

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder of Archidply Industries Limited ("Company") as on Record Date (as defined hereinafter) in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended from time to time ("Buy Back Regulations"). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer / Registrar to the Offer (as defined below). Please refer to the section on "Definitions" for the definition of the capitalized terms used herein.

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Compliance Officer: Mr. Atul Krishna Pandey

OFFER TO BUY BACK FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 (RUPEE TEN ONLY) EACH OF UPTO 22,00,000 (TWENTY TWO LAKH) EQUITY SHARES FROM THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES AS ON JANUARY 19, 2021 ("RECORD DATE"), ON A PROPORTIONATE BASIS BY WAY OF THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE BUY BACK REGULATIONS, THROUGH STOCK EXCHANGE MECHANISM AT A PRICE OF RS. 37 (RUPEES THIRTY SEVEN ONLY) PER EQUITY SHARES PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING RS. 8,14,00,000 (RUPEES EIGHT CRORE FOURTEEN LAKH ONLY) (THE "BUY BACK").

1. This Buy Back is being undertaken pursuant to Article 6 of the Articles of Association of the Company, Section 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), therelevant rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, and the Buy Back Regulations. The Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, from time to time from regulatory and/ or statutory authorities as required under applicable laws, including but not limited to Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchange").
2. The Buy Back is within 10% of the aggregate of paid up capital and free reserves of the Company as per the unaudited financial statements as on September 30, 2020 (i.e. the latest unaudited financial statements available as on the date of Board Meeting recommending the proposal of the Buy Back, in accordance with provisions of the Act which was on January 06, 2021). The Offer Size of the Buy Back constitutes 9.97% and 9.28% of the aggregate fully paid up equity share capital and free reserves as per unaudited financial statements of the Company as on September 30, 2020, respectively.
3. This Letter of Offer is being sent to the Equity Shareholders/ Beneficial Owners holding Equity Shares of the Company as on the Record Date ("Eligible Shareholders"). A copy of the Public Announcement, Draft Letter of Offer and Letter of Offer (including the Form of Acceptance-cum-Acknowledgement) ("Tender Form") is being made available on the website of SEBI at www.sebi.gov.in. A copy of Letter of Offer is also being made available on the websites of the Company, Stock Exchanges, Registrar to the Buy Back and Manager to the Buy Back at www.sebi.gov.in, www.archidply.com, www.bseindia.com, www.nseindia.com, www.skylinerta.com, respectively.
4. The procedure for tender and settlement is set out in Paragraph 20 (Procedure for Tender/ Offer and Settlement) of this Letter of Offer. The Tender Form is enclosed together with this Letter of Offer.
5. For mode of payment of consideration to the Eligible Shareholders, please refer to Paragraph 20 of this Letter of Offer.
6. Eligible Shareholders are advised to read this Letter of Offer and in particular, refer to Paragraph 17 (Details of Statutory Approvals) and Paragraph 21 (Note on Taxation) of this Letter of Offer before tendering their Equity Shares in the Buy Back.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 Fastrack Finsec Category: Merchant Banker	 Skyline Financial Services Pvt. Ltd.
FAST TRACK FINSEC PRIVATE LIMITED	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
611, 6th Floor, Pragati Tower, Rajendra Place, New Delhi- 110008	D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020
Tel: +91-11-41411600;	Tel: + 91 11 26812682-83;
Website: www.ftfinsec.com	Website: www.skylinerta.com
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Contact person: Mr. Pawan Kumar Mahur	Contact Person: Mr. Virender Rana
SEBI Registration No.: INM000012500	SEBI Registration No.: INR000003241
Validity Period: Permanent	CIN: U74899DL1995PTC071324
OFFER OPENS ON: Wednesday, February 10, 2021	OFFER CLOSES ON: Wednesday, February 24, 2021

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1. SCHEDULE OF ACTIVITIES

Activity	Schedule
	Day and Date
Date of Board Meeting approving the proposal of the Buy Back	Wednesday, January 06, 2021
Date of Public Announcement for the Buyback	Thursday, January 07, 2021
Date of publication of the Public Announcement for the Buyback	Friday, January 08, 2021
Date of filing of the Draft Letter of Offer with SEBI	Wednesday, January 13, 2021
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	Tuesday, January 19, 2021
Buyback Opening Date	Wednesday, February 10, 2021
Buyback Closing Date	Wednesday, February 24, 2021
Last Date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar	Friday, February 26, 2021
Last Date of verification of Tender Forms by the Registrar	Thursday, March 04, 2021
Last Date of providing Acceptance/ Non-Acceptance of tendered Equity Shares to the Stock Exchanges by the Registrar	Thursday, March 04, 2021
Last Date of settlement of bids on the Stock Exchanges	Friday, March 05, 2021
Last Date of dispatch of share certificate(s) by the Registrar/Return of unaccepted demat Equity Shares by Stock Exchange to Seller Member/ Eligible Shareholders	Friday, March 05, 2021
Last Date of extinguishment of Equity Shares	Saturday, March 13, 2021

(*) Record Date is only for the purpose of determining the names of the shareholders of the Company to whom the Letter of Offer would be mailed/ circulated. It is clarified that the Public Shareholders (registered or unregistered) of the Company) are eligible to participate in this Offer at any time prior to the closure of this Offer.

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

2. DEFINITION OF KEY TERMS

Acceptance/Accept/Accepted	Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Stock Exchanges i.e. BSE & NSE in the form of a separate window in accordance with the SEBI Circulars.
Act	The Companies Act, 2013 and rules framed thereunder (including any statutory modifications or amendments thereof).
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date.
Articles/Articles of Association	Articles of Association of the Company.
Board/Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized "Committee" thereof).
Board Meeting	Meeting of the Board of Directors of the Company held on January 06, 2021 approving the proposal for the Buyback.
BOI	Body of Individuals
BSE	BSE Limited
Buyback/Buyback Offer	The buyback by the Company of its fully paid-up equity shares of face value of Rs. 10 (Rupee Ten only) each of up to 22,00,000 (Twenty Two Lakh Only) Equity Shares (representing 9.97% of the total issued and paid-up equity share capital of the Company) at a price of Rs. 37 (Rupees Thirty Seven Only) per Equity Share payable in cash for an aggregate consideration not exceeding Rs. 8,14,00,000 (Rupees Eight Crore Fourteen Lakh Only) excluding transaction costs, applicable taxes, other incidental and related expenses from the Equity shareholders of the Company as on the Record Date i.e. January 19, 2021, on a proportionate basis by way of the Tender Offer route as prescribed under the Buyback Regulations read with SEBI Circulars through the stock exchange mechanism.
Buyback Opening Date	Wednesday, February 10, 2021
Buyback Closing Date	Wednesday, February 24, 2021
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs.

Buyback Offer Price/OfferPrice	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. Rs. 37 (Rupees Thirty Seven only) per Equity Share, payable in cash.
Buyback Offer Size/OfferSize	Maximum number of Equity Shares proposed to be bought back (i.e. 22,00,000 Equity Shares) multiplied by the Buyback Offer Price (i.e. Rs. 37 per Equity Share), not exceeding Rs. 8,14,00,000 (Rupees Seven Crore Six Lakh Eight Thousand Only).
Buyback Regulations	The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time.
Company	Archidply Industries Limited
Company's Broker	K K Securities Limited
Clearing Corporation	Indian Clearing Corporation Limited and National Securities Clearing Corporation Limited
CIN	Corporate Identification Number
CDSL	Central Depository Services (India) Limited
Companies Act, 1956	The Companies Act, 1956, as amended or replaced.
Companies Act, 2013	The Companies Act, 2013 to the extent notified by the MCA and in force as of the date of this Letter of Offer.
Depositories	CDSL and NSDL
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion
DP	Depository Participant
DP ID	Depository Participant Identification
Draft Letter of Offer/DLOF	The Draft Letter of Offer dated January 13, 2021
DTAA	Double Taxation Avoidance Agreement
Equity Shares / Shares	Fully paid-up equity share(s) of the Company, having a face value of Rs. 10 each
Eligible Shareholders	Shareholders holding Equity Shares, either in physical or dematerialized form, as on the Record Date, and excludes person(s) who do not have the capacity under applicable law to tender Equity Shares.
Escrow Account	Escrow account in the name and style of "Archidply Industries Limited-Buyback Escrow" bearing Account number 000405125332 opened with Escrow Bank.
Escrow Agreement	Escrow agreement dated January 07, 2021 entered into amongst the Company, Escrow Bank and the Manager to the Offer.
Escrow Bank	ICICI Bank Limited, a banking company incorporated under Companies Act, 1956 and licensed under the Banking Regulation Act, 1949 and having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, Gujarat India 39007 and acting through its branch office ICICI Bank Limited, Capital Markets Division, 1 st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai- 400020
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FII(s)	Foreign Institutional Investors
FPI(s)	Foreign Portfolio Investors
FVCI	Foreign Venture Capital Investor
FY	Financial Year
HUF	Hindu Undivided Family.
Income Tax Act/ ITA	Income Tax Act, 1961 (including any statutory modifications or re-enactment thereof).
Letter of Offer/ LOF	This Letter of Offer dated February 03, 2021 to be filed with SEBI containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer.
LODR Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Manager to the Buyback/ Merchant Banker /Manager	Fast TrackFinsec Private Limited.
Management Rules	The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Management and Administration) Rules, 2014, as amended.
MCA Circulars	Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020.
Non-Resident Shareholders	Includes Non-Resident persons and bodies corporate, Non-Resident Indians (NRI), Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and erstwhile OCBS

NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
Promoters/PromoterCompanies	Deen Dayal Daga (HUF), Shyam Daga, Sangeeta Bharadia, Deen Dayal Daga, Usha Daga, Rajiv Daga, Assam Timber Products Private Limited, The Mysore Chipboards Limited, Vanraj Suppliers Pvt Ltd, Ravi Marketing and Services Pvt Ltd, Shree Shyam Tea Private Limited.
PAN	Permanent Account Number
PAT	Profit After Tax
PIO	Persons of Indian Origin
Public Announcement/PA	Public Announcement made in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, dated January 07, 2021 and published on January 08, 2021 in all editions of the Financial Express, an English National Daily and Jan Satta, an Hindi National Daily and Uttaranchal Darpan, a regional language daily, each with wide circulation.
QFI	Qualified Foreign Investor
RBI	Reserve Bank of India
Record Date	January 19, 2021 i.e. the date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders, to whom this Letter of Offer is being sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations.
Registrar or Registrarto the Offer	Skyline Financial Services Private Limited having its registered office at D-153A, First Floor, Okhla Industrial Area, Ph-1, New Delhi- 110020
INR / Rs. / rupees	Indian Rupees
SEBI	Securities and Exchange Board of India
SEBI Circulars	SEBI circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015, read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016.
SEBI Relaxation Circulars	SEBI circular bearing number SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020 and SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020.
Selling Member(s)	Stockbroker(s) of Eligible Shareholder(s), through whom the Eligible Shareholder(s) want(s) to participate in the Buyback.
Share Capital Rules	The Companies (Share Capital and Debentures) Rules, 2014, as amended.
Small Shareholder	An Eligible Shareholder, who holds Equity Shares of market value not more than Rs. 2,00,000 (Rupees Two Lakh only) on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on the Record Date i.e. January 19, 2021 as defined in Regulation 2(1)(n) of the Buyback Regulations.
Stock Exchanges	BSE and NSE.
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Tender Form	Form of Acceptance-cum-Acknowledgement.
Tender Offer	Method of buyback as defined in Regulation 2(1)(q) of the Buyback Regulations.
Tendering Period	Minimum Period of 10 (Ten) Working Days from the Buyback Opening Date till the Buyback Closing Date (both days inclusive).
TRS	Transaction Registration Slip
Working Day(s)	A working day of SEBI, as defined in Regulation 2(1)(s) of the Buyback Regulations.

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the Buyback Regulations, unless specified otherwise.

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in the Letter of Offer. The Manager to the Buyback, Fast Track Finsec Private Limited has certified that the disclosures made in the Letter of Offer are generally adequate and are in conformity with the provisions of the Act and Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Fast Track Finsec Private Limited, has furnished to SEBI a due diligence certificate dated January 07, 2021 in accordance with Buyback Regulations which reads as follows:

"We have examined various documents and materials relevant to the Buyback as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement, Draft Letter of Offer and the Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback Offer;*
- *All the legal requirements connected with the said Buyback Offer including the Buyback Regulations, have been duly complied with;*
- *The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well informed decision in respect of the captioned Buyback Offer;*
- *Funds used for Buyback shall be as per the provisions of the Companies Act."*

The filing of offer document with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoters/Board of Directors declare and confirm that no information/material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/ mis-representation and in the event of it transpiring at any point of time that any information/material has been suppressed/ withheld and/or amounts to a mis-statement/mis-representation, the Promoters/Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Act and the Buyback Regulations.

The Promoters/Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons:

The information contained in this Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America.

This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons in foreign countries other than U.S.:

This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Important Notice to All Shareholders

1) This Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. This Letter of Offer is being dispatched to all Shareholders whose names appear on the register of members of the Company, as of the Record Date. However, receipt of this Letter of Offer by any Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

2) Forward Looking Statements

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter alia*, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this Letter of Offer have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer has been authorized and approved by the Board of Directors at its Meeting held on January 06, 2021. The text of the resolution of the Board of Directors is set out below:

“RESOLVED THAT pursuant to Article 6 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Share Capital and Debenture) Rules, 2014, and the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (“Buyback Regulations”), as amended from time to time, and subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company (“Board”, which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the Board be and hereby approves buyback of up to 22,00,000 (Twenty Two Lakh) of its fully paid-up equity shares of face value of Rs. 10 (Rupee Ten) each (“Equity Shares”) (representing 9.97% of the total Issued and Paid-up equity share capital of the Company) at a price of Rs. 37 (Rupees Thirty Seven Only) per Equity Share payable in cash for an aggregate consideration not exceeding Rs. 8,14,00,000/- (Rupees Eight Crores Fourteen Lakhs Only) (excluding transaction costs, applicable taxes and other incidental and related expenses) which is not exceeding 10% of the aggregate of the paid-up share capital and free reserves as per standalone interim financial statements of the Company as on September 30, 2020, to be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act, from all the equity shareholders/beneficial owners of the equity shares of the company, including the promoter(s) (as defined hereinafter) as on the record date January 19, 2021, on a proportionate basis, through the Tender Offer route as may be prescribed under the Buyback Regulations (“Buyback”).”

“RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force.”

“RESOLVED FURTHER THAT the of current surplus and/or cash balances and/or cash available from internal accruals be utilized for the purpose Buyback.”

“RESOLVED FURTHER THAT the Company may buyback Equity Shares from all the existing Members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.”

“RESOLVED FURTHER THAT the Buyback of Equity Shares from non-resident Members of the Company, including Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs), Members of foreign nationality etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.”

“RESOLVED FURTHER THAT the Board do hereby confirm that they have made a full enquiry into the affairs and prospects of the Company and have formed an opinion that –

- i. Immediately following the date of this resolution, there will be no grounds on which the Company could be found unable to pay its debts.
- ii. As regards the Company’s prospects for the year immediately following the date of this resolution and having regard to Board’s intention with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution.
- iii. In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Act/ Insolvency and Bankruptcy Code, 2016, as amended from time to time, as applicable.”

“RESOLVED FURTHER THAT Mr. Atul Krishna Pandey, Company Secretary, be and is hereby appointed as Compliance Officer under the Buyback Regulations for the implementation of the Buyback.”

“RESOLVED FURTHER THAT the Board hereby confirms that:

- i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of expiry of the Buyback period;
- ii. The Company shall not raise further capital for a period of one year or six months, as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith, from the expiry of the Buyback period, except in discharge of subsisting obligations;
- iii. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer or declaration of record date for Buyback is made;
- iv. The Company shall not buyback locked-in equity shares and non-transferable shares till the pendency of the lock-in or till the shares or other specified securities become transferable;

- v. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- vi. All the equity shares of the Company are fully paid-up;
- vii. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date;
- viii. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback based on the unaudited standalone financial statements of the Company;
- ix. The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.
- x. The Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- xi. There are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- xii. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- xiii. That funds borrowed from Banks and Financial Institutions will not be used for the Buyback;
- xiv. The aggregate amount of the Buyback i.e. Rs. 8,14,00,000/- (Rupees Eight Crores Fourteen Lakhs only) does not exceed 10% of the total paid-up capital and free reserves as per financial statements of the Company as on September 30, 2020;
- xv. The maximum number of equity shares proposed to be purchased under the Buyback (up to 22,00,000 Equity Shares, does not exceed 10% of the total number of equity shares in the paid-up equity share capital as per the standalone balance sheet as on September 30, 2020);
- xvi. The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buy-back, if any."

"RESOLVED FURTHER THAT the Board do hereby authorize Mr. Rajiv Daga, Chief Executive Officer and Managing Director, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary & Compliance Officer, severally, to exercise the following powers:

- i. To seek all regulatory approvals, if any, including of the Securities and Exchange Board of India ("SEBI") and RBI for implementing the Buyback.
- ii. To decide the specified date /record date for the purpose of Buyback.
- iii. To appoint, authorize, enter into agreements with and issue necessary instructions to Merchant Bankers, Registrar, Custodians, advertising agencies, escrow agents, brokers, depository participants and all other intermediaries, advisors, consultants etc. as may be required, desired or considered expedient for the implementation of the Buyback.
- iv. To open, operate and close one or more bank accounts including escrow accounts required, if any, and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such bank accounts including escrow accounts.
- v. To open, operate and close one or more depository account/ trading account/buyer broker account and to open, operate and close special trading window account with both BSE Limited and National Stock Exchange of India Limited and to decide the authorized signatories for depository account/trading account/buyer broker account/special trading window account.
- vi. To authorize bankers to act upon the instructions of the Merchant Banker as required under the Buyback Regulations.
- vii. To adopt text of and to make Public Announcement, Draft Letter of Offer, Letter of Offer and all offer documents with respect to the Buyback ("Buyback Offer Documents") and any revision thereto.
- viii. To file copies of the Buyback Offer Documents and any revision thereto with SEBI, the stock exchanges and other appropriate authorities.
- ix. To decide on opening date for commencing of offer for Buyback and closing date thereof.
- x. To decide the 'designated stock exchange' for the Buyback.
- xi. To decide on the time-table from the opening of the offer till the extinguishment of the shares.
- xii. To carry out management discussion and analysis on the likely impact of the Buy Back on the Company's earnings, public holdings, holdings of NRIs/FIIs, etc., promoters' holdings and change in management structure.
- xiii. To issue, furnish and make disclosures, certificates, returns, confirmations etc. as may be required under the Act, Buyback Regulations or other applicable law and to file such documents with the relevant persons as may be required under the Act, Buyback Regulations or other applicable law.
- xiv. To deal with stock exchanges (including their clearing corporations) where the equity shares of the Company are listed, and to sign, execute and deliver such documents as may be necessary or desirable in connection with implementation of the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force.

- xv. To make and file 'Compliance Certificate' as required under the Buyback Regulations.
- xvi. To establish Investor Service Centre/s.
- xvii. To adopt text of and publish the relevant Buyback Offer Documents before and after Buyback.
- xviii. To verify offer/acceptances received.
- xix. To finalize basis of acceptance.
- xx. To pay to the shareholders consideration for shares bought back pursuant to the Buyback.
- xxi. To issue rejection letters, if any.
- xxii. To extinguish shares bought back within the time limit specified under the Buyback Regulations and to destroy share certificates upon the completion of the Buy Back.
- xxiii. To file 'Return of Buyback' with Registrar and other statutory authorities.
- xxiv. To maintain 'Register of Securities bought back'.
- xxv. To take appropriate action for the removal of difficulties if any and to decide on all matters in connection with or incidental to, the implementation of the Buyback.
- xxvi. To authorize the Merchant Banker, Registrar or other agencies appointed for the purpose of buyback to carry out any of the above activities.
- xxvii. To do all such acts, matters and things incidental or necessary in connection with the Buyback and sign and deliver such documents as may be necessary, desirable or expedient."

RESOLVED FURTHER THAT Fast Track Finsec Private Limited, be and is hereby appointed as the Manager to the Buyback and KK Securities Limited, as the Stock Broker to the Buyback in accordance with the relevant provisions of the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letters, and that Mr. Rajiv Daga, Managing Director & CEO, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign the same (including any amendment thereto) for and on behalf of the Company.

RESOLVED FURTHER THAT Skyline Financial Services Private Limited, be and is hereby appointed and designated as the Investor Service Centre and Registrar for the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter and Mr. Rajiv Daga, Managing Director & CEO, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company.

RESOLVED FURTHER THAT the BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

RESOLVED FURTHER THAT the Company shall, before opening of the Buyback offer, create an escrow account, either in form of bank guarantee or cash deposit or a combination thereof, towards security performance of its obligations as may be prescribed under the Companies Act and the SEBI Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit.

RESOLVED FURTHER THAT the draft of the public announcement in respect of the Buyback (the "Public Announcement"), be and is hereby approved, in accordance with the SEBI Buyback Regulations for filing with the SEBI, BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") and such other authorities or persons as may be required by applicable law.

RESOLVED FURTHER THAT the Public Announcement (including any modification or amendment or corrigendum thereto) be signed by Mr. Rajiv Daga, Managing Director & CEO, Mr. Deen Dayal Daga, Whole Time Director and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company.

RESOLVED FURTHER THAT Mr. Rajiv Daga, Managing Director & CEO, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company of the Company be and are hereby severally authorized to make corrections or alterations, as may be required for purposes of filing the Public Announcement with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deed, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT January 19, 2021 be and is hereby appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the Buyback Committee comprising of Mr. Rajiv Daga, Managing Director & CEO, Mr. Mohammed Shahid Aftab, Independent Director, Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary as Members of the Committee (the "Buyback Committee").

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may approve by passing appropriate resolutions (including by way of circular resolution) in connection with the above.

RESOLVED FURTHER THAT the Buyback Committee through Committee Meeting or by way of circular Resolutions, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to:

- finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, record date, entitlement ratio, the timeframe for completion of the Buyback;
- negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- determining limits on the participation of the promoter of the Company in the Buyback, if any;
- earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts (including escrow account), special account, and authorizing persons to operate the such accounts;
- appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- preparing, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including affidavit for declaration of solvency, public announcement, draft and final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- extinguishment of the Equity Shares and filing of certificate of extinguishment required to be filed
- in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- providing such confirmation and opinions as may be required in relation to the Buyback;
- creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, including any amendments or statutory modifications for the time being in force.
- proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the said Buyback including declaring a reduction/extension of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;
- to sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- proposing the final acceptance of Equity Shares tendered under the Buyback process;
- settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- to do all such acts, deeds, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient; and
- delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

RESOLVED FURTHER THAT that for the purpose of giving effect to this resolution, Buyback Committee be and is hereby authorized to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.

RESOLVED FURTHER THAT no information/ material likely to have a bearing on the decision of the shareholders has been/shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buy back any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Anil Sureka, Chief Financial Officer and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer, be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT all the Directors of the Company and Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations; to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT the common seal of the Company be affixed on relevant documents required to be executed for the Buyback if any, in accordance with the relevant provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT a copy of this Resolution duly certified to be true by any of the Director(s) of the Company or Mr. Atul Krishna Pandey, Company Secretary and Compliance Officer of the Company be issued as may be necessary to give effect to the above resolutions.

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

5.1 In accordance with Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated January 07, 2021, which was published in the following newspapers on January 08, 2021:

Publication	Language	Editions
Financial Express	English	All editions
Uttaranchal Darpan Express	Hindi	Uttarakhand edition
Jan Satta	Hindi	All editions

Note: The PA is also available on SEBI's website at www.sebi.gov.in.

5.2 The Public Announcement was issued within 2 (two) Working Days from the date of passing the Board Resolution by the Board of Directors of the Company approving the Buyback in a meeting held on Wednesday, January 06, 2021.

5.3 The Company will publish further notices or corrigenda, if any, in the abovementioned newspapers.

5.4 A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in and also on the website of the Company at www.archidply.com.

6. DETAILS OF THE BUYBACK

6.1 The Buyback has been authorized by a resolution of the Board of Directors on January 06, 2021. The Board had approved buyback offer by way of Board Resolution. The details of the Buyback are set out below:

Name of the Company	Archidply Industries Limited
Maximum number of Equity Shares proposed to be bought back pursuant to the Buyback	The Company proposes to Buyback up to 22,00,000 (Twenty Two Lakh) Equity Shares of face value of Rs. 10 (Rupees Ten only) each of the Company.
Number of Equity Shares proposed to be bought back pursuant to the Buyback as a percentage of the existing paid-up equity share capital of the Company.	The Equity Shares to be bought back pursuant to the Buyback represents 9.97% of the total issued and paid-up equity share capital.
Buyback Offer Price.	The Equity Shares of the Company are proposed to be bought back at a price of Rs. 37 (Rupees Thirty Seven only) per Equity Share.
Applicable regulations of SEBI and provisions of the Act, in accordance with which the Buyback is made	The Buyback is being undertaken in terms of Chapter III of the Buyback Regulations through Tender Offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars, MCA Circulars, LODR Regulations and Sections 68, 69, 70, and other applicable provisions, if any, of the Act, and the relevant rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable.
Methodology for the Buyback.	The Buyback is on a proportionate basis through the "Tender Offer" route, as prescribed under the Buyback Regulations and in accordance with the "Mechanism for acquisition of shares through Stock Exchanges" as prescribed under the SEBI Circulars. In this regard, the Company will request the Stock Exchanges i.e. BSE & NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE is the Designated Stock Exchange.

Name of the Company	Archidply Industries Limited																					
Maximum amount to be expensed towards the Buyback and its percentage with respect to the total paid-up equity share capital and free reserves and percentage with respect to total issued and paid-up equity share capital of the Company.	The maximum amount required for Buyback will not exceed Rs. 8,14,00,000 (Rupees Eight Crore Fourteen Lakh only) excluding transaction costs, applicable taxes, other incidental and related expenses. The said amount works out to 9.97 % and 9.28% of aggregate of fully paid-up equity share capital and free reserves as per unaudited financial statements of the Company, as on September 30, 2020, respectively, which is within the prescribed limit of 10 % under the Act and represents 10 % of the total issued and paid-up equity share capital of the Company, as on September 30, 2020.																					
Shareholding of the Promoters/Promoter Companies and its percentage with respect to the total paid-up equity share capital of the Company.	Please refer to Paragraph 13 (Capital Structure and Shareholding Pattern) of this Letter of Offer, for details of the shareholding of the Promoters/Promoter Companies and its percentage with respect to the total paid-up equity share capital of the Company.																					
Intention of the Promoters/Promoter Companies to participate in the Buyback.	In terms of the Buyback Regulations, under the "Tender Offer" route, Promoters/Promoter Companies have the option of participating in a buyback. Accordingly, in the present Buyback, the below Promoters/Promoter Companies have expressed their intention to participate in the Buyback and may tender up to an aggregate maximum of 1,17,50,000_ Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations:																					
	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>Max. No. of Equity Shares Intended to Tender</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Assam Timber Products Private Limited</td> <td>40,00,000</td> </tr> <tr> <td>2.</td> <td>The Mysore Chipboards Limited</td> <td>15,00,000</td> </tr> <tr> <td>3.</td> <td>Vanraj Suppliers Private Limited</td> <td>35,00,000</td> </tr> <tr> <td>4.</td> <td>Ravi Marketing and Services Private Limited</td> <td>25,00,000</td> </tr> <tr> <td>5.</td> <td>Shree Shyam Tea Private Limited</td> <td>2,50,000</td> </tr> <tr> <td></td> <td>Total</td> <td>1,17,50,000</td> </tr> </tbody> </table>	Sr. No.	Name	Max. No. of Equity Shares Intended to Tender	1.	Assam Timber Products Private Limited	40,00,000	2.	The Mysore Chipboards Limited	15,00,000	3.	Vanraj Suppliers Private Limited	35,00,000	4.	Ravi Marketing and Services Private Limited	25,00,000	5.	Shree Shyam Tea Private Limited	2,50,000		Total	1,17,50,000
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Promoters' shareholding after the completion of the Buyback.	Please refer to the Paragraph 13 (Capital Structure and Shareholding Pattern) of this Letter of Offer, for details of the shareholding of the Promoters following completion of the Buyback.																					

6.2 The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the LODR Regulations.

7. AUTHORITY FOR THE BUYBACK

- 7.1 This Buyback is pursuant to Article 6 of the Articles of Association of the Company, Sections 68, 69, 70 and other applicable provisions, if any, of the Act, the relevant rules framed thereunder, including the Share Capital Rules, the Management Rules, LODR Regulations, to the extent applicable and the Buyback Regulations.
- 7.2 This Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from regulatory and/or statutory authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchanges.
- 7.3 This Buyback has been duly authorized by a resolution of the Board of Directors dated January 06, 2021.

8. NECESSITY/OBJECTIVE OF THE BUYBACK

The Buyback is being undertaken by the Company to return surplus funds to its equity shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. The Buyback is being undertaken for the following reasons:

- a) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby enhancing the overall returns to shareholders;
- b) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for "small shareholders" (as defined below). The Company believes that this reservation of up to 15% for small shareholders would benefit a large number of the Company's public shareholders, who would be classified as "small shareholders";
- c) The Buy-back will help in achieving optimal capital structure.
- d) The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company; and

- e) The Buyback gives the Eligible Shareholders the choice to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

After considering the above mentioned factors and benefits to the Equity Shareholders, the Board decided to recommend Buyback of not exceeding 22,00,000 (Twenty Two Lakhs) Equity Shares (representing 9.97% of the total number of equity shares in the paid-up share capital of the Company) at a price of Rs. 37/- (Rupees Thirty-Seven only) per Equity Share for an aggregate consideration of not exceeding Rs. 8,14,00,000/- (Rupees Eight Crores Fourteen Lakhs only) excluding any taxes payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback, which represents 9.97% and 9.28% of the aggregate of the Company's paid-up capital and free reserves as per the financial statements of the Company as on September 30, 2020, respectively.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

- 9.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability or earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming full response to the Buyback, the funds deployed by the Company towards the Buyback would not exceed Rs 8,14,00,000 (Rupees Eight Crore Fourteen Lakh Only), excluding transaction costs, applicable taxes, other incidental and related expenses.
- 9.2 In terms of the Buyback Regulations, under the tender offer route, the Promoters/Promoter Companies have an option to participate in the buyback. In this regard, the below Promoters/Promoter Companies have expressed their intention to participate in the Buyback and may tender up to an aggregate maximum of 1,17,50,000 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations:

Sr. No.	Name	Max. No. of Equity Shares Intended to Tender
1.	Assam Timber Products Private Limited	40,00,000
2.	The Mysore Chipboards Limited	15,00,000
3.	Vanraj Suppliers Private Limited	35,00,000
4.	Ravi Marketing and Services Private Limited	25,00,000
5.	Shree Shyam Tea Private Limited	2,50,000
	Total	1,17,50,000

- 9.3 The date and price of the acquisition and other details of the Equity Shares held by the Promoters/Promoter Companies who are intending to tender their shares are as follows:

Assam Timber Products Private Limited

Date of Transaction	Nature of Transaction	No. of Equity shares	Price (Per Share) (In Rs.)	Face Value
04.10.2005	Purchase	4,00,000	10	10
28.11.2005	Purchase	5,00,000	10	10
10.12.2005	Purchase	1,80,000	10	10
26.12.2005	Purchase	70,000	10	10
07.02.2007	Scheme of Arrangement	27,90,000	NA*	10
04.05.2009	Purchase	12,000	18.75	10
06.05.2009	Purchase	13,050	18.45	10
19.05.2009	Purchase	60,000	22.65	10
20.05.2009	Purchase	40,000	23.81	10
21.05.2009	Purchase	15,600	28.32	10
22.05.2009	Purchase	65,770	28.32	10
25.05.2009	Purchase	55,500	30.94	10
03.06.2009	Purchase	6,225	30.78	10
05.06.2009	Purchase	20,860	30.08	10
10.06.2009	Purchase	25,000	28.78	10
12.06.2009	Purchase	3,750	28.00	10
15.06.2009	Purchase	2,100	26.57	10
15.06.2009	Purchase	26,925	27.06	10
17.06.2009	Purchase	18,442	29.68	10
18.06.2009	Purchase	9,143	29.38	10

Date of Transaction	Nature of Transaction	No. of Equity shares	Price (Per Share) (In Rs.)	Face Value
18.06.2009	Purchase	1,200	28.88	10
19.06.2009	Purchase	700	28.83	10
22.06.2009	Purchase	6,225	28.78	10
22.06.2009	Purchase	6,375	28.68	10
23.06.2009	Purchase	13,419	28.25	10
29.06.2009	Purchase	3,598	28.47	10
29.06.2009	Purchase	5,025	28.51	10
30.06.2009	Purchase	2,400	28.60	10
03.07.2009	Purchase	20,070	27.87	10
03.07.2009	Purchase	20,000	27.87	10
06.07.2009	Purchase	30,000	26.97	10
06.07.2009	Purchase	30,000	26.92	10
08.07.2009	Purchase	11,500	27.17	10
13.07.2009	Purchase	6,300	25.07	10
13.07.2009	Purchase	3,674	24.85	10
10.11.2009	Purchase	5,100	29.08	10
30.06.2009	Purchase	1,199	0.00	10
26.10.2010	Sale	-2,00,000	26.97	10
21.03.2016	Purchase	1,00,000	47.51	10
16.05.2018	Purchase	30,600	84.96	10
24.11.2020	Sale	-1,00,000	28.02	10
21.12.2020	Sale	-1,40,000	28.24	10
	TOTAL	41,71,750		

**allotted in pursuant to Scheme of Arrangement entered into between the Company and The Mysore Chipboards Limited*

The Mysore Chipboard Limited

Date of Transaction	Nature of Transaction	No. of Equity shares	Price (Per Share) (In Rs.)	Face Value
30-11-2006	Purchase	3,25,000	100.00	10
03-01-2013	Purchase	5,000	9.27	10
03-01-2003	Purchase	5,000	9.27	10
04-01-2013	Purchase	10,000	9.28	10
07-01-2013	Purchase	5,700	9.52	10
07-01-2013	Purchase	15,000	9.50	10
07-01-2013	Purchase	9,750	9.82	10
09-01-2013	Purchase	15,000	9.97	10
10-01-2013	Purchase	15,000	9.82	10
14-01-2013	Purchase	20,000	9.85	10
21-01-2013	Purchase	15,225	9.30	10
23-01-2013	Purchase	15,000	9.37	10
30-01-2013	Purchase	20,001	9.17	10
31-01-2013	Purchase	20,100	9.47	10
01-02-2013	Purchase	25,000	9.20	10
08-02-2013	Purchase	20,001	9.12	10
11-02-2013	Purchase	20,600	9.31	10
12-02-2013	Purchase	20,000	9.27	10
13-02-2013	Purchase	25,000	9.17	10
14-02-2013	Purchase	11,000	9.06	10
20-02-2013	Purchase	20,000	8.61	10
20-02-2013	Purchase	12,000	8.81	10

Date of Transaction	Nature of Transaction	No. of Equity shares	Price (Per Share) (In Rs.)	Face Value
25-02-2013	Purchase	20,000	8.56	10
26-02-2013	Purchase	23,000	8.57	10
27-02-2013	Purchase	21,200	8.31	10
17-04-2013	Purchase	20,363	7.56	10
21-10-2014	Purchase	25,030	23.73	10
03-11-2014	Purchase	25,000	35.50	10
24-11-2014	Purchase	35,000	35.25	10
28-11-2014	Purchase	30,000	37.75	10
06-01-2015	Purchase	12,000	41.50	10
07-01-2015	Purchase	15,000	41.20	10
10-03-2015	Purchase	80,000	31.80	10
19-03-2015	Purchase	8,600	31.09	10
20-03-2015	Purchase	77,000	29.56	10
23-03-2015	Purchase	93,000	27.10	10
24-03-2015	Purchase	85,000	27.30	10
26-03-2015	Purchase	85,000	26.40	10
27-03-2015	Purchase	1,78,378	27.72	10
31-03-2015	Purchase	1,22,000	31.32	10
12-03-2018	Purchase	27,108	82.67	10
13-03-2018	Purchase	32,375	84.55	10
15-03-2018	Purchase	57,000	87.32	10
19-03-2018	Purchase	57,000	86.10	10
21-03-2018	Purchase	19,000	86.06	10
	TOTAL	17,97,431		

Vanraj Suppliers Private Limited

Date of Transaction	Nature of Transaction	No. of Equity shares	Price (Per Share) (In Rs.)	Face Value
29-03-2006	Purchase	3,60,000	10.00	10
16-06-2006	Purchase	1,14,300	100.00	10
31-07-2006	Purchase	61,750	100.00	10
31-08-2006	Purchase	15,000	100.00	10
10-10-2006	Purchase	40,000	100.00	10
31-03-2007	Purchase	31,000	100.00	10
14-08-2007	Purchase	2,500	100.00	10
01-04-2008	Purchase	30,80,000	3.12	10
09-02-2009	Purchase	200	18.05	10
19-02-2009	Purchase	1,413	17.04	10
27-02-2009	Purchase	1,000	16.04	10
02-03-2009	Purchase	500	15.34	10
20-04-2009	Purchase	5,000	18.40	10
01-03-2013	Purchase	20,542	8.39	10
04-03-2013	Purchase	2,544	8.05	10
06-03-2013	Purchase	20,850	7.99	10
08-03-2013	Purchase	20,410	8.40	10
12-03-2013	Purchase	10,000	7.79	10
14-03-2013	Purchase	20,000	7.87	10
18-04-2013	Purchase	26,500	7.56	10
29-03-2016	Purchase	1,00,000	44.74	10
26-07-2016	Purchase	10,000	52.57	10
	TOTAL	39,43,509		

Shree Shyam Tea Private Limited

Date of Transaction	Nature of Transaction	No. of Equity shares	Price (Per Share) (In Rs.)	Face Value
31.03.2007	Purchase	26,000	100.00	10
14.08.2007	Purchase	76,900	100.00	10
31.03.2007	Purchase	26,000	100.00	10
14.08.2007	Purchase	76,900	100.00	10
18.05.2018	Purchase	50,000	85.46	10
21.05.2018	Purchase	75,000	84.11	10
23.05.2018	Purchase	50,000	85.87	10
	TOTAL	3,80,800		

Ravi Marketing Services Private Limited

Date of Transaction	Nature of Transaction	No. of Equity shares	Price (Per Share) (In Rs.)	Face Value
10.12.2005	Purchase	1,20,000	10.00	10
26.12.2005	Purchase	3,90,000	10.00	10
19.01.2006	Purchase	4,00,000	10.00	10
06.02.2006	Purchase	4,40,000	10.00	10
29.03.2006	Purchase	1,00,000	10.00	10
16.06.2006	Purchase	500	100.00	10
31.07.2006	Purchase	26,150	100.00	10
07.02.2007	Scheme of Arrangement	13,34,100	NA	10
16.05.2018	Purchase	17,100	85.22	10
	TOTAL	28,27,850		

- 9.4 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoters/Promoter Companies after the completion of the Buyback shall [increase/decrease] to 71.77% of the post-Buyback total paid-up equity share capital of the Company from 72.67% of the pre-Buyback total paid-up equity share capital of the Company, and the aggregate public shareholding of the Company shall [increase/decrease] to 28.23% of the post-Buyback total paid-up equity share capital of the Company from 27.33% of the pre-Buyback total paid-up equity share capital of the Company.
- 9.5 The Buyback shall not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.6 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change.
- 9.7 The debt-equity ratio after the completion of the Buyback will be within the permissible limit of 2:1 prescribed by the Act and the Buyback Regulations, based on unaudited financial statements of the Company, even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.8 The Company believes that the Buyback will not impact the growth opportunities of the Company.
- 9.9 The Company shall not raise further capital for a period of one year or such period, as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith, from the expiry of the Buyback period, except in discharge of subsisting obligations.
- 9.10 The Company shall not issue new shares or other specified securities including by way of a bonus issue till the expiry of the Buyback period.
- 9.11 The Promoters/Promoter Companies and their associates shall not deal in the Equity Shares of the Company, including any *inter se* transfer of shares amongst the Promoters/Promoter Companies for the period between the date of passing of the Board resolution and the date of the closure of the Buyback in accordance with the Buyback Regulations.
- 9.12 Salient financial parameters pursuant to the Buyback based on the unaudited standalone financial statements of the Company are set out below:

Parameter	As at for the period ended September 30, 2020	
	Pre-Buyback	Post-Buyback
Net Worth (In Rs. Lakh)	8768.46	7954.46
Return on net worth	(0.88)	(0.97)
Earning Per Equity Share	(0.35)	(0.39)
Book Value Per Equity Share	39.74	40.04
Price/ Earnings ratio	(71.14)	(63.84)
Total debt equity ratio	0.47	0.52

Notes:

Pre and post Buyback calculations are based on unaudited standalone financials of the Company as on September 30, 2020. The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance) without factoring in any impact on the profit & loss account. Net worth used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.

- a. For the above purpose, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the unaudited standalone balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- b. Return on net worth is computed as profit after tax for the relevant period divided by closing net worth for period. Return on net worth for period ending September 30, 2020 is computed as profit after tax for the last 12 months ending September 30, 2020 divided by closing net worth as on September 30, 2020. Net worth used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.
- c. Earnings per share calculated as profit after tax for the relevant period divided by total number of shares pre-Buyback and total number of shares post-Buyback.
- d. Book value per Equity Share at the end of relevant period is calculated as pre-Buyback net worth divided by total number of shares pre-Buyback and post-Buyback net worth divided by total number of shares post-Buyback. Book value used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.
- e. Price/Earnings ratio for period ending September 30, 2020 is calculated as closing market price of the Equity Shares on BSE/NSE as on September 30, 2020 divided by Earnings per equity share for the period ending as on September 30, 2020 on pre and post Buyback basis.
- f. Total debt/equity ratio is calculated as total debt divided by net worth. Net worth used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.

The debt to equity ratio of the Company as on September 30, 2020 on a consolidated basis is as follows:

Parameter	Pre-Buyback	Post-Buyback
Total debt equity ratio ⁽¹⁾	0.47	0.52

⁽¹⁾ Debt comprises of long-term borrowings and short term borrowings.

10. BASIS OF CALCULATING THE OFFER PRICE

10.1 The Equity Shares of the Company are proposed to be bought back at the Offer Price, i.e. a price of Rs. 37 (Rupees Thirty Seven Only) per share. The Offer Price has been arrived at after considering various factors such as the average closing prices of the equity shares on the Stock Exchanges where the Equity Shares of the Company are listed and the impact of the Buyback on the key financial ratios of the Company.

10.2 The Buyback Offer Price of Rs. 37/- (Rupees Thirty-Seven only) per Equity Share represents:

- (i) premium of 33.74% on BSE and 31.65% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for 3 months preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback;
- (ii) premium of 27.51% on BSE and 26.80% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for 2 weeks preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback;
- (iii) premium of 21.71% on BSE and 20.92% on NSE over the closing market price of the Equity Shares on BSE and NSE as on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback.

10.2 The Company confirms that as required under Section 68 of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback based on both unaudited standalone interim financial statements of the Company as on September 30, 2020.

11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of upto 22,00,000 (Twenty Two Lakh) Equity Shares at a price of Rs 37 (Rupees Thirty Seven only) per Equity Share would not exceed Rs. 8,14,00,000 (Rupees Eight Crore Fourteen Lakh only) excluding transaction costs, applicable taxes, other incidental and related expense.

11.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act.

11.3 The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, an escrow agreement (“Escrow Agreement”) has been entered into amongst the Company, the Manager and the Escrow Agent on January 07, 2021.

12.2 In accordance with the Buyback Regulations and pursuant to the Escrow Agreement, the Company has opened an Escrow Account in the name and style “Archidply Industries Limited– Buyback Escrow” bearing account number 000405125332 with the Escrow Agent, namely, ICICI Bank Limited having its registered office at ICICI Bank Towers, Near Chakli Circle, Old Padra Road, Gujarat-390015 acting through its Corporate Office at Capital Market Division, 122, 1st Floor, Mistry Bhavan, Dinshaw Vaccha Road, Backbay Reclamation, Churchgate, Mumbai- 400020. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has made a fixed deposit of Rs. 6,10,50,000 (Rupees Six Crore Ten Lakh Fifty Thousand only) in favour of the Manager and proposes to deposit the applicable amount in the Escrow Account before the Buyback Opening Date.

In accordance with the Buyback Regulations, the Manager to the Buyback will be empowered to operate such Escrow Account and realise the value of government securities by sale or otherwise and if there is any deficit on realisation of the value of the securities, the Manager shall be liable to make good any such deficit.

12.3 Priti Jhavar & Co., (Proprietor’s Name: Priti Jhavar; Membership Number: 303053; Firm Registration Number 328818E), Chartered Accountants, having its office at Ganapathi Plaza, No. 58, 3rd Floor, 59th ‘A’ Cross, 4th ‘N’ Block, Rajajinagar, Bangalore- 560010. (Tel: 080-23120689; Email: pritiJhavar2007@gmail.com, has certified vide its certificate dated January 06, 2021 that the Company has adequate funds for the purposes of the Buyback of 22,00,000 (Twenty Two Lakh) Equity Shares at Rs. 37 (Rupees Thirty Seven only) each.

12.4 Based on the aforementioned certificate, the Manager to the Buyback confirms that they are satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company is set out below.

	Particulars	Aggregate value at face value of Rs10 each (in INR)
A	AUTHORISED SHARE CAPITAL	
	2,50,00,000 Equity Shares	25,00,00,000
B	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE BUYBACK	
	2,20,65,000 Equity Shares	22,06,50,000

13.2 The Company has not Buyback its securities in previous 3 financial year.

13.3 The Company confirms that there are no partly paid-up Equity Shares or calls in arrears.

13.4 The Company confirms that it shall not issue, including through a bonus issue, Equity Shares or any other specified securities, until the expiry of Buyback period in accordance with Regulation 24(i)(b) of the Buyback Regulations.

13.5 The Company does not have any convertible securities.

13.6 Assuming full acceptance in the Buyback, the issued, subscribed and paid-up equity share capital of the Company after the completion of the Buyback Offer would be as set out below:

	Particulars	Aggregate value at face value of Rs10 each (in INR)
A	AUTHORISED SHARE CAPITAL	
	2,50,00,000 Equity Shares	25,00,00,000
B	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE BUYBACK	
	1,98,65,000 Equity Shares	19,86,50,000

*Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement.

There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act

13.7 The shareholding pattern of the Company (i) Pre-Buyback as on the Public Announcement ; and (ii) after the completion of the Buyback is set out below:

Category	Pre-Buyback		Post-Buyback#	
	Number of Equity Shares	% of Shareholding	Number of Equity Shares	% of Shareholding
Promoters/ Promoters Companies	1,60,34,645	72.67	1,42,57,755*	71.77
Foreign Investors (including Non-Resident Indians/FIIs/ FPIs/Foreign Nationals/OCBs)	1,39,719	0.63	56,07,245	28.23

Category	Pre-Buyback		Post-Buyback#	
	Number of Equity Shares	% of Shareholding	Number of Equity Shares	% of Shareholding
Financial Institutions/Banks/NBFCs and Mutual Funds/ Insurance Companies	-	-		
Others (Public, Bodies Corporate, Clearing Members, Trust, and HUF)	58,90,636	26.70		
Total	2,20,65,000	100	1,98,65,000	100

Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement.

* Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement from those Promoters/ Promoter Companies, who have expressed their intention to participate.

13.8 The aggregate shareholding of (i) the Promoters/ Promoter Companies; (ii) Directors of the Promoters/ Promoters Companies; and (iii) the Directors and Key Managerial Personnel of the Company as on date of the Public Announcement, i.e. January 07, 2021:

13.8.1 Aggregate shareholding of the Promoters/ Promoters Companies as on December 30, 2020:

Sr. No.	Name	No. of Equity Shares held	% Shareholding
1	Deen Dayal Daga (HUF)	20,000	0.09
2	Shyam Daga	5,73,685	2.60
3	Sangeeta Bharadia	4,100	0.02
4	Deen Dayal Daga	7,71,620	3.50
5	Usha Daga	7,60,300	3.45
6	Rajiv Daga	8,86,500	4.02
7	Assam Timber Products Private Limited	41,71,750	18.91
8	The Mysore Chipboards Limited	17,97,431	8.15
9	Vanraj Suppliers Private Limited	39,43,509	17.87
10	Ravi Marketing and Services Private Limited	28,27,850	12.82
11	Shree Shyam Tea Private Limited	2,77,900	1.26
	TOTAL	1,60,34,645	72.67

13.8.2 Aggregate shareholding of the Directors of Promoters/ Promoters Companies as on December 30, 2020:

Sr. No.	Name	No. of Equity Shares held	% Shareholding
	Assam Timber Products Private Limited		
1	Deendayal Daga	7,71,620	3.50
2	Rajiv Daga	8,86,500	4.02
	The Mysore Chipboards Limited		
3	Deendayal Daga	7,71,620	3.50
4	Rajiv Daga	8,86,500	4.02
5	Shyam Daga	5,73,685	2.60
	Vanraj Suppliers Private Limited		
6	Deendayal Daga	7,71,620	3.50
7	Manoj Agarwal	1,050	0.00
	Ravi Marketing and Services Private Limited		
8	Deendayal Daga	7,71,620	3.50
9	Manoj Agarwal	1,050	0.00
10	Kabindra Singh Bothra	650	0.00
	Shree Shyam Tea Private Limited		
11	Shyam Daya	5,73,685	2.60
12	Usha Daga	7,60,300	3.45

13.8.3 Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on December 30, 2020:

Sr. No.	Name	Designation	No. of Equity Shares held	% Shareholding
1	Deendayal Daga	Wholetime Director	7,71,620	3.50
2	Shyam Daga	Director	5,73,685	2.60
3	Rajiv Daga	Managing Director	8,86,500	4.02
4	Anil Sureka	CFO	3,250	0.01
	TOTAL		22,35,055	10.13

13.9 Aggregate Equity Shares purchased or sold by (i) Promoters/Promoter Companies; (ii) Directors of the Promoters/ Promoter Companies; and (iii) Directors & Key Managerial Personnel of the Company during a period of 12 (twelve) months preceding the date of the Public Announcement i.e. January 07, 2021:

13.9.1 Aggregate of Equity Shares purchased or sold by the Promoters/ Promoter Companies/ Directors & Key Managerial Personnel of the Company/ Promoter/ Promoter Companies:

Name	Aggregate No. of Equity Shares purchased/ sold	Nature of Transactions	Maximum Price Per Equity Shares (Rs.)	Date of Maximum Price	Minimum Price Per Equity Share (Rs.)	Date of Minimum Price
Assam Timber Products Pvt Ltd	1,00,000	Sale	30.50	23.11.2020	28.55	23.11.2020
Assam Timber Products Pvt Ltd	1,40,000	Sale	31.90	21.12.2020	26.60	21.12.2020
Rajiv Daga	1,00,000	Buy	30.50	23.11.2020	28.55	23.11.2020
Rajiv Daga	1,40,000	Buy	31.90	21.12.2020	26.60	21.12.2020

14. BRIEF INFORMATION OF THE COMPANY

14.1 The Company was incorporated on September 5, 1995 as ATP Silvi Products Limited was registered with the RoC, Karnataka at Bangalore. The Company received the certificate of commencement of business on July 5, 2005 with manufacturing of plywood and laminates. The name of Company was changed to Archidply Industries Limited and the RoC, Karnataka at Bangalore issued to us a fresh certificate of incorporation on March 30, 2007.

14.2 The Promoters/Promoter Companies currently hold 72.67% of the total Equity Share capital of the Company. Archidply Industries Limited is the flagship company of the Archidply group. We are a part of the Archidply Group which has been associated with plywood manufacturing for more than 40 years under the brand 'Archidply'. The Group has grown from a small saw mill in Assam to a modern state-of-the-art manufacturer of wood panel products and decorative surfacing products in three locations, Rudrapur, Mysore and Assam, with a network of branches, distributors and dealers across India.

14.3 The registered office of the Company is located at Plot No. 7, Sector -9, Integrated Industrial Estate, Sidcul, Pant Nagar, Rudrapur, Udham Singh Nagar, Rudrapur – 263153.

14.4 Performance of the Company in brief:

- For the Financial year ended March 31, 2020, the Company's reported revenue of Rs. 2,68,48,06,535 was lower by 2.36% against Rs. 2,74,98,06,703 for the financial year ended March 31, 2019.
- Further, the net profit of Rs. 3,77,79,215 was lower by 51.08% for the year ended March 31, 2020 over the previous year net profit of Rs. 7,72,30,516 crore.

14.5 The current authorised share capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore only) consisting of 2,50,00,000 (Two Crore Fifty Lakh only) Equity Shares of face value of Rs. 10 (Rupee Ten only) each. The total paid-up share capital of the Company is Rs. 22,06,50,000 (Rupees Twenty Two Crore Six Lakh Fifty Thousand Only) represented by 2,20,65,000 (Two Crore Twenty Lakh Sixty Five Thousand) Equity Shares of Rs. 10 (Rupee Ten only) each.

14.6 The history of the Equity Share capital of the Company is set out below:

Date of Allotment	No. of Equity Shares	Face Value (In Rs.)	Issue Price (In Rs.)	Nature of consideration	Cumulative of No. of Equity Shares	Cumulative Paid-up Equity Share Capital (In Rs.)
September 15, 1995	7009(a)	10	10	Cash	700	7,000
November 30, 2002	49,300(b)	10	10	Cash	50,000	5,00,000
July 7, 2005	50,000(c)	10	10	Cash	1,00,000	10,00,000
October 4, 2005	4,00,000(d)	10	10	Cash	5,00,000	50,00,000
November 28, 2005	5,00,000(e)	10	10	Cash	10,00,000	1,00,00,000

Date of Allotment	No. of Equity Shares	Face Value (In Rs.)	Issue Price (In Rs.)	Nature of consideration	Cumulative of No. of Equity Shares	Cumulative Paid-up Equity Share Capital (In Rs.)
December 10, 2005	3,00,000(f)	10	10	Cash	13,00,000	1,30,00,000
December 26, 2005	4,60,000(g)	10	10	Cash	17,60,000	1,76,00,000
January 19, 2006	4,00,000(h)	10	10	Cash	21,60,000	2,16,00,000
February 06, 2006	4,40,000(i)	10	10	Cash	26,00,000	2,60,00,000
March 29, 2006	4,60,000(j)	10	10	Cash	30,60,000	3,06,00,000
June 16, 2006	1,14,800(k)	10	10	Cash	31,74,800	3,17,48,000
July 31, 2006	87,900(l)	10	10	Cash	32,62,700	3,26,27,000
August 31, 2006	52,000(m)	10	10	Cash	33,14,700	3,31,47,000
October 10, 2006	40,000(n)	10	10	Cash	33,54,700	3,35,47,000
November 30, 2006	3,25,000(o)	10	10	Cash	36,79,700	3,67,97,000
February 07, 2007	1,15,68,180(p)	10	NA	Other than Cash	1,52,47,880	15,24,78,800
March 31, 2007	57,000(q)	10	100	Cash	1,53,04,880	15,30,48,800
August 14, 2007	79,400(r)	10	100	Cash	1,53,84,280	15,38,42,800
June 25, 2008	66,15,720(s)	10	74	Cash	2,20,00,000	22,00,00,000
May 29, 2010	51,500(t)	10	10	Cash	2,20,51,500	22,05,15,000
May 25, 2011	13,500(u)	10	10	Cash	2,20,65,000	22,06,50,000

- a. Signatory to Memorandum of Association.
- b. Further allotment to Shend Chim Lio Aliar, Lien Ching Li Aliar Peter, Vijay Kumar Somani, Veena Somani, Malchand Karnani, Geeta Dier Karnani, Sandeep Kumar Jain, Sarika Somani & Vikas Somani
- c. Further allotment to Deendayal Daga, Usha Daga & Rajiv Daga
- d. Further allotment to Assam Timber Products Private Limited
- e. Further allotment to Assam Timber Products Private Limited
- f. Further allotment to Assam Timber Products Private Limited and Ravi Marketing and Services Private Limited
- g. Further allotment to Assam Timber Products Private Limited and Ravi Marketing and Services Private Limited
- h. Further allotment to Ravi Marketing and Services Private Limited
- i. Further allotment to Ravi Marketing and Services Private Limited
- j. Allotment to Vanraj Suppliers Private Limited and Ravi Marketing and Services Private Limited
- k. Further allotment of 1,14,800 Equity Shares having face value of Rs. 10 each at a premium of Rs. 90 each equity shares to Vanraj Suppliers Private Limited and Ravi Marketing and Services Private Limited
- l. Further allotment of 87,900 Equity Shares having face value of Rs. 10 each at a premium of Rs. 90 each equity shares to Vanraj Suppliers Private Limited and Ravi Marketing and Services Private Limited
- m. Further allotment of 52,000 Equity Shares having face value of Rs. 10 each at a premium of Rs. 90 each equity shares to Vanraj Suppliers Pvt. Ltd, Shyam Daga, Deendayal Daga, Usha Daga, Rajiv Daga & Kashiram Daga.
- n. Further allotment of 40,000 Equity Shares having face value of Rs. 10 each at a premium of Rs. 90 each equity shares to Vanraj Suppliers Private Limited
- o. Further allotment of 3,25,000 Equity Shares having face value of Rs. 10 each at a premium of Rs. 90 each equity shares to The Mysore Chipboards Limited
- p. Further allotment of 1,15,68,180 Equity Shares having face value of Rs. 10 each pursuant to Scheme of Arrangement
- q. Further allotment of 57,000 Equity Shares having face value of Rs. 10 each at a premium of Rs. 90 each equity shares to Vanraj Suppliers Private Limited and Shree Shyam Tea Private Limited
- r. Further allotment of 79,400 Equity Shares having face value of Rs. 10 each at a premium of Rs. 90 each equity shares to Vanraj Suppliers Private Limited and Shree Shyam Tea Private Limited
- s. IPO of 66,15,720 Equity Shares having face value of Rs. 10 each at a premium of Rs. 64 each equity shares.
- t. ESOP of 51,500 Equity Shares having face value of Rs. 10 each.
- u. ESOP of 13,500 Equity Shares having face value of Rs. 10 each.

14.7 The details regarding the Board of Directors as on the Date of the Public Announcement i.e. January 07, 2021:

Sr. No.	Name, Occupation and Age	Qualifications	Date of Appointment/ reappointment	Designation	Directorship in other Companies, Bodies Corporate and other Bodies
1	Deen Dayal Daga Occupation: Business Age: 78	LLB	30.05.2020	Whole Time Director	Assam Timber Products Private Limited The mysore chip boards limited Marketing & services pvt ltd Vanraj suppliers Pvt.Ltd.
2	Shyam Daga Occupation: Businessman Age: 45	Graduate	30.05.2020	Director	Shree shyam Tea Pvt Ltd The Mysore chip Boards Limited Archidply Decor Limited ADL Panels Private Limited ADL Particle Boards & MDF Private Limited
3	Rajiv Daga Occupation: Business Age: 42	B. E.	30.05.2020	Managing Director & CEO	Assam Timber Products Private Limited The mysore chip Boards Limited Archidply Decor Limited
4	Mohammad Shahid Aftab Occupation: Business Age: 74	Master Degree (Commerce)	01.04.2019	Independent Director	Ramsarup Lohh Udyog Limited
5	Bharath Kumar Hukumchand Rathi Occupation: Business Age: 72 years	B-Arch	01.04.2019	Independent Director	-
6	Shanti Mallar Varadarai Occupation: Business Age: 69	B.Sc (H), LLB, CAIIB	11.03.2020	Independent Director	-

14.8 The details of changes in the Board of Directors during the last 3 (three) years from the date of the Public Announcement i.e. January 07, 2021:

Name of the Director	Appointment/ reappointment/ Cessation	Effective Date	Reasons
Not Applicable			

14.9 The Buyback will not result in any benefit to any Director of the Company, Promoters/Promoter Companies except to the extent of the intention of the Directors and Promoters/Promoter Companies to participate in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share capital after the completion of the Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The Company prepares its financial statements in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, read with the relevant rules issued thereunder ("**Ind AS**").

15.2 The salient features of the financial information of the Company as extracted from the unaudited standalone financial statements of the Company for the period ended September 30, 2020 and last 3 (three) financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 are set out below:

(In Rs. Lakh)

Particulars	Period		Financial Year	
	April 01, 2020 to September 30, 2020 (Unaudited)	April 01, 2019 to March 31, 2020	April 01, 2018 to March 31, 2019	April 01, 2017 to March 31, 2018
Total Income	7,896.39	26,848.07	33,199.04	31,166.22
Total Expenses (excluding Interest and Depreciation)	7,524.44	25,039.27	31,065.53	29,261.22
Interest	274.10	669.23	983.48	998.68
Depreciation	180.99	491.22	641.16	522.87
Profit Before Tax	(83.14)	648.35	508.88	383.45

(In Rs. Lakh)

Particulars	Period		Financial Year	
	April 01, 2020 to September 30, 2020 (Unaudited)	April 01, 2019 to March 31, 2020	April 01, 2018 to March 31, 2019	April 01, 2017 to March 31, 2018
Profit After Tax	(77.48)	377.79	446.31	250.90
Equity Share Capital	2,206.50	2,206.50	2,206.50	2,206.50
Reserves and Surplus	6,591.96	6,671.82	11,430.90	10,985.45
Net Worth	8,798.46	8,878.32	13,637.40	13,191.95
Debt	4,112.14	5,609.80	8,268.48	6,946.64

15.3 The financial ratios of the Company as extracted from the unaudited standalone financial statements of the Company for the period ended September 30, 2020 and last 3 (three) financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 are set out below:

Particulars	Period		Financial Year	
	April 01, 2020 to September 30, 2020	April 01, 2019 to March 31, 2020	April 01, 2018 to March 31, 2019	April 01, 2017 to March 31, 2018
Earning Per Share (In Rs.)(a)	(0.35)	1.71	2.02	1.14
Book Value (In Rs. per Equity Shares)(b)	39.74	40.23	61.81	59.79
Return on net worth(c)	(0.88)	4.26	3.27	1.87
Debt equity ratio(d)	0.47			
Total Debt/ net worth(d)	0.46	0.63	0.71	0.52

Note:

- Earnings per share calculated as profit after tax for the relevant period divided by total number of outstanding Equity Shares at the end of relevant period.
- Book value per Equity Share is calculated as book value at the end of relevant period divided by total number of outstanding Equity Shares at the end of relevant period. Book value used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.
- Return on net worth is computed as profit after tax for the period divided by closing net worth for the relevant period. Net worth excludes revaluation reserves and miscellaneous expenditure, if any to the extent not written off.
- Debt and Total Debt comprises of long-term borrowings, short term borrowings. Equity and net worth excludes revaluation reserves and miscellaneous expenditure to the extent not written off.

15.4 The Company confirms that it will comply with the provisions of the Takeover Regulations, if applicable.

15.5 The Company confirms that it has complied with the provisions of Sections 68, 69 and 70 of the Act and all other provisions of the Act, as may be applicable to the Buyback.

16. STOCK MARKET DATA

16.1 The Equity Shares are currently listed and traded only on the BSE and NSE.

16.2 The closing market price of the Equity Shares in the last 3 (three) years (April to March period) preceding the date of the Public Announcement on the Stock Exchanges is set out below:

NSE

Period	High			Low			Average (In Rs.)	Total No. of Equity Shares Traded
	High (In Rs.)	Date of High	No. of Equity Shares Traded	Low (In Rs.)	Date of Low	No. of Equity Shares Traded		
April 1, 2019 to March 31, 2020	39.95	May 03, 2019	1,38,618	12.9	March 23, 2020	7,750	29.17	45,19,396
April 1, 2018 to March 31, 2019	97.10	April 30, 2018	2,34,754	35.35	February 18, 2019	15,282	54.85	82,94,330
April 1, 2017 to March 31, 2018	125.95	January 15, 2018	15,16,732	70.08	April 03, 2017	46,226	94.20	3,85,89,731

Source: www.nseindia.com

Note: High, Low and Average price for the period are based on closing prices

BSE:

Period	High			Low			Average (In Rs.)	Total No. of Equity Shares Traded
	High (In Rs.)	Date of High	No. of Equity Shares Traded	Low (In Rs.)	Date of Low	No. of Equity Shares Traded		
April 1, 2019 to March 31, 2020	40	April 02, 2019	11	12	March 26, 2020	1264	29.17	5,06,663
April 1, 2018 to March 31, 2019	96	April 30, 2018	38370	35.30	February 21, 2019	104	54.95	13,21,106
April 1, 2017 to March 31, 2018	126	January 15, 2018	2,37,978	70.50	April 03, 2017	20089	94.55	82,25,626

Source: www.bseindia.com

Note: High, Low and Average price for the period are based on closing prices

16.3 The monthly closing market prices during the 6 (six) months preceding the date of the Public Announcement and number of Equity Shares traded on the Stock Exchanges is set out below:

NSE:

Period	High			Low			Average (In Rs.)	Total No. of Equity Shares Traded
	High (In Rs.)	Date of High	No. of Equity Shares Traded	Low (In Rs.)	Date of Low	No. of Equity Shares Traded		
December 1, 2020 to 31 December, 2020	35.05	December 31, 2020	1,07,156	26.6	December 21, 2020	10,820	29.49	4,66,169
November 1, 2020 to November 30, 2020	29.50	November 24, 2020	15,236	25.05	November 11, 2020	5,565	26.86	7,98,193
October 1, 2020 to October 31, 2020	26.90	October 07, 2020	21	23.05	October 2020	30, 8,256	24.95	1,58,806
September 1, 2020 to September 30, 2020	27.85	September 04, 2020	31,070	24.05	September 24, 2020	880	26.58	2,81,348
August 1, 2020 to August 31, 2020	31.45	August 26, 2020	19,979	26.55	August 03, 2020	1,669	28.61	2,19,056
July 1, 2020 to July 31, 2020	31.80	July 23, 2020	50,581	22.7	July 01, 2020	4,119	27.36	4,53,806

Source: www.nseindia.com

Note: High, Low price and Average Price for the period are based on closing prices

BSE:

Period	High			Low			Average (In Rs.)	Total No. of Equity Shares Traded
	High (In Rs.)	Date of High	No. of Equity Shares Traded	Low (In Rs.)	Date of Low	No. of Equity Shares Traded		
December 1, 2020 to December 31, 2020	35.05	December 31, 2020	1,07,156	26.60	December 21, 2020	10,820	29.30	4,66,169
November 1, 2020 to November 30, 2020	29.50	November 24, 2020	15,236	24.50	November 13, 2020	23,609	26.64	7,98,193
October 1, 2020 to October 31, 2020	26.90	October 07, 2020	21	23.05	October 30, 2020	8,256	24.87	1,58,806

Period	High			Low			Average (In Rs.)	Total No. of Equity Shares Traded
	High (In Rs.)	Date of High	No. of Equity Shares Traded	Low (In Rs.)	Date of Low	No. of Equity Shares Traded		
September 1, 2020 to September 30, 2020	27.85	September 04, 2020	31,070	24.05	September 24, 2020	880	26.46	2,81,348
August 1, 2020 to August 31, 2020	31.45	August 26, 2020	19,979	26.55	August 03, 2020	1,669	28.36	2,19,056
July 1, 2020 to July 31, 2020	31.80	July 23, 2020	50,581	22.70	July 01, 2020	4,119	27.32	4,53,806

Source: www.bseindia.com

Note: High, Low price and Average Price for the period are based on closing prices

16.4 Notice of the Board Meeting convened to consider the proposal of the Buyback was given to the NSE and BSE on December 30, 2020. The Board, at its meeting held on January 06, 2021, approved the proposal for the Buyback at a price of Rs. 37 (Rupees Thirty Seven only) per Equity Share and the intimation was sent to NSE and BSE on the same day.

Event	Date	NSE (In Rs.)	BSE (In Rs.)
Notice of the Board Meeting convened to consider the proposal of the Buyback	December 30, 2020	30.60	30.40
1 Trading Day Post-Notice of Board Meeting	December 31, 2020	35.20	35.05
1 Trading Day Prior to Board Meeting	January 05, 2021	43.55	43.65
Board Meeting Date	January 06, 2021	40.15	40.15
1 Trading Day Post-Board Meeting	January 07, 2021	40.20	40.00
Date of the Public Announcement	January 07, 2021	40.20	40.00
Date of publication of the Public Announcement	January 08, 2021	39.95	40.05
The trading day immediately following the publication of the Public Announcement	January 11, 2021	39.20	39.40

17. DETAILS OF STATUTORY APPROVALS

- 17.1 The Buyback Offer is subject to approval, if any required, under the provisions of the Act, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.
- 17.2 The Buyback of Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including Reserve Bank of India (RBI), as may be required. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 17.3 Non-Resident Shareholders (excluding OCBs) permitted under general permission under the consolidated Foreign Direct Investment policy issued by the Government of India read with applicable regulations issued under FEMA, are not required to obtain approvals from RBI.
- 17.4 By agreeing to participate in the Buyback, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.
- 17.5 As of date, there is no other statutory or regulatory approval required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory/regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to BSE/NSE.
- 17.6 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/ provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

17.7 The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.

17.8 In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE

18.1 Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form by registered post/speed post or hand deliver the same, along with the TRS generated by the exchange bidding system along with all relevant documents by super-scribing the envelope as “**Archidply Buyback Offer 2021**”, to the Registrar to the Buyback at its office set out below, so that the same are received not later than 2 (two) days from the Buyback Closing Date i.e. Wednesday, February 24, 2021 by 5 p.m. (IST):

Skyline Financial Services Private Limited

D-153A, First Floor, Okhla Industrial Area, Ph-1, New Delhi – 110020

Telephone: +91 11 – 40450193 / 011 26812682-83

Email: compliances@skylinerta.com

Investor grievance email: grievances@skylinerta.com

Contact Person: Mr. Virender Rana

Website: www.skylinerta.com

SEBI Registration Number: INR000003241

CIN: U74899DL1995PTC071324

Days & time of contact: In case of any clarifications or to address investor grievance, Eligible Shareholders may contact on all Working Days during 11:00 a.m. (IST) to 5:00 p.m. (IST).

18.2 ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to buy back up to 22,00,000 (Twenty Two Lakh) Equity Shares aggregating up to 9.97% of the fully paid-up equity share capital of the Company at a price of Rs. 37 (Rupees Thirty Seven only) per Equity Share payable in cash for an aggregate consideration not exceeding Rs. 8,14,00,000 (Rupees Eight Crore Fourteen Lakh only) constituting 9.97% and 9.28% of the aggregate fully paid-up equity share capital and free reserves as per unaudited standalone interim financial statements of the Company as on September 30, 2020 (the last unaudited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback), from the Eligible Shareholders on a proportionate basis through a Tender Offer route through Stock Exchange mechanism, in accordance with Article 6 of the Articles of Association of the Company, Sections 68, 69 70, and other applicable provisions, if any, of the Act, the relevant rules framed thereunder including the Share Capital Rules, LODR Regulations, to the extent applicable and Buyback Regulations. The Board of Directors of the Company has duly approved the Buyback in their Board Meeting held on January 06, 2021. The Buyback is subject to the receipt of approvals as may be required, including but not limited to SEBI and the Stock Exchanges.

19.2 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

19.3 The shareholding of the Promoters/Promoter Companies as of the date of the Public Announcement is 1,60,34,645 Equity Shares which represents 72.67% of the existing total paid-up equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the promoters have an option of participating in a buyback. In this regard, certain Promoters/Promoter Companies have expressed their intention to participate in the Buyback, and may tender in aggregate up to 1,17,50,000 Equity Shares in accordance with the provisions of the Buyback Regulations.

19.4 Assuming acceptance of all Equity Shares tendered in the Buyback from the Eligible Shareholders up to their respective Buyback Entitlement, the shareholding of the Promoters/Promoter Companies after the completion of the Buyback will decrease to 71.77% of the post-Buyback total paid-up equity share capital of the Company. Also, if none of the public shareholders participate and only the Promoters/ Promoter Companies, who have given their intention, participate to the extent of their Buyback Entitlement, their shareholding will reduce to 69.64% of the post-Buyback total paid-up equity share capital of the Company.

Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:

19.5 The Company has fixed January 19, 2021 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buyback.

19.6 The Equity Shares to be bought back pursuant to the Buyback are divided into 2 (two) categories:

19.6.1 Reserved category for Small Shareholders (“**Reserved Category**”); and

19.6.2 General category for all other Eligible Shareholders (“**General Category**”).

- 19.7 As defined in the Buyback Regulations, a "Small Shareholder" is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price of shares on BSE or NSE, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than Rs. 2,00,000 (Rupees Two lakh Only). As on the Record Date, the closing price on NSE, having the highest trading volume, was Rs. 36.60 per Equity Share. Accordingly, all Eligible Shareholders holding not more than 5,464 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.
- 19.8 Based on the aforementioned definition, there are 11,691 Small Shareholders of the Company with an aggregate shareholding of 42,43,594 Equity Shares as on the Record Date, which constitutes 19.23% of the total paid-up equity share capital of the Company and 19.29% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback. 1,78,21,406 Equity Shares were held by the other Eligible Shareholders in the General Category as on the Record Date.
- 19.9 In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be the higher of:
- 19.9.1 15% of the number of Equity Shares which the Company proposes to buy back i.e. 15% of 22,00,000 (Twenty Two Lakh) Equity Shares which is 3,30,000. (Three Lakh Thirty Thousand) Equity Shares; or
- 19.9.2 The number of Equity Shares entitled as per their shareholding as on the Record Date (i.e. $(42,43,594/2,20,65,000) \times 22,00,000$) which is 4,23,110 Equity Shares.
- 19.10 All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoters/Promoter Companies also intend to offer their Equity Shares in the Buyback.
- 19.11 Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, 4,23,110 Equity Shares have been reserved for the Small Shareholders ("**Reserved Portion**") and accordingly, the General Category for all other Eligible Shareholders shall consist of 17,76,890 Equity Shares ("**General Portion**").
- 19.12 Based on the above Buyback Entitlements, the ratio of Buyback for both categories is set out below:

Category of Eligible Shareholder	Ratio of Buyback (i.e. Buyback Entitlement)
Reserved Category for Small Shareholders	31 Equity Shares for every 311 Equity Share held on the Record Date
General Category for all other Eligible Shareholders	30 Equity Shares for every 301 Equity Share held on the Record Date

The ratio of Buyback indicated above is approximate and provides an indication of the Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for reserved category for Small Shareholders is 0.09970558 (9.97055798%) and for general category shareholders is 0.09970538 (9.97053768%).

Fractional Entitlements

- 19.13 If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date is not in the multiple of one Equity Share, then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.
- 19.14 On account of ignoring the fractional entitlement, those Small Shareholders who hold 10 or less Equity Shares as on Record Date is being dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders

- 19.15 Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:
- 19.15.1 Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.
- 19.15.2 After the Acceptance as described in Paragraph 19.15.1 above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from such Additional Equity Shares shall be bought back in the Reserved Category.
- 19.15.3 After the Acceptance as described in Paragraph 19.15.2 above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buyback Regulations. Valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with the Paragraph 19.15.2, shall be reduced by one.

Adjustment for fractional results in case of proportionate Acceptance, as described above:

- 19.16 For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

19.17 For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares validly tendered in the General Category

19.18 Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

19.18.1 Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

19.18.2 After the Acceptance as described in Paragraph 19.18.1 above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.

Adjustment for fractional results in case of proportionate acceptance as described above:

19.19 For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

19.20 For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares between categories

19.21 In the event the Equity Shares tendered by the Small Shareholders in accordance with the process set out under Paragraph 19.15 (*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*) of this Letter of Offer is less than the Reserved Portion, Additional Equity Shares tendered by the Eligible Shareholders in the General Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the General Category divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the Reserved Portion.

19.22 In the event the Equity Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under Paragraph 19.18 (*Basis of Acceptance of Equity Shares validly tendered in the General Category*) of this Letter of Offer is less than the General Portion, Additional Equity Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the General Portion.

19.23 A Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance, as mentioned above, out of the Equity Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance with the section entitled "*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*".

Adjustment for fractional results in case of proportionate Acceptance, as described above:

19.24 For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

19.25 For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.26 In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Paragraph 19.

Miscellaneous

19.27 For avoidance of doubt, it is clarified that:

19.27.1 The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders;

19.27.2 The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and

19.27.3 The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

19.28 Clubbing of Entitlement

In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories.

20. PROCEDURE FOR TENDER/OFFER AND SETTLEMENT

- 20.1 The Buyback is open to all Eligible Shareholders who hold Equity Shares either in physical form or dematerialized form. The Company proposes to effect the Buyback through a Tender Offer route through Stock Exchange mechanism, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, is being e-mailed/dispatched to Eligible Shareholders. This Letter of Offer, is being sent through electronic means to Eligible Shareholder(s) who have registered their e-mail ids with the depositories/the Company, and for those Eligible Shareholder(s) who have not registered their e-mail ids with the depositories/the Company, this Letter of Offer is being dispatched through physical mode by registered post/speed post/ courier. An Eligible Shareholder may access this Letter of Offer, on the websites of the Company, the Stock Exchanges, the Registrar to the Buyback, and the Manager to the Buyback at www.archidply.com, www.bseindia.com, www.nseindia.com, www.skylinerta.com and www.ffinsec.com, respectively. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in Paragraph 20.9.
- 20.2 The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/sale of such Equity Shares. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 20.3 Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are advised to tender the applications separately from each demat account in which they hold the Equity Shares as on the Record Date. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.
- 20.4 As disclosed in Paragraph 19 (*Process and Methodology of Buyback*) above, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Shareholders; and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.
- 20.5 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.
- 20.6 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- 20.7 The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date.
- 20.8 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" i.e. BSE & NSE pursuant to the SEBI Circulars, and following the procedure prescribed in the Act, the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

THE NON-RECEIPT OF THIS LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THIS LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY.

20.9 In case of non-receipt of this Letter of Offer and the Tender Form:

20.9.1 In case the Eligible Shareholder holds Equity Shares in dematerialised form: If Eligible Shareholder(s) who have been sent this Letter of Offer through electronic means wish to obtain a physical copy of this Letter of Offer, they may send a request in writing to the Company or Registrar at the address or e-mail id mentioned at the cover page of this Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ID, beneficiary account number, and upon receipt of such request, a physical copy of this Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the websites of the Company, Registrar to the Buyback and Manager to the Buyback at www.archidply.com, www.skylinerta.com and www.ftfinsec.com, respectively or by providing his/her/its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

20.9.2 In case the Eligible Shareholder holds Equity Shares in physical form: An Eligible Shareholder may participate in the Buyback by providing his/her/its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the websites of the Company, Registrar to the Buyback and Manager to the Buyback at www.archidply.com, www.skylinerta.com and www.ftfinsec.com, respectively and must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. Wednesday, February 24, 2021 by 5 p.m. (IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback.

20.10 Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Selling Member(s) (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Selling Member(s) in the electronic platform to be made available by Stock Exchanges before the Buyback Closing Date.

20.11 The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the "plain paper" option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

20.12 The acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Equity Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.13 For implementation of the Buyback, the Company has appointed K K Securities Limited as the registered broker to the Company ("**Company's Broker**") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

K K Securities Limited

Regd. Office – 76-77, First Floor, Scindia House, Janpath, Connaught Place, New Delh – 110001

Telephone: +91 11-46890000, 9811168570

Email: kksl@kksecurities.com

Contact Person: Mr. Sanjay Bansal

Website: www.kksecurities.com

SEBI Registration Number: NSE: INZ000155732

CIN: U74899DL1994PLC060238

20.14 The Company shall request the Stock Exchanges i.e. BSE & NSE to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be specified by the Stock Exchanges from time to time. For the purposes of this Buyback, BSE has been appointed as the '**Designated Stock Exchange**'.

20.15 All Eligible Shareholders, through their respective Selling Member(s) will be eligible and responsible to place orders in the Acquisition Window.

20.16 All Eligible Shareholders can enter orders for Equity Shares in demat form as well as Equity Shares in physical form.

20.17 During the Tendering Period, the order for selling the Equity Shares shall be placed by the Eligible Shareholders through their respective Selling Member(s) during normal trading hours of the secondary market.

20.18 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

20.19 The cumulative quantity tendered shall be made available on BSE's and NSE's websites, www.bseindia.com and www.nseindia.com, respectively, throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.

20.20 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

20.21 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialised form:

20.21.1 Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Selling Member(s) by indicating to such Selling Member(s) the details of Equity Shares they intend to tender under the Buyback.

20.21.2 The Selling Member would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges i.e. BSE & NSE. It is mandatory to transfer the tendered Equity Shares into the account of the Clearing Corporation by an Eligible Shareholder through the early pay-in mechanism of the depositories prior to placing the order/bid on the Stock Exchanges' IBBS platform by the Selling Member. For further details, Eligible Shareholders may refer to the circulars issued by Stock Exchanges/Clearing Corporation.

20.21.3 The details of the settlement number under which the Equity Shares are to be transferred in the account of Clearing Corporation for the Buyback is will be provided in a separate circular to be issued by the Clearing Corporation.

20.21.4 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than 6:00 p.m. (IST) on the last day of the Tendering Period i.e. the Buyback Closing Date. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

20.21.5 Upon placing the bid, the Selling Member shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

20.21.6 In case of Equity Shares held in physical form, Eligible Shareholders who have tendered their Equity Shares in the Buyback can 'hand deliver' the Tender Form and Form SH-4 duly signed (by all Eligible Shareholders in case such Equity Shares are held in joint names) in the same order in which they hold the Equity Shares and original share certificates, TRS generated by the exchange bidding system along with all relevant documents to the Registrar to the Buyback at its office provided in Paragraph 18 herein above. The TRS will be generated by the respective Selling Member. Eligible Shareholders who cannot hand deliver the Tender Form and such other documents to the Registrar to the Buyback at its office provided in Paragraph 18 herein above, may send the same by registered post/ speed post, at their own risk, super-scribing the envelope as "Archidply Buyback Offer 2021", to the Registrar to the Buyback Offer at their office provided in Paragraph 18 herein above, so that the same are received not later than 2 (two) days from the Buyback Closing Date i.e. Wednesday, February 24, 2021 by 5 p.m. (IST).

20.21.7 Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

- (i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
- (ii) Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and
- (iii) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

20.21.8 In case of demat Equity Shares, submission of Tender Form and TRS is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

20.21.9 The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

20.22 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below.

20.22.1 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Selling Member(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) the Tender Form (duly signed by all Eligible Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate

or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

20.22.2 Based on the documents as mentioned in paragraph 20.22.1 herein above, the concerned Selling Member shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Selling Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

20.22.3 The Selling Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph 20.22.2) along with TRS either by registered post or courier or hand delivery to Registrar to the Buyback, at its office provided in Paragraph 18 herein above, within 2 (two) days of bidding by Selling Member. The envelope should be super scribed as **“Archidply Buyback Offer 2021”**. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Selling Member/Eligible Shareholder.

20.22.4 Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as ‘unconfirmed physical bids’. Once the Registrar to the Buyback confirms the bids it will be treated as ‘Confirmed Bids’.

20.22.5 All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company’s equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/Registrar of the Company;

20.22.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Closing Date.

20.23 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders

20.23.1 Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.

20.23.2 In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

20.23.3 If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected.

20.24 Acceptance of orders

20.24.1 The Registrar to the Buyback shall provide details of order acceptance to Clearing Corporation within specified timelines.

20.25 Method of Settlement

20.25.1 Upon finalization of the basis of Acceptance as per the Buyback Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.

20.25.2 The Company will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders' bank account linked to its demat account. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the RBI or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.

20.25.3 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will

be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

20.25.4 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

20.25.5 The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow account of the Company ("**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

20.25.6 Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder.

20.25.7 Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.

20.25.8 The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

20.25.9 Equity Shareholders who intend to participate in the Buyback should consult their respective Selling Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Member upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Selling Member, and such costs will be incurred solely by the Eligible Shareholders.

20.25.10 The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

20.26 Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as "Buyback Tax") in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in their country of residence, if outside India. The transaction of Buyback would also be chargeable to securities transaction tax in India. Please refer to paragraph 21 of this Letter of Offer for a detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

20.27 Rejection Criteria

20.27.1 The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds. For Eligible Shareholders holding shares in the dematerialized form if:

- a) The Shareholder is not a Eligible Shareholder of the Company
- b) There is a name mismatch in the dematerialised account of the Eligible Shareholder

For Eligible Shareholders holding Equity Shares in the physical form if:

- a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Friday, February 26, 2021 by 5 p.m. (IST);
- b) There exists any restraint order of a court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;
- c) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- d) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- e) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- f) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

21. NOTE ON TAXATION

21.1 General

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY.

The Indian tax year runs from April 1 to March 31 of subsequent year. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 (“ITA”).

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or profession controlled in India.

In case of shares of a company, the source of income from shares would depend on the “situs” of the shares. As per ITA and Judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement (“DTAA”), as modified by the Multilateral Instrument (MLI), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident.

The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule (“GAAR”) and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

21.2 Classification of Shareholders

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

- A. Resident Shareholders being:**
- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
 - Others (corporate bodies):
 - Company
 - Other than Company
- B. Deemed Resident Shareholder** –an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding ₹ 15 lakh during the tax year.
- C. Non-Resident Shareholders being:**
- Non-Resident Indians (NRIs)
 - Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)
 - Others:
 - Foreign Company
 - Foreign non-corporate shareholders

21.3 Buy-back of Shares

Section 115QA of the ITA introduced w.e.f. June 1, 2013 contains provisions for taxation of a domestic company in respect of buy-back of shares (within the meaning of Section 68 of the Act). In effect, the incidence of tax stands shifted completely to the Company and not the recipient of the buyback proceeds. Before the enactment of Finance Act (No. 2), 2019, this section was not applicable to shares listed on a recognized stock exchange. The Finance Act (No. 2), 2019 has amended Section 115QA of the ITA with effect from 5th July, 2019 extending its provisions to cover distributed income on buy-back of equity shares of a company listed on a recognized stock exchange as well.

Section 10(34A) of the ITA provided for tax exemption to a shareholder in respect of income arising from buy-back of shares w.e.f. April 1, 2014 (i.e. Assessment year 2014-15). The Finance Act (No. 2), 2019 has also made consequential changes to Section 10(34A) of the ITA extending the benefit of tax exemption on income from buy-back to shareholders in respect of shares listed on recognized stock exchange as well. Thus, the tax implications to the following categories of shareholders are as under:

- A. Resident Shareholders or Deemed Resident Shareholders**
- Income arising to the shareholder on account of buy-back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended Section 10(34A) of the ITA with effect from July 5, 2019.
- B. Non-Resident Shareholders**
- While the income arising to the shareholder on account of buy back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended Section 10(34A) with effect from July 5, 2019 in the hands of a non-resident as well,

the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such Non- resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Section 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

21.4 Tax Deduction at Source

In absence of any specific provision under the current Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buyback.

Caveat:

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

21.5 Securities Transaction Tax

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

22 DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I under the Buyback Regulations:

22.1 The Board of Directors of the Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

22.2 The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

22.2.1 Immediately following the date of the Board Meeting i.e January 06, 2021, approving the Buyback, and the date of Letter of Offer, there will be no grounds on which the Company could be found unable to pay its debts;

22.2.2 As regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback, and the date of Letter of Offer, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and the date of Letter of Offer;

22.2.3 In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Act, / Insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable.

This declaration is made and issued pursuant to the resolution passed at the meeting of the Board held on January 06, 2021.

For and on behalf of the Board of Directors

**Sd/-
Rajiv Daga
Managing Director
DIN: 01412917**

**Sd/-
Deendayal Daga
Wholetime Director
DIN: 00497806**

23. AUDITOR'S CERTIFICATE

Report addressed to the Board of Directors by the Company's Auditors on permissible capital payment and opinion formed by directors regarding insolvency

The text of the Report dated January 06, 2021 of M/s Priti Jhawar & Co., the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

1. The Board of Directors of Archidply Industries Limited ('the Company') have approved a proposal for buy-back of equity shares by the Company at its meeting held on January 06, 2021, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended ('the Act') and the Buyback Regulations.
2. We have been requested by the Management of the Company to provide a report on the accompanying Statement of Permissible Capital Payment (including securities premium) ('Annexure A') as at September 30, 2020 (the 'Statement') prepared by the Management of the Company, which we have initialed for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the provisions of the Act and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment (including securities premium), the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares and will not be rendered insolvent within a period of one year from the said date and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016. Further, a declaration is signed by two directors of the Company in this respect in accordance with the requirements of the Section 68(6) of the Act and the Buyback Regulations.

Auditors Responsibility

5. Pursuant to the requirements of clause (xi) of Schedule I of the Buyback Regulations, it is our responsibility to provide a reasonable assurance:
 - i) Whether we have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements as at and for the year ended March 31, 2020 (the 'Audited Financial Statements');
 - ii) Whether the amount of permissible capital payment (including securities premium) as stated in Annexure for the proposed buyback of equity shares has been properly determined considering the Audited Financial Statements and is within the permissible limit and computed in accordance with the provisions of Section 68(2) of the Act; and Regulation 4(i) of the Buyback Regulations; and
 - iii) Whether the Board of Directors of the Company, in their meeting held on January 06, 2021, have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations on reasonable grounds that the Company will be able to pay its debts from the abovementioned date and will not, having regard to its state of affairs be rendered insolvent within a period of one year from the aforesaid date.
6. We have also obtained appropriate representations from the Company's management.

Opinion

7. Based on our examination as above, and the information and explanations given to us, we report that:
 - i. The amount of permissible capital payment (including securities premium) towards the proposed buy back of equity shares as computed in the Statement, in our view has been properly determined in accordance with Section 68(2) of the Act and Regulation 4(i) of the Buyback Regulations. The amounts of share capital and free reserves, as given in the 'Annexure A' have been extracted from the Unaudited Financial Statements prepared by the management and submitted to SEBI.
 - ii. The Board of Directors of the Company, in their meeting held on January 06, 2021 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares and will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the said date.

Restriction on Use

8. This report has been issued at the request of the Company solely for use of the Company
 - i. In connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act, and the Buyback Regulations,
 - ii. To enable the Board of Directors of the Company to include in the public announcement, and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with
 - (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and
 - (b) the Central Depository Services (India) Limited, National Securities Depository Limited and
 - (i) May be submitted to the manager for the said buy back, each for the purpose of extinguishment of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations.

Therefore, this report is not intended to be and should not be used by anyone other than the abovementioned purpose without our prior consent in writing. Further, we assume no responsibility to update this report for events and circumstances occurring after the date of this report.

For **Priti Jhavar & Co.**
Chartered Accountants
Firm Registration No.: 328818E

Place: Bangalore
Date: 06/01/2021

Sd/-
Priti Jhavar
Proprietor
Membership No: 303053
UDIN: 21303053AAAAAA8357

Annexure A

The amount of permissible capital payment towards buy-back of equity shares, as given below is properly determined in accordance with Section 68 (2) (c) of the Companies Act, 2013:

Particulars as on 30 th September, 2020	Amount
Paid up share capital: 2,20,65,000 Equity Shares of Rs. 10.00 each	220,650,000
Free Reserves: Securities Premium	147,416,092
Surplus in the statement of Profit and Loss	508,779,552
Total	876,845,644
Maximum amount permitted for buy-back as per Act and Regulations (i.e. upto 10% of the total paid up capital and free reserves)	87,684,564
Buyback offer Size permitted by Board Resolution dated January 06, 2021	81,400,000
Buyback offer Size as a percentage of total paid up capital and free Reserves	9.28%

For Archidply Industries Limited

Sd/-

Anil Sureka
Chief Financial Officer

Place: Bangalore

Date: January 06, 2021

24. DOCUMENTS FOR INSPECTION

In light of SEBI Relaxation Circulars, copies of the following documents will be available for inspection electronically during the tendering period on the website of the Company at www.archidply.com/buyback.php.

- 24.1 Certificate of incorporation of the Company;
- 24.2 Memorandum and Articles of Association of the Company;
- 24.3 Annual reports of the Company for the financial years 2017- 2018, 2018-2019 and 2019-2020;
- 24.4 Unaudited financials approved by the Board for the period September 30, 2020;
- 24.5 Copy of resolution passed by the Board of Directors in relation to the Buyback at its meeting held on January 06, 2021;
- 24.6 Auditor's Report prepared by Priti Jhavar & Co., in terms of clause (xi) of Schedule I of the Buyback Regulations;
- 24.7 Public Announcement dated January 07, 2021, and published on January 08, 2021;
- 24.9 Declaration of solvency and an affidavit as per Form SH-9 of the Share Capital Rules;
- 24.10 Certificate dated January 06, 2021 issued by Priti Jhavar & Co., confirming that the Company has adequate funds for the purposes of the Buyback;
- 24.11 Copy of the Escrow Agreement dated January 07, 2021; and
- 24.12 Copy of the SEBI letter dated January 29, 2021 providing its comments in terms of the Buyback Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

The details of the Compliance Officer and days and time of contact are set out below.

Mr. Atul Krishna Pandey

Membership No. A47815

Company Secretary and Compliance Officer

Corp. Office – First Floor, 2/9, WHS, Kirti Nagar, New Delhi – 110015

Tel: 011 45642555;

Email: cs@archidply.com;

Website: www.archidply.com

CIN: L85110UR1995PLC008627

Days & time of contact: Eligible Shareholders may contact on all Working Days during the Tendering Period during 11:00 a.m. (IST) to 5:00 p.m. (IST).

26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

26.1 In case of any grievances relating to the Buyback (i.e. non-receipt of the Buyback consideration, Equity Share certificate, demat credit, etc.) the Eligible Shareholder can approach the Compliance Officer and/or the Manager to the Buyback and/ or the Registrar to the Buyback for redressal.

26.2 If the Company makes any default in complying with the requirements under the Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Act.

26.3 The address of the concerned office of the Registrar of Companies is as follows:

Mezzanine Floor 78, Rajpur Road,
Office No. 259, Shri Radha Palace, The Mall
Dehradun (Uttarakhand)- 248001
Phone: 0135-2745012/ 0135-2745013

27. DETAILS OF INVESTOR SERVICE CENTRE

27.1 In case of any query, the Eligible Shareholders may contact the Registrar to the Buyback at the following address:

SKYLINE FINANCIAL SERVICES PVT LIMITED

D-153A, First Floor, Okhla Industrial Area, Ph-1, New Delhi – 110020

Telephone: +91 11 – 40450193 / 011 26812682-83

Email: compliances@skylinerta.com

Investor grievance email: grievances@skylinerta.com

Contact Person: Mr. Virender Rana

Website: www.skylinerta.com

SEBI Registration Number: INR000003241

CIN: U74899DL1995PTC071324

Days & time of contact: Eligible Shareholders may contact on all Working Days during 11:00 a.m. (IST) to 5:00 p.m. (IST).

28. DETAILS OF THE MANAGER TO THE BUYBACK

FAST TRACK FINSEC PRIVATE LIMITED

Correspondence Office - 611, 6th Floor, Pragati Tower, Rajendra Place, New Delhi – 110008

Regd. Off. - B 502, Statesman House, 148 Barakhamba Road, New Delhi -110001, India.

Telephone: +91 11-41411600

Email: pawanmahur@ftfinsec.in

Contact Person: Pawan Kumar Mahur

Investor grievance email: investor@ftfinsec.com

Website: www.ftfinsec.com

SEBI registration number: INM000012500

CIN: U65191DL2010PTC200381

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE OFFER DOCUMENT

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accept full responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on January 06, 2021:

For and behalf of the Board of Directors of

ARCHIDPLY INDUSTRIES LIMITED

Sd/-
Rajiv Daga
Managing Director
DIN: 01412917

Sd/-
Deendayal Daga
Whole Time Director
DIN: 00497806

Sd/-
Atul Kumar Pandey
Company Secretary
Membership No.: A47815

Date: February 03, 2021

30. OFFER FORM

30.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).

30.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form).

30.3 Form No. SH-4 – Securities Transfer Form.