



May 30 2023

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

The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex Bandra (E)
Mumbai - 400 051

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: BSE Scrip Code: 543231, NSE: Stock Code: ADL

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2023, issued by M/s. Rajneesh Sharma & Company, Practising Company Secretary.

This is for your information and record.

Thanking you.

Yours faithfully,

For Archidply Decor Limited

(Shyam Daga)
Managing Director
DIN:00568103

**Shya
m
Daga**

Digitally signed by Shyam Daga
DN: c=IN, st=Karnataka,
2.5.4.20=9885d0d5dc361094aade9
0b71e8b9251e6fa32b6391a3ecbd9
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postalCode=560046, street=Flat no
315,Mangalya Residency,6/1
Benson Cross Road,Benson
Town,Bangalore North,Benson
Town,Bangalore North,Bangalore,
pseudonym=ed6fca73eecece75cdf
567ebfdaafac7, title=3327,
serialNumber=b266028a42d003353
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cn=Shyam Daga
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ARCHIDPLY DECOR LIMITED

CORPORATE OFFICE: #29/2, G. K. Manor, 1st Floor, Nehru Nagar Circle, Seshadripuram, Bangalore — 560020

☎ (080) 43420000/23445607 | 📠 (080) 23348463 ✉ info@archidply.com 🌐 www.archidplydecor.com

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Udham Singh Nagar, Uttarakhand — 263153.

☎ (05944) 250270 | 📠 (05944) 250269

CIN: U20231UR2017PLC008626



RAJNEESH SHARMA & Co

COMPANY SECRETARIES

RAJNEESH SHARMA

FCS, Insolvency Professional, Registered Valuer (SFA), MMS (Finance)

FCS No: 5549, CP No: 24210

IP Regn No. : IBBI/IPA-002/IP-N01013/2020-2021/13249 ; RV Regn No. : IBBI/RV/03/2021/14143

Secretarial Compliance Report of Archidply Decor Limited

for the financial year ended March 31 ,2023

I Rajneesh Sharma, of Rajneesh Sharma & Co, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Archidply Decor Limited [CIN L20231UR2017PLC008626] ("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 ,2023 ("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; ; (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 and Sweat Equity)

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

and circulars/ guidelines issued thereunder.

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: 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	
2.	Adoption and timely updation of the Policies: ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	YES	

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3.	Maintenance and disclosures on Website: ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● 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	YES	
4.	Disqualification of Director: 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.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	There is no subsidiary of the Company

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	Preservation of Documents: 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	
7.	Performance Evaluation: 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.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	YES NA	The Company has taken prior approval
9.	Disclosure of events or information: 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	

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10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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 except as provided under separate paragraph herein (**).	YES	The Stock Exchange has imposed a fine of Rs.10,000/- on the Company during the year consequent to 2 days delay in filing of disclosure of related parties transactions in compliance of regulation 23(9) of listing Regulations for the half year ended 31.03.2022
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

There is no material subsidiary of the Company and no resignation of the Auditors of the Company.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		

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	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There is no resignation of the Auditors during the review period.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	There is no resignation of the Auditors during the review period.

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has	NA	There is no resignation of the Auditors during the review period.

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	not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	There is no resignation of the Auditors during the review period.

(a) 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	Management Response	Remarks
NIL										

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

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Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by the Company	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	In pursuance of SEBI (LODR), Regulation, 2015 listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results	Regulation 23(9)	Delayed in Submission of Report for the half year ended 31.03.2022 (2 days delay)	Company has paid the fine levied by Stock exchanges and has taken the necessary steps to improve the system	Company has paid the fine levied by Stock exchanges	Two days delay in Submission of Related party transactions report in pursuance of regulation 23(9)	10000	Nil.	The Company has delayed of 2 day in submission of report under reg 23(9) to Stock exchanges and accordingly Company has paid the fine levied by the Stock exchanges. The Board has analysed the reasons for the delay and taken the necessary steps to improve the system so as the timely filings are made to the stock exchanges and such incidents are not repeated in future.	Acknowledged

**For RAJNEESH SHARMA & CO,
COMPANY SECRETARIES**

(RAJNEESH SHARMA)

Proprietor

FCS: 5549; CP No: 24210

UDIN: F005549E000419468

PR No.1771/2022

Place: Udaipur

Date: 30th May, 2023



**Rajneesh
Sharma**

Digitally signed by Rajneesh Sharma
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2.5.4.20=a9546fc836c7988e0c080e896
8b5ce6af22dfceea0db7ac1a37989015f
dff5b3, postalCode=560090,
street=BS-133 1st Floor Janapriya
Green Wood Apartment,Somashetty
Halli,Bangalore
North,Chikkabanavara,Bangalore
North,Bangalore,
pseudonym=ecb54c53980493f972491
54d54c65ef5,
serialNumber=ce519c3e84fc4a95d634
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9251cc587a6b5, title=2653,
o=Personal, cn=Rajneesh Sharma
Date: 2023.05.30 11:52:42 +05'30'

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