



THE INDIAN WOOD PRODUCTS COMPANY LTD

CIN L20101WB1919PLC003557

Regd off: 7th floor, 9 Brabourne Road, Kolkata – 700 001

Tel No.: 033 8232023820; Fax No.: 033 22426799; Email ID: iwpcal1@cal2.vsnl.net.in

NOTICE

NOTICE is hereby given that the Ninety-Seventh Annual General Meeting of the Members of the Company will be held at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, 4th floor, Kolkata - 700 017, on Monday, 18 September 2017 at 3.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2017 together with the Reports of the Directors and the Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2017 together with the Reports of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31 March 2017.
3. To appoint a Director in place of Mr. Bharat Mohta (DIN: 00392090), who retires by rotation and being eligible seeks re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s) the following Resolutions as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof the time being in force, and pursuant to the recommendation of the Audit Committee, M/s. Agrawal Sanjay & Company, Chartered Accountants, Kolkata (Firm Registration No. 329088E.) be and is hereby appointed as Statutory Auditors of the Company in place of retiring auditors M/s.S K Agrawal & Company, Chartered Accountants (Firm Registration No. 306033E), for a term of 5 (Five) years to hold office from the conclusion of 97th Annual General Meeting until the conclusion of the 102nd Annual General Meeting of the Company, subject to rectification by the members at every annual general meeting, at such remuneration, as may be decided by the Board of Directors of the Company in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

1. Increasing the limits of borrowings

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and in supersession of all the earlier resolutions passed by the shareholders at their meeting held on 25 September 2014, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which, shall be deemed to include any committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to borrow any sum or sums of money from time to time which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.250 Crores (Rupees Two Hundred and Fifty Crores only).



RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as it may think fit in its absolute discretion, to execute all such documents, instruments and writings as may be required to give effect to these resolutions and to settle any question, difficulties or doubts that may arise in this regard.”

2. **Creation of charges on the movable and immovable properties of the Company in respect of borrowings**

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which, shall be deemed to include any committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to create mortgages / charges / hypothecations and / or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and / or movable properties, wherever situated, present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares, preference shares and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs.250 Crores (Rupees Two Hundred and Fifty Crores only).”

Registered Office:
Bombay Mutual Building
9, Brabourne Road
Kolkata – 700 001
Dated: 30th May, 2017

By Order of the Board
For The Indian Wood Products Co Ltd

Anup Gupta
Company Secretary

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company.
2. The Proxy form should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company can appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Register of Member of the Company will remain closed from 12th September,2017 to 18th September, 2017 (both days inclusive)
5. Dividend declared, will be paid to those shareholders whose names will appear in the Register of Shareholders / Beneficiary Owners Position List provided by the Depositories as at close of business on 11th September 2017.



6. Instruction for e-voting, along with the attendance Slip and Proxy Form, is annexed to this Notice of 97th Annual General Meeting for the convenience of Shareholders.
7. Explanatory Statement pursuant to Sections 102(1) of the Companies Act, 2013 relating to Special Business is given hereunder.
8. Members / Proxies / Authorized Representative are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members are being informed that The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with M/s. Niche Technologies Pvt Ltd, D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700 001 the Registrar & Share Transfer Agent of the Company.
11. It is observed that a sizable number of Notices, Annual Report & Dividend warrants have returned undelivered with the remark as Left, Not known etc for the last few years. Members are therefore requested to furnish their Bank particulars, change of address if any to the Registrar and Share Transfer Agent as mentioned above for timely payment of Dividend and for proper communication.
12. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance of Annual General Meeting, to enable the Company to keep the information ready.
13. The notice of the 97th AGM and instructions for e-voting along with the attendance slip and proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a members has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

EXPLANATORY STATEMENTS PURSUANT TO SEC 102 (1) OF THE COMPANIES ACT, 2013

Item No 1 and Item No.2

The Members of Company in their Annual General Meeting held on 25th September, 2014 empowered the Board to borrow money to the extent of Rs.100 crores and creation of security within the overall borrowing limits pursuant to section 180(1)(a) & 180(1)(c) of the Companies Act, 2013.

Since then with increased level of operations of the Company and expansion plan lined-up, the requirement of working capital has increased significantly. Taking into account the future fund requirement for increased level of operations, growth and expansion of the Company, it is, therefore, necessary to have higher working capitals to maintain the uninterrupted flow of production.

For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.



Hence it is proposed to increase the maximum borrowing limits upto Rs.250 Crores (Rupees Two Hundred and Fifty Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any point of time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, the Company would be required to create charge on the assets (immovable and / or movable), or whole of the undertaking of the Company. Under Section 180(1) (a) of the Companies Act, 2013, authorization from the members of the Company by way of a special resolution is required to be obtained for creation of charges/mortgages/ hypothecation on movable or immovable properties of the Company so as to secure the borrowings of the Company availed by it from time to time.

Accordingly, the Board recommends the resolutions set forth in Item No. 5 and 6 of the Notice for the approval of the members as Special Resolutions.

None of the Directors of the Company or the Key Managerial Personnel or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the company, if any.

Brief Resume of Directors seeking appointment / re-appointment

Name of Director	Bharat Mohta
DIN No	00392090
Date of Birth	14-02-1975
Date of Appointment	30.10.2005
Expertise in Specific functional area	Executive
Qualification	B Com / Diploma In Business Management
Directorships held in other Companies (excluding foreign Companies)	1. Arvind Engg Works Ltd 2. Security Co Ltd 3. Indian Glass & Electricals Ltd

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.



- IV.** The remote e-voting period commences on 15 th September 2017 (9:00 AM) and ends on 17th September 2017 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11 September 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V.** The process and manner for remote e- voting are as under:
- A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- i. Open email and open PDF file viz;
“remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select “EVEN” of “The Indian Wood Products Company Limited”.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to msassociates16@gmail.com with a copy marked to evoting@nsdl.co.in
- B** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- I. Initial password is provided in the Annexure enclosed herewith with this AGM notice.
 - II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII** You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).



- IX** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th September, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
- X** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11th September 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222- 990.
- XI** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 11 September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII** Mr.Md.Shahnawaz, Company Secretary (in whole-time practice) (Membership No. ACS 15076 and CP No-21427) of 16A Abdul Hamid Street, 5th floor, Room No.501, Kolkata - 700 069 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e- voting process in a fair and transparent manner.
- XIV** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.iwpkatha.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the company shares are listed.
- XVII** Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

Registered Office:
Bombay Mutual Building
9, Brabourne Road
Kolkata – 700 001
Dated: 30th May, 2017

By Order of the Board
For The Indian Wood Products Co Ltd

Anup Gupta
Company Secretary

The Indian Wood Products Company Ltd

CIN L20101WB1919PLC003557

Regd off: 7th floor, 9 Brabourne Road, Kolkata – 700 001

Tel 033 8232023820, Fax No.033 22426799 email: iwpcal1@cal2.vsnl.net.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall)

I hereby record my presence of the 97th Annual General Meeting of the Company held on Monday 18th September, 2017 at 3.30 PM at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata – 700 017 or any adjournment thereof.

Full Name of the member (in BLOCK LETTERS)

Folio No.....DP ID No.....Client ID No.....

Name of Member (s)

Name of the Proxy holder

Registered Address

.....

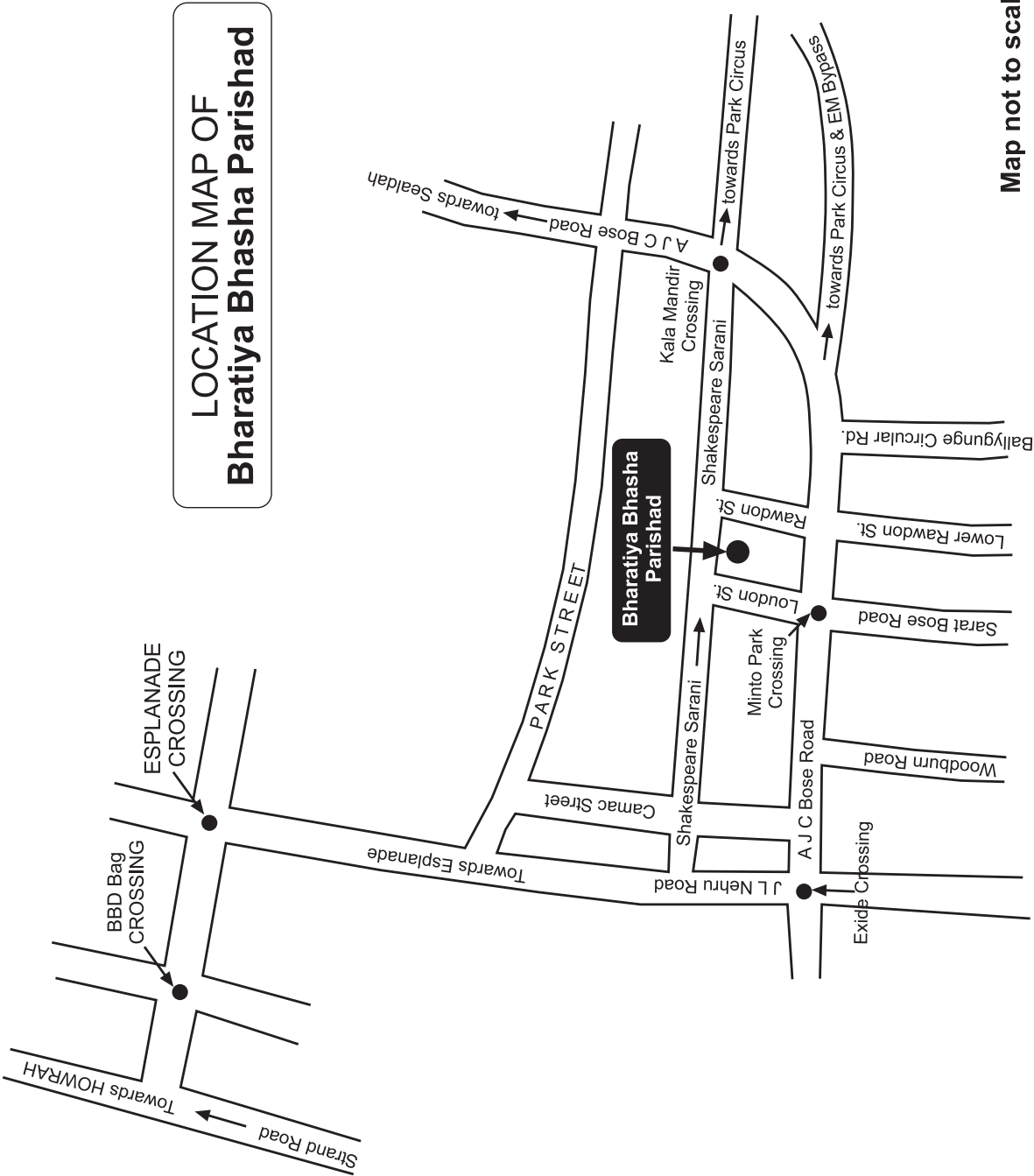
No. of shares Held

Signature of the Member / Representative / Proxy Holder*

*** Strike out whichever is not applicable.**

Note:

Shareholder / Proxy holder wishing to attend the meeting must bring this Attendance slip to the venue and hand over at the entrance duly signed.



**LOCATION MAP OF
Bharatiya Bhasha Parishad**

Map not to scale

The Indian Wood Products Company Limited

CIN L20101WB1919PLC003557

Regd off: 7th floor, 9 Brabourne Road, Kolkata ñ 700 001

Tel 033 8232023820, Fax No.033 22426799 email: iwpcal1@cal2.vsnl.net.in

[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules 2014]

PROXY FORM (FORM NO.MGT-11)

Folio No..... DP ID No..... Client ID No.....

Name of Member (s) email id.....

Registered address t.....

I/We, being the Member(s) holding.....shares of the above named Company, hereby appoint

(1) Name	
Address	
E-Mail Id	Signature OR failing him
(2) Name	
Address	
E-Mail Id	Signature OR failing him
(3) Name	
Address	
E-Mail Id	Signature

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 97th AGM of the Company, to be held on 18th day of September, 2017 at 3.30 PM at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata ñ 700 017 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Sl.No.	Resolution
Ordinary Business	
1	a) To receive, Consider and Adopt the Audited Standalone Financial Statements for the Financial year ended 31st March, 2017 together with the Report of the Directors and the Auditors thereon b) To receive, Consider and Adopt the Audited Consolidated Financial Statements for the Financial year ended 31st March, 2017 together with the Report of the Auditors thereon
2	To Declare Dividend @ 6% on equity shares for the year ended 31st March, 2017
3	To appoint Mr.Bharat Mohta, as a Director, liable to retire by rotation.
4.	To appoint M/s. Agarwal Sanjay & Company, Chartered Accountants as the Auditors of the Company for a period of 5 consecutive yers subject to ratification by the members and authorize the Board of Directors to fix their remuneration.
Special Business	
5	Authority to the Board to exercise borrowing powers in pursuance of Section 180(1)(c) of the Compaies Act, 2013 as a Special Resolution
6	Authority to the Board to create mortgage and/or charge on the Companyís properties for securing the borrowing in pursuance of Section 180(1)(a) of the Companies Act, 2013 as a Special resolution.

Signed this.....day of2017

Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Notes:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting