

**May 30, 2025**

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>BSE Limited</b><br>(Corporate Relationship Department),<br>1 <sup>st</sup> Floor, P.J. Towers,<br>Dalal Street, Fort,<br>Mumbai – 400001<br>Scrip Code : 532994 | <b>National Stock Exchange of India Ltd.</b><br>(Listing & Corporate Communications),<br>Exchange Plaza, Plot no. C/1, G Block,<br>Bandra-Kurla Complex, Bandra (E),<br>Mumbai - 400 051.<br>Symbol : ARCHIDPLY |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Sub: Annual Secretarial Compliance Report**

**Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended on March 31, 2025 issued by Rajneesh Sharma & Co.

This disclosure will also be hosted on the Company's website viz. [www.archidply.com](http://www.archidply.com).

Kindly update the above in your records.

Thanking You

Yours truly,

For Archidply Industries Limited

ATUL  
KRISHNA  
PANDEY

Digitally signed by  
ATUL KRISHNA  
PANDEY  
Date: 2025.05.30  
18:06:11 +05'30'

**Atul Krishna Pandey**  
**Company Secretary**  
**Membership No. A47815**

**Encl:** as above



# RAJNEESH SHARMA & Co

COMPANY SECRETARIES

RAJNEESH SHARMA

MMS (Finance), FCS, Insolvency Resolution Professional, RV(SFA)  
FCS No: 5549, CP No: 24210

Web: [www.csrajneeshsharma.com](http://www.csrajneeshsharma.com)

Email: [rajneeshcs@rediffmail.com](mailto:rajneeshcs@rediffmail.com)

[rajneeshsharmacs@gmail.com](mailto:rajneeshsharmacs@gmail.com)

Ref: CS/2025-2026/30

May 30, 2025

## Secretarial Compliance Report of Archidply Industries Limited

for the financial year ended March 31 ,2025

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I Rajneesh Sharma, Proprietor of Rajneesh Sharma & Co, Practising Company Secretaries, in whole time practice, have examined:

- (a) all the documents and records made available to us, and explanation provided by Archidply Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,for the

year ended March 31 ,2025 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable for the current reporting period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021; (Not applicable for the current reporting period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable for the current reporting period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021; (Not applicable for the current reporting period):

Address: DG04 Silver Springs Apartment, Navaratan Complex, Udaipur – 313 001.

Mob: 9986174563, Web: [www.csrajneeshsharma.com](http://www.csrajneeshsharma.com)

Email: [rajneeshcs@rediffmail.com](mailto:rajneeshcs@rediffmail.com)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(j) (Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

(k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable for the current reporting period)

and circulars/ guidelines issued thereunder; and based on my examination I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations / circulars/ guidelines including specific clause) | Regulation/ Circular No.                    | Deviations                                                                                                                     | Action Taken by | Type of Action | Details of Violation                                                             | Fine Amount                                                | Observations/Remarks of the Practicing Company Secretary (PCS)                                                                                                                                              | Management Response                                                                                                                                                                                       | Remarks                                                                                                                                                                                                                |
|---------|----------------------------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------|----------------------------------------------------------------------------------|------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Composition of the board                                                               | Reg. 17(1) of SEBI (LODR) Regulations, 2015 | 1) Half of the board is not Independent<br>2) No Woman Director on the Board<br>3) Number of the board member is less than six | NSE/BSE         | Fine           | There has been delay in appointment of non-executive independent women director. | Rs. 105000 (excluding of GST) each payable to BSE and NSE. | Ms. Shanti Mallar has completed her tenure on 10.03.2025 and the said office remains vacant until the Company has appointed the Independent non - executive women Director Ms. Anchal Mittal on 26.04.2025. | Ms. Shanti Mallar has completed her tenure on 10.03.2025 and in the next board meeting held on 26.04.2025, the new women director Ms. Anchal Mittal has been appointed, and the compliance has been done. | The Company has rectified the deviation.<br><br>The Company will be filing its response in connection with the said notices to BSE and NSE and seeking a waiver of fines as per the process prescribed by BSE and NSE. |
| 2.      | Composition of Audit Committee                                                         | Reg. 18(1) of SEBI (LODR) Regulations, 2015 | Chairperson of the Audit committee is not independent director                                                                 | NSE/BSE         | Fine           | Chairperson of the Audit committee is not independent director                   | Rs. 42000 (excluding of GST) each payable to BSE and NSE.  | The Company has reconstituted the committees in their Board meeting held on 29 <sup>th</sup> January, 2025 and has complied with                                                                            | The Company has appointed Mr. Rohit Pareek, independent Director as Chairman                                                                                                                              | The Company has complied with it.<br><br>The Company will be filing its response in connection with the said notices to BSE and NSE and seek a waiver of fines as per the process prescribed by BSE and NSE.           |

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|    |                                                      |                                          |                                      |         |      |                                      |                                                           |                                                                                                                                     |                                                                             |                                                                                                                                                                                                              |
|----|------------------------------------------------------|------------------------------------------|--------------------------------------|---------|------|--------------------------------------|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3. | Composition of Nomination and Remuneration Committee | Reg. 19 of SEBI (LODR) Regulations, 2015 | Number of members is less than three | NSE/BSE | Fine | Number of members is less than three | Rs. 42000 (excluding of GST) each payable to BSE and NSE. | The Company has reconstituted the committees in their Board meeting held on 29 <sup>th</sup> January, 2025 and has complied with it | The Company has appointed Mr. Shyam Daga, Non-executive Director as Member. | The Company has complied with it.<br><br>The Company will be filing its response in connection with the said notices to BSE and NSE and seek a waiver of fines as per the process prescribed by BSE and NSE. |
|----|------------------------------------------------------|------------------------------------------|--------------------------------------|---------|------|--------------------------------------|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations/ Remarks<br><br>Of the Practicing Company Secretary in the previous reports) (PCS) | Observations made in the secretarial compliance report for the year ended 31.03.2024 | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|-------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------|
|         | NIL                                                                                             | NIL                                                                                  | NIL                                                                                   | NIL                                                                                                 | NIL                                                  | NIL                                                           |

(C) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------|
| 1.      | <b>Secretarial Standards:</b><br><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | YES                            |                              |

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| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------------|
| 2.      | <b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>                                        | YES                           |                              |
| 3.      | <b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website.</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul> | YES                           |                              |
| 4.      | <b>Disqualification of Director:</b><br>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.                                                                                                                                                                                                                                                                             | YES                           |                              |
| 5.      | <b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>                                                                                                                                                                                    | YES                           |                              |
| 6.      | <b>Preservation of Documents:</b><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.                                                                                                                                                                                      | YES                           |                              |

| Sr.<br>No. | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Compliance<br>Status (Yes/No/<br>NA)                                                 | Observations<br>/Remarks by<br>PCS                                                        |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 7.         | <b>Performance Evaluation:</b><br><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.                                                                                                                                                                                                                                                                                   | YES                                                                                  |                                                                                           |
| 8.         | <b>Related Party Transactions:</b><br><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or<br><br>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.                                                                                                                                                     | <div style="text-align: center;">YES</div> <div style="text-align: center;">NA</div> | <p>The Company has taken prior approval.</p> <p>There have been no such transactions.</p> |
| 9.         | <b>Disclosure of events or information:</b><br><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.                                                                                                                                                                                                                                                                                               | YES                                                                                  |                                                                                           |
| 10.        | <b>Prohibition of Insider Trading:</b><br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.                                                                                                                                                                                                                                                                                                                                                                   | YES                                                                                  |                                                                                           |
| 11.        | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br><br>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.<br><br>The actions taken against the listed entity/ its promoters/ directors / subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | No                                                                                   | Action taken by Stock Exchanges during the review period is mentioned in table (a) above  |

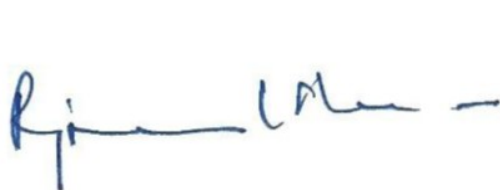
| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS*                                     |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------|
| 12.     | <b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b><br><br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities | NA                            | There is no resignation of the Auditors during the review period. |
| 13.     | <b>Additional Non-compliances, if any:</b><br><br>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.                                                                                                                                                                                                                                                                                                                                   | Yes                           | There have been no such transactions.                             |

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For RAJNEESH SHARMA & CO,**

**COMPANY SECRETARIES**




**(RAJNEESH SHARMA)**

**Proprietor**

**FCS: 5549; CP No: 24210**

**UDIN: F005549G000498569 ;Peer Review Certificate No.5544/2024**

**Place: Udaipur**

**Date: 30th May, 2025**

**Address:** DG04 Silver Springs Apartment, Navaratan Complex, Udaipur – 313 001.

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