 are as follows:

Particulars	Year ended 31 st March, 2014 (₹)	Year ended 31 st March, 2013 (₹)
Salary & Perks	6,979,994	6,131,612
Sitting Fees	283,427	274,418
Club Membership	1,860	2,200

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

(Amount in ₹)

PARTICULARS	For the year ended on 31 st March, 2014	For the year ended on 31 st March, 2013
NOTE - 24		
FINANCE COST		
Interest on Term Loans	14,059,157	11,960,495
Interest on Working Capital borrowings	51,541,146	49,703,169
Other Interest	13,394,861	11,844,124
Bank charges, L C Charges & Discounting Charges	27,420,843	16,663,233
TOTAL	106,416,007	90,171,021

NOTE - 25

OTHER EXPENSES

a) Manufacturing Expenses

Stores and Spares consumed *	47,228,162	47,596,538
Power and fuel consumed	25,411,660	20,867,566
Repairs to Plant and Machinery	7,828,683	6,954,251
Repairs to Building	184,036	461,733
Repairs to Others	3,583,135	2,272,911
Total - A	84,235,676	78,152,999

* Imported and Indigenous Stores and Spare Parts Consumed :

Particulars	Year Ended 31 st March, 2014		Year Ended 31 st March, 2013	
	%	Amount (₹)	%	Amount (₹)
Imported			-	-
Indigenous	100	47,228,162	100	47,596,538

b) Selling, Distribution, Administrative and Other Expenses

Rent	10,812,617	10,077,552
Rates and Taxes	5,510,114	5,729,069
Printing and Stationery	2,094,081	1,708,069
Postage, Telephone and Telegram	5,908,113	4,532,530
Insurance	5,583,041	3,311,827
Legal, License and Professional Fees	5,345,398	3,833,901
Auditors Remuneration	699,216	654,259
Advertisement	8,084,258	6,366,689
Travelling and conveyance	18,669,725	17,065,480
Commission on sales and samples	2,888,616	4,234,715
Sample Folders Sales	13,329,670	9,500,710
Freight, forwarding and other expenses	93,715,832	80,621,085
Vehicle Running Expenses	2,552,523	2,396,947
Sales Promotion Expenses	29,980,216	24,832,849
Discount & Rebates	42,279,771	52,290,703
Claims and Bad debts written off	7,417,770	3,981,248
Misc Expenses Written off	-	1,816,657
Other Expenses	22,389,705	18,732,672
Total - B	277,260,666	251,686,962
GRAND TOTAL (A+B)	361,496,342	329,839,961

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2014

Auditors Remuneration :

Particulars	Year ended	Year ended
	31st March, 2014 (₹)	31st March, 2013 (₹)
a) Statutory Audit Fee	461,800	461,800
b) Tax Audit Fee	100,000	100,000
c) For reimbursement of out of pocket expenses	137,416	92,459
TOTAL	699,216	654,259

NOTE - 26

VALUE OF IMPORTS ON C.I.F. BASIS IN RESPECT OF :

Particulars	Year Ended		Year Ended	
	31 st March, 2014		31 st March, 2013	
	%	Amount (₹)	%	Amount (₹)
i) Raw Materials	96.63	161,881,136	98.30	232,382,793
ii) Stores and spare parts	0.25	423,735	-	-
iii) Capital Goods	3.11	5,214,859	1.70	4,009,774

NOTE - 27

EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF :

Foreign travelling	305,423	1,744,437
TOTAL	305,423	1,744,437

NOTE - 28

EARNINGS IN FOREIGN CURRENCY :

Export of Goods	141,463,156	95,370,076
TOTAL	141,463,156	95,370,076

NOTE - 29

CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

	As at 31 st March, 2014	As at 31 st March, 2013
1. CONTINGENT 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/-) 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

NOTES ON FINANCIAL STATEMENT for the year ended 31st March, 2013

(Amount in ₹)

CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	As at 31 st March, 2013	As at 31 st March, 2012
b) The Company has 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 and Rs.65,85,437/- for period from April 2012 to December 2012 for production of resin at its Rudrapur Unit which company is using for its own production. Final order dtd 29.03.2013 received from Excise Department, Commissionate Meerut -II confirming the demand . The Company has gone for appeal to the Tribunal. Company has received stay order from the CESTAT on 21.04.2014 and directed to deposit Rs.1,05,00,000/- for further proceeding of the case.	70,789,019	64,203,582
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 Uttrakhand 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 & loss account. The credit of an amount of Rs.12,57,472 is under litigation	1,257,472	1,257,472
e) The Company has imported plant and machinery under EPCG Scheme on which it has availed Duty benefit Raw material under Advance Licence scheme and availed a duty benefit	25,863,067 Nil	23,535,321 35,698,088
f) The Company has undertaken Domestic factoring facility for its trade debtors from financial institutions. Guarantees given by the bank on behalf of the Company	89,647,078 16,325,147	81,852,846 16,050,147
g) The Company has filed a writ petition in the honorable High Court of Uttarakhand at Nainital against the demand of mandi "market fee" levied by the State of Uttarakhand @ 0.5% on purchase of woods from the state of Uttar Pradesh and 2.5% from any other place excluding Uttar Pradesh with effect from Nov'2011. Bulk of our wood comes from the state of Uttar Pradesh, however liability amount not yet determined.	1,905,256	-
2. COMMITMENTS :		
i) Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)	Nil	43,401,904
ii) The Company, during the year has capitalized interest on loan (borrowing cost) amounting	Nil	738,808

II. NOTES ON ACCOUNTS

NOTE - 30

Segment Reporting: The Company has identified two segments viz a) Wood based product b) Paper based product, which have been identified in line with Accounting Standard 17 on 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.
- 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 business segment. (Primary Segment) of the Company.

(Amount in ₹)

Particulars	Wood Based		Paper Based		TOTAL	
	As at 31 st March, 2014	As at 31 st March, 2013	As at 31 st March, 2014	As at 31 st March, 2013	As at 31 st March, 2014	As at 31 st March, 2013
External Sales	1,397,226,818	1,391,367,219	867,975,469	662,746,326	2,265,202,288	2,054,113,545
Total Revenue	1,397,226,818	1,391,367,219	867,975,469	662,746,326	2,265,202,288	2,054,113,545
RESULTS						
Segment Results	28,04,23,002	23,54,90,722	16,39,72,660	14,97,72,863	44,43,95,661	38,52,63,585
Interest					86,599,367	5,40,17,484
Other Unallocable Income					11,040,270	3,01,77,563
Other Unallocable Expenditure					317,949,815	33,64,25,282
Provision for Taxation					10,776,313	43,51,069
Net Profit after tax					40,110,436	2,06,47,313
OTHER INFORMATION						
Assets						
Segment Assets	1,38,47,78,799	1,27,82,77,611	63,36,07,495	49,19,82,613	2,01,83,86,293	1,77,02,60,224
Unallocable Assets					33,44,81,133	43,64,21,092
Total Assets :					2,35,28,67,426	2,20,66,81,316
LIABILITIES						
Segment Liabilities	40,98,97,703	41,32,09,674	25,17,91,380	19,52,32,424	66,16,89,083	60,84,42,098
Unallocable Liabilities					1,69,11,78,343	1,59,82,39,218
Total Liabilities :					2,35,28,67,426	2,20,66,81,316
Capital Expenditure during the year.	2,47,76,199	3,13,55,718	1,07,75,747	60,20,647	3,55,51,946	3,73,76,365
Capital Expenditure during the year Unallocable					3,74,29,294	5,46,97,563
Depreciation and Amortization	2,67,61,538	2,49,56,182	1,67,10,003	1,26,87,660	4,34,71,541	3,76,43,842
Depreciation and Amortization (Unallocable)					1,11,70,654	97,70,679

Secondary Segment Reporting :

The Company has no reportable secondary segment.

NOTE - 31

Disclosure as per Accounting Standard 18 (AS-18) "Related Party Disclosures" Issued by the Institute of Chartered Accountants of India.

Associate Companies:

- 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

Key Management Personnel:

- i) Mr. Deendayal Daga – Chairman
- ii) Mr. Shyam Daga – Managing Director
- iii) Mr. Rajiv Daga – Jt. Managing Director

The Company has entered into transactions with related parties as listed below during the year under consideration. Full Disclosure has been made and the Board of Directors considers such transactions to be in normal course of business and at rates agreed between the parties. Details of transactions with related parties are as follows:

Particulars	Year ended 31 st March, 2014	Year ended 31 st March, 2013
TRANSACTIONS WITH RELATED PARTIES :		
Associate Companies		
a) Purchase of goods	26,60,91,590	15,54,77,757
b) Royalties Received	87,99,866	77,86,073
c) Purchase of Land	NIL	6,44,68,800
KEY MANAGEMENT PERSONNEL		
a) Remuneration & Fees Paid	69,81,854	61,33,812
Outstanding balances on date:		
i) Payable to Related Parties		
a) Unsecured Loan	14,826,661	20,057,223
ii. Receivable Related Parties		
a) Receivable	3,47,94,406	59,33,122.07

NOTE - 32 : EARNING PER SHARE

Particulars	Year ended 31 st March, 2014 (₹)	Year ended 31 st March, 2013 (₹)
i) Net Profit After Tax (A) (₹)	4,01,10,436	2,06,47,311
ii) Weighted Average number of Equity Shares (B)	2,20,65,000	2,20,65,000
iii) Face Value Per Equity Share (₹)	10	10
iv) Earning Per Share (₹) – Basic & Diluted	1.82	0.94

NOTE - 33

Previous year's figures have been regrouped and re classified to facilitate the comparison with current year's figures wherever necessary.

NOTE - 34 CAPITALISATION OF HEDGING CHARGES

Hedging Charges of Rs.78,89,440/- (PY Rs.52,53,672/-) on foreign currency term loan has been capitalised with the cost of fixed asset as per the clause 46A of the Accounting Standard -11.

NOTE: - 35 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.

Opening Balance of the Shares in the demat account	4425
Closing Balance of the Shares in the demat account	4425

NOTE - 36

Significant Accounting Policies and Practices – Annexure -1.

SIGNIFICANT ACCOUNTING POLICIES

ANNEXURE -1

1. BASIS OF ACCOUNTING:

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principle (GAAP), and in compliance with the Accounting Standards referred to in section 211 (3C) and other requirements of the Companies Act, 1956.

2. USE OF ESTIMATES:

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of financial statements are correct. Examples of such estimates include the useful lives of fixed assets, provision for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates.

3. FIXED ASSETS: TANGIBLE & INTANGIBLE

- a) Tangible Fixed Assets are stated at cost less accumulated Depreciation and impairment loss if any. Cost comprises of purchase price and any attributable cost of bringing the assets to its working conditions for its intended use. Revenue expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production are treated as preoperative expenses and will be written off over five years.
- b) Intangible assets are stated at cost less accumulated amortization. Cost includes any directly attributable expenditure on making the asset ready for its intended use.

4. DEPRECIATION & AMORTIZATIONS:

- a) Depreciation on fixed assets has been provided for on straight line method at the rates and manner prescribed under schedule XIV to the Companies Act, 1956, of India.
- b) Depreciation on additions/ deductions is calculated prorata from/to the date of additions/ deductions.
- c) Intangible assets are amortized over their estimated useful life on straight line basis over a period of 20 years.
- d) Preliminary and Demerger expenses are amortized over a period of five years.

5. IMPAIRMENT:

The carrying amounts of the assets are reviewed at each balance sheet date if there is an indication of impairment based on the internal and external factors.

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable amount. An impairment loss, if any, is charged to Profit & Loss account in the year in which the asset is identified as impaired. Reversal of impairment loss recognized in prior years is recorded when there is an indication that impairment losses recognized for the assets no longer exists or has decreased.

6. LEASES:

Lease payments under an operating lease recognized as an expense in the statement of profit and loss as per terms of lease agreement.

7. INVESTMENTS:

- a) Long term Investments are carried at cost after deducting provision, if any, for diminution in value considered to be other than temporary in nature.
- b) Current investments are stated at lower of cost and fair 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 net realizable value.
- c) Materials in transit and Semi Finished goods are valued at cost or market value whichever is lower.
- d) Finished goods and process stock include cost of conversion and other 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. FOREIGN CURRENCY TRANSACTIONS:

Foreign currency transactions are accounted for at the rates prevailing on the dates of the transactions/ converted at contracted rate. Foreign currency assets and liabilities covered by forward contracts are stated at the forward contract rates while those not covered are restated at year end rate.

Premium in respect of forward contract is recognized over the life of contracts. Exchange differences relating to fixed assets acquired from a country outside India are adjusted to the cost of the asset. Exchange differences in case of borrowed funds and liabilities in foreign currency for the acquisition of fixed assets from a country outside India are adjusted to the cost of fixed assets. Hedging Charges on foreign currency term loan obtained for the purchases of fixed assets is added to the cost of the asset. Any other exchange difference is dealt with in the Profit and Loss Account.

10. RETIREMENT BENEFITS:

Provisions for / contributions to retirement benefits schemes are made as follows:

- a) Fixed Contribution to Provident fund and other benefits are recognized in the accounts on actual cost to the Company.
- b) Liability for leave encashment & gratuity are provided based on the valuation done by the Company at the end of the year.

11. REVENUE RECOGNITION:

- a) Sales revenue is recognized on the transfer of significant risk and rewards of the ownership of goods to the buyer.
- b) Interest income and expenses and income incidental to it, are accounted for on an accrual basis.

12. BORROWING COST:

Borrowing cost directly attributable to the acquisition or construction of qualifying assets are being capitalized. Other borrowing costs are recognized as expenses in the period in which they are incurred. In determining the amount of borrowing costs eligible for capitalization during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

13. TAXATION:

Provision for Current Tax is made on the basis of estimated taxable income for the current accounting period and in accordance with the provisions as per the Income Tax Act, 1961. Deferred Tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty except for carried forward losses and unabsorbed depreciation which is recognized on virtual certainty that the assets will be realized in future.

14. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Asset is neither recognized nor disclosed in the financial statements.

15. RESEARCH AND DEVELOPMENT:

Expenditure incurred during research phase is charged to revenue when no intangible asset arises from such research. Assets procured on research and development activities are generally capitalized.

ARCHIDPLY INDUSTRIES LIMITED

(CIN: LB5110KA1995PLC018710)

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

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

Website: www.archidply.com Email Id: info@archidply.com

ATTENDANCE SLIP

Nineteenth Annual General Meeting – 29th September, 2014

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 NINETEENTH ANNUAL GENERAL MEETING of the Company at Hotel Citrine, No.211, S.C.Road, Sheshadripuram, Bangalore 560020, India, at 10.00 a.m. on 29th September, 2014..

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.

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

Website: www.archidply.com Email Id: info@archidply.com

PROXY FORM

Name of the Member (s) :

Registered Office address :

E-mail Id :

Folio No. :

DP Id / Client Id :

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

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:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Monday, 29th day of September, 2014 at 10:00 a.m. at Hotel Citrine, No.211, S.C.Road, Sheshadripuram, Bangalore - 560020, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	VOTES *	
Ordinary Resolutions		For	Against
1.	To receive, consider and adopt the Financial Statements as at 31st March, 2014 including the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and reports of the Directors' and Auditors' thereon		
2.	Appoint a Director in place of Shri Rajiv Daga, Director, who retires by rotation, and being eligible, offers himself for re-appointment		
3.	Appoint GRV & PK, Chartered Accountants, Bangalore (Firm Registration No. 008099S), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 3rd Consecutive Annual General Meeting and to authorise the Board to fix their remuneration.		
4.	Appointment of Shri Mohammed Shahid Aftab as an Independent Director		
5.	Appointment of Shri Kamal Kishore Shri Gopal Taparia as an Independent Director		
6.	Appointment of Shri Bharath Kumar Hukumchand Rathi as an Independent Director		
Special Resolutions			
7.	Approval for purchase of raw material, semi finished and finished goods from Assam Timber Products Pvt. Ltd. Limited upto Rs.50.00 Crores per financial year.		
8.	Approval for use to Trade Mark by Assam Timber Products Pvt. Ltd. Limited and to pay 5% royalty to Company on its total gross sales limited upto Rs.50.00 Crores per financial year.		

Signed this..... day of..... 2014.

Signature of Shareholder(s)

Affix
15 Paise
Revenue
Stamp

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 19th Annual General Meeting.
3. * It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

OUR MARKETING / REPRESENTATIVE OFFICES

BANGALORE

Archidply Industries Ltd
No. 29/2 G.K.Manor, 1st Floor,
Nehru nagar Circle, Seshadripuram ,
Bangalore - 560020
Ph : 080-23445607 / 43420000
Fax: 080-23348463
Email : info@archidply.com

COCHIN

Archidply Industries Ltd
No.41/1327 C, 2nd Floor,
Veluthedath Building, Pulleppady Road,
Cochin - 682018, Ph: 0484 - 3024554 / 5,
Fax : 0484 - 3024554
Email : cochin@archidply.com

HYDERABAD

Archidply Industries Ltd
1st Floor, (Above SheetalPlywoods)
5-5-1049, Darusalam, Goshamahall,
Hyderabad - 500012
Ph: 040 - 65993311 / 30521905
Fax: 040-24746021
Email: hyderabad@archidply.com

CHENNAI

Archidply Industries Ltd
No.155, sydenhoms Road, 2nd Floor
Opp. Nehru Indoor Stadium, Choolai,
Chennai - 600003
Ph: 044 - 45126103/ 5, Fax: 044-45126105
Email: chennai@archidply.com

NEW DELHI

Archidply Industries Ltd
2/9, 1st Floor, W.H.S. Kirti Nagar,
Near Kirti Nagar Police Station,
New Delhi - 110015
Ph: (011) - 25440411/ 65380079
Email: delhi@archidply.com

LUCKNOW

Archidply Industries Ltd
No.277/40, Balarampur Quarters Road,
Naka Hindola, Lucknow - 226004
Ph : (0522)-4155444, 9651999700
Email: lucknow@archidply.com

INDORE

Archidply Industries Ltd
5, VardhmanAppartment, 4/8 Old Palasia
Near Medicare Hospital, Indore - 452001
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Email : indore@archidply.com

WESTERN UP

Archidply Industries Ltd
C/o Arvind Plywood 175, Hapur Road,
Opp. Gurudawara Ghaziabad – 201001
M - 8853000514
E-mail : westernup@archidply.com

PUNE

Archidply Industries Ltd
C-23, "VASTUSHRESS COMPLEX"
Office No- 23, Building No- C,
S.NO- 587, Near Hyde Park Society,
Behind Market Yard, Pune- 411037.
Ph : 020 - 24261953
Email : pune@archidply.com

RAIPUR

Archidply Industries Ltd
2nd Floor, Prem Chandra Complex,
JanakbadaRaipur - 492001
Ph : 0771 - 6461091
Email : raipur@archidply.com

AHMEDABAD

Archidply Industries Ltd
Sl.No. 37 & 38, 1st floor, Vraj Vihar 6, Nr.
Rahul Tower, 80 feet Road,
Anand Nagar Char Rasta, Satellite
Ahmedabad - 380015
Ph: 079 40067439/40067440
Fax: 079 40320764
Email : ahmedabad@archidply.com

KOLKATA

Archidply Industries Ltd
Ideal Plaza, North Wing, N-312,
11/1, Sarat Bose Road, Kolkata - 700020
Ph: 033 - 22831850
Email: kolkata@archidply.com

GUWAHATI

Archidply Industries Ltd
Madhabpur, House No. 23
2nd Floor, Rehabari, Guwahati - 781008
Mobile: 943555881 / 9207049788
Email: neguwahati@archidply.com

BHUBANESHWAR

Archidply Industries Ltd
A-59, Ground floor, Sahidnagar
Bhubaneshwar - 751007
Ph: 0674 - 2380678 / 80930 00809

JAIPUR

Archidply Industries Ltd
96, Neelkanth Colony,
Behind Diamond Tower, Ajmer Road,
Jaipur -302019, Ph: 0141 - 2972659
Email: jaipur@archidply.com

BHOPAL

Archidply Industries Ltd
102, Mezz Floor, C. K. Fortune
House 157, Zone - I, M. P. Nagar, Bhopal
(Madhya Pradesh), M - 9300172897
E-mail : bhopal@archidply.com

MUMBAI

Archidply Industries Ltd
Plot No. 104, 1st, Floor Building No.1,
Mari gold, opp. Oshiwara police station
New link road, Andheri west
Mumbai- 400053
Ph: 022 26394425 / 26 / 27
Fax: 022 42645897
Email: mumbai@archidply.com

RANCHI

Archidply Industries Ltd
Bhagwati Jaisaria, Radhey Shyam Lane,
O.C.C.Compound,Ranchi - 834001
Ph No : 09386324716
Email : ranchi@archidply.com

PATNA

Archidply Industries Ltd
C/O Mr. S.B.P. Sinha, NalbandToli,
Ala,gunjChowki, Gulzarbagh
Patna - 800007, Mobile: 09835489744
Email: sbpsinha@archidply.com

ANNUAL REPORT 2014

Archidply Industries Ltd.

29/2, G.K.Manor, 1st Floor, Nehru Nagar Circle,
Seshadripuram, Bangalore - 560020.

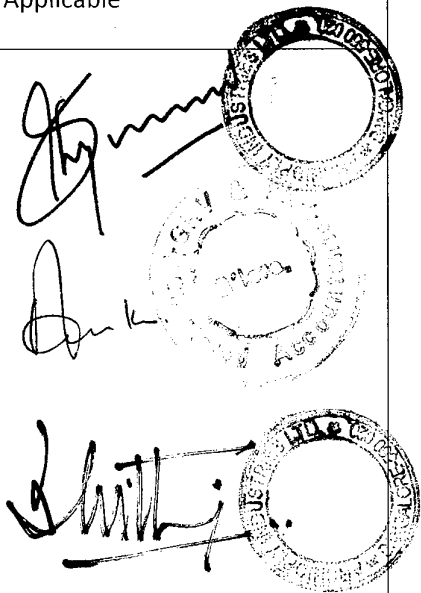
Ph : 080 - 2344 5607 / 4342 0000

Fax : 080 - 2334 8463

E-mail : info@archidply.com, www.archidply.com



FORM A

1	Name of the Company	ARCHIDPLY INDUSTRIES LIMITED
2	Annual financial statements for the year ended	31 st MARCH 2014
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not Applicable
5	To be signed by – <ul style="list-style-type: none">• Managing Director & CFO• Auditor of the Company• Audit Committee Chairman	

CIN: L85110KA1995PLC018710