



DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU

MBA (Finance), A.C.S.

ACS No: 39541, CP No: 14992

Web: www.deepaksadhu.com

Email: compliance@deepaksadhu.com

SECRETARIAL COMPLIANCE REPORT OF ARCHIDPLY INDUSTRIES LIMITED FOR THE YEAR ENDED 31ST MARCH 2020

We, DEEPAK SADHU & Co, Company Secretaries have examined:

- (a) All the documents and records made available to us, either physically or by way of email in view of the prevailing pandemic situation of COVID -19 and explanation provided by M/s **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, 2020 [2019-20 ("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 there-under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there-under, 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: Not applicable for the current reporting period
- (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) Regulations, 2014: 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

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(g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013: Not applicable for the current reporting period

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

And based on the above examination, 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 there-under, except in respect of matters specified below:-

SN	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, according to which the listed entity is required to submit annual report to the Stock Exchange.	As per the Exchange records it is observed that the company has delayed with submission of annual report for the year ended March 31, 2019.	The Company has submitted the Annual Report for the year ended March 31, 2019 after the approval of the audited accounts by the shareholders in the Annual General Meeting whereas as per Regulation 34, a copy of the annual report is to be submitted to stock exchange not later than the day of commencement of dispatch to its shareholders.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there-under insofar as it appears from my/our examination of those records

(c) The Hon'ble National Company Law Tribunal (NCLT) Allahabad bench, Allahabad have sanctioned the Scheme of Arrangement for Demerger and transfer of Demerged Undertaking Archidply Industries Limited (Chintamani Undertaking) into Archidply Décor Limited (the Resulting Company) u/s section 230 to 232 r/w section 52, 66 of the Companies Act, 2013 vide order dated 08th January 2020

(d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines

SN	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1				

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

SN	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA

For DEEPAK SADHU & CO,
COMPANY SECRETARIES



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(Deepak Sadhu)

ACS: 39541; CP No: 14992

Place: Bangalore, Date: 28th July 2020

UDIN: A039541B000517392

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