



THE INDIAN WOOD PRODUCTS COMPANY LIMITED

Regd. Office: 9, Brabourne Road, 7th Floor

Kolkata - 700 001, West Bengal

CIN: L20101WB1919PLC003557; Website: www.iwpkatha.com

Phone No.: +91-8232023820; Fax No: +91-33-2242-6799

E-mail: iwpcal1@cal2.vsnl.net.in

POSTAL BALLOT NOTICE

[Pursuant to section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") for seeking approval of the shareholders of The Indian Wood Products Company Limited (the Company") to the appended resolutions through Postal Ballot. The explanatory statements pertaining to the proposed resolutions setting out the material facts and the reasons thereof along with the Postal Ballot Form and postage pre-paid envelope are also enclosed hereto.

The Board of Directors of the Company (the "Board") at its meeting held on January 13, 2017, has appointed Mr. Md. Shahnawaz, Practicing Company Secretary (ACS: 21427 CP: 15076) as the Scrutinizer for conducting the postal ballot and e-voiting process in a fair and transparent manner.

The Company in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 of the Rules, is pleased to provide the members with the facility to exercise their right to vote on the proposed resolutions as set out hereinafter by electronic means i.e. through e-voiting services provided by National Security Depository Limited (NSDL). Members desire to exercise their vote using e-voiting facility are requested to read carefully the notes/instructions for e-voting annexed to this notice. Members' desire to exercise their vote through physical postal ballot form can send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form attached herewith. Members are requested to return the form duly completed and signed, in the attached self address business reply envelop so as to reach the Scrutinizer on or before the close of working hours i.e. by 5 p.m. on Tuesday, April 11, 2017. Please note that any postal ballot form(s) received after the said date and time will be treated as if reply from such member has not been received.

The Scrutinizer will submit his report to the Chairman or to any other Director of the Company as authorised by the Chairman, after the completion of the scrutiny. The result of postal ballot shall be declared on Thursday, April 13, 2017 at 1.00 PM at the Registered Office of the Company and will be communicated to the Stock Exchange, the Depository and the Registrar and Share Transfer Agent and would also be displayed on Company's website at www.iwpkatha.com. The resolutions, if approved, will be taken as passed on the date of declaration of results.

1. Increase in Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company

To consider and if though fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013("the Act") and the rules framed thereunder including any statutory modification or re-enactment thereof, for the time being in force, and pursuant to the provisions of Memorandum and Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from existing Rs.10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- each to Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/-each and 5,00,000 (Five Lacs) Preference Shares of Rs. 100/- each by creation of additional 5,00,000 (Five Lacs) Preference Shares of Rs. 100/- each.

RESOLVED FURTHER THAT in terms of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and consequent upon the increase in the Authorised Share Capital of the Company as aforesaid, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause 5:

5. The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each and 5,00,000 (Five Lacs) Preference Shares of Rs.100/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.

2. Re-appointment of Mr. Krishna Kumar Mohta (DIN 00702306) as Whole Time Director designated as Chairman and Managing Director of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provision of Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Krishna Kumar Mohta, (DIN: 00702306) as Whole Time Director designated as Chairman and Managing Director of the Company, liable to retire by rotation, for a period of 1 (One) year w.e.f. 1st April, 2017 to March 31, 2018 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed herewith, with the liberty to the Board of Directors (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 alter and vary such terms and conditions of the re-appointment and/or remuneration subject to the same not exceeding the limits as specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.

3. Revision in the remuneration of Mr. Bharat Mohta (DIN 00392090) and his re-designation as Chief Executive Officer (CEO) of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provision of Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent and approval of the Company be and is hereby accorded to the revision in remuneration payable to Mr. Bharat Mohta (DIN:00392090) as a Whole Time Director designated as CEO of the Company, as recommended by the Nomination and Remuneration Committee, for the remaining period of his tenure with effect from April 1, 2017 to March 31, 2018 as set out in the explanatory statement annexed herewith, with the liberty to the Board of Directors (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 alter and vary such terms and conditions of his appointment and/or remuneration subject to the same not exceeding the limits as specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.

4. Re-appointment of Mr. Krishna Kumar Damani (DIN 01385252) as Whole Time Director designated as Executive Director of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provision of Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent and approval of the company be and is hereby accorded to the re-appointment of Mr. Krishna Kumar Damani, (DIN: 01385252) as Whole-Time Director designated as Executive Director of the Company, liable to retire by rotation, for a further period of 1 (One) year w.e.f. April 15, 2017 to April 14, 2018 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed herewith, with liberty to the Board of Directors (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 alter and vary such terms and conditions of the re-appointment and/or remuneration subject to the same not exceeding the limits as specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the provisions of the Act.

5. To Appointment of Ms. Drisha Poddar (DIN 07729080) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Drisha Poddar (DIN: 07729080),

who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 18, 2017, in terms of Section 161 of the Companies Act, 2013, and who is entitled to hold office up to the date of next Annual General Meeting and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of the 101st Annual General Meeting of the Company to be held in the Calendar year 2021 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.

**By Order of the Board
For The Indian Wood Products Co. Ltd.
Sd/-
Anup Gupta
Company Secretary**

**Place: Kolkata
Date: 01.03.2017**

NOTES:

1. The statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
2. The Board of Directors of the Company has appointed Mr. Md. Shahnawaz, Practicing Company Secretary (ACS 21427 CP: 15076), Shree Krishna Chambers, Block B, 4th Floor, Room No. 2D, Bentinck Street, Kolkata - 700001 as Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on February 24, 2017 and the voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of February 24, 2017. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
4. The business set out in the Notice may be transacted through electronic voting system. The Company is pleased to provide you the facility of voting through electronic means in terms of the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) amendment Rules, 2015 and as per Regulation 44 of LODR 2015.
5. Member(s) desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will commence on Monday, March 13, 2017 at [9:00 A.M. IST] and will end on Tuesday, April 11, 2017 at [5:00 P.M. IST]. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
6. Member(s) desirous of exercising vote by Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the self-addressed Business Reply Envelope to the Scrutinizer not later than the close of working hours on Tuesday, April 11, 2017 at [5:00 P.M. IST]. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted.
7. Member(s) can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
8. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or anyone of the Directors of the Company, as may be authorised by the Chairman on April 13, 2017, at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company: www.iwpkatha.com besides communicating to the Stock Exchanges where the shares of the Company are listed. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolutions.

9. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, The Indian Wood Products Co. Ltd, 9, Brabourne Road, 7th Floor, Kolkata – 700 001 or at email : iwpcal1@cal2.vsnl.net.in or any query pertains to electronic voting may be addressed to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: rajivr@nsdl.co.in .

10. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.

I. 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 Participants(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 csmdshah@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form enclosed herewith with this Notice.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. The Postal Ballot Notice shall be available on the website of the Company i.e. www.iwpkatha.com.

III. 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.

IV. 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).

V. The period for e-voting starts at 9.00 a.m. on March 13, 2017 and ends at 5.00 p.m. on April 11, 2017, e-voting will be disabled by NSDL at 5.00 p.m. on April 11, 2017. During the period shareholder of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date February 24, 2017 may cast their vote electronically.

VI. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit his report to the Chairman of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 1

The members are informed that the operations and activities of the Company has grown significantly. Considering working capital requirement for the operations, availability and cost of fund and to have greater financial strength in day to day operations of the Company, it is necessary to augment long term resources. Considering the future fund requirements and Company's plan, it is proposed to increase the present authorised capital.

The members are further informed that at present the Authorized Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores) comprising of 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Ten) each. It is proposed that, the Authorised Capital of the Company be increased and re-classified to Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each and 5,00,000 Preference Shares of Rs.100/- each by creation of additional 5,00,000 Preference Shares of Rs.100/- each. Consequent to this increase, the Authorised Share Capital Clause, i.e. Clause 5 of the Memorandum of Association of the Company, is required to be suitably altered as set out at item No. 1 of the accompanying Notice. Further, the approval of Shareholders is required for any alteration in Capital Clause of the Memorandum of Association. Accordingly, the Board of Directors recommends the resolution set out in the accompanying Notice for approval of the members as an Ordinary Resolution.

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

Item no. 2

Mr. Krishna Kumar Mohta (DIN 00702306) is associated with the Company Since 1980. He is devoting his full time and energy for the growth of the company and was appointed as Whole time Director, designated as Chairman of the Company for a period of 1 year w.e.f. April 1, 2016. His tenure of appointment is expiring on 31st March, 2017. Under his supervision, the Company has achieved new heights with better performance year after year. It is therefore desired to retain his valuable guidance. Thus, the Board of Directors, subject to the approval of Shareholders, based on recommendation of Nomination and Remuneration Committee, has re-appointed Mr. K K Mohta as Chairman and Managing Director of the Company for a further period of 1 (one) year i.e. with effect from April 1, 2017 to March 31, 2018, on terms and conditions, as contained in the agreement entered into between the Company and Mr. Krishna Kumar Mohta, are as under:

(A) Salary Rs. 10,00,000/- per month

(B) Perquisites:

Category A:

1. Housing: House Rent Allowance at the rate of 30% of salary.
2. Medical Reimbursement and Leave Travel Assistance, for self and family as per the rules of the Company and same shall be reimbursed to the extent of 15% of the Salary towards such expenses. However the amount so reimburse shall be subject to Income Tax Rules, 1962.
3. Personnel Accident Insurance – Of an amount the premium of which shall not be exceeding Rs.35,000/- Per Annum.

Category B:

- Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity shall be as per the rules of the Company.
- Encashment of leave as per the rules of the Company.

Category C:

- Car, telephone at residence and mobile phone for use on Company's business.
- The Chairman will also be entitled reimbursement of entertainment expenses, on actual basis, incurred in the legitimate course of business of the Company subject to a ceiling of Rs. 2,50,000/- per annum.

Mr. Krishna Kumar Mohta so long as he functions as Chairman and Managing Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees thereof.

In case of no profit or inadequate profits in any financial year during his tenure, the Company shall remunerate him by way of salary, perquisites or any other allowance as specified above as minimum remuneration, subject to the limit specified under Schedule V of the Companies Act, 2013.

The remuneration as aforesaid approved by the Board based on the recommendation of the Nomination and Remuneration Committee subject to the approval of Shareholders and shall be within the maximum limits as specified in Schedule V to the Companies Act, 2013 as amended from time to time.

Mr. Krishna Kumar Mohta (DIN 00702306), presently Whole-time Director, is also re-designated as Chairman and Managing Director of the Company. Mr Mohta is associates with the Company since 1980 and devoting his full time and energy for the growth of the Company. His foresight and experience has resulted in increase in turnover & net profit and the Company has achieved new heights and better performance year after year. As such it is felt that the company should pay him suitably within the overall

permissible limit as prescribed under the Companies Act, 2013 as amended. Accordingly, the proposed Special Resolution set out in item no. 2 in the notice seeks approval of the members for the re-appointment and payment of remuneration to Mr. K.K. Mohta. A brief resume and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, is attached herewith and marked as annexure A.

The agreement entered into for re-appointment of Mr. Krishna Kumar Mohta will be available for inspection on all working days during the business hour at the Registered Office of the Company up to the last date for receipt of Postal Ballot Form.

Mr. Krishna Kumar Mohta and Mr. Bharat Mohta are interested in the said Resolution. Except them none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the proposed Resolution.

Item no. 3

The members are informed that on May 11, 2015 through Postal Ballot the members had approved the appointment of Mr. Bharat Mohta, (DIN 00392090) as Whole time Director, for a term of 3 (Three) years w.e.f. April 1, 2015 at a remuneration of Rs. 3,00,000/- p.m. plus other perquisites. Taking into consideration the increase in business activities of the Company and the responsibilities entrusted upon Mr. Bharat Mohta, the Board propose to increase his remuneration from Rs. 3,20,000/- to Rs. 8,00,000/- with effect from 1st April, 2017 for the remaining tenure of his appointment i.e. from 1st April, 2017 to 31st March, 2018 with proportionate increase in the benefits related to his Salary. Considering the increased role and responsibilities of Mr. Bharat Mohta, he is also proposed to be re-designated as Chief Executive Officer of the Company.

The increase in remuneration is approved by the Board based on the recommendation of the Nomination and Remuneration Committee subject to the approval of the Shareholders.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as specified in Schedule V to the Companies Act, 2013 as amended from time to time.

All other terms and conditions, except remuneration as stated above relating to the appointment of Mr. Bharat Mohta as approved by the Members of the Company shall remain unchanged. Mr. Bharat Mohta so long as he functions as Chief Executive Officer shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees thereof.

Mr. Bharat Mohta, is looking after the overseas business for procurement of Gambier from Indonesia, which is the main raw material of the Company. Since he joined the Company, the Company is regularly getting quality raw material at competitive price resulting in decrease in cost of production and increase in profitability of the Company. Thus, it is felt that the company should reward him suitably within the overall permissible limit under the Companies Act, 2013, as amended. Accordingly, the proposed Special Resolution set out in item no. 3 in the notice seeks approval of the members for the increase in remuneration of Mr. Bharat Mohta.

A brief resume and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, is attached herewith and marked as annexure A.

The agreement entered into for revision of remuneration of Mr. Bharat Mohta will be available for inspection on all working days during the business hour at the Registered Office of the Company up to the last date for receipt of Postal Ballot Form.

Mr. Krishna Kumar Mohta and Mr. Bharat Mohta are interested in the said Resolution. Except them none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the proposed Resolution.

Item no. 4

Members are informed that Mr. Krishna Kumar Damani (DIN 01385252), was appointed as Whole Time Director, designated as Executive Director of the Company at Annual General Meeting held on September 25, 2014 for a tenure of 3 years w. e. f April 15, 2014. He is looking after day to day affairs of the Company's works at Bareilly. His tenure of appointment is expiring on April 14, 2017. During this period, the Company has achieved new heights with better performance year after year. It is therefore desired to retain his valuable guidance. Thus, the Board of Directors, subject to the approval of Shareholders, based on recommendation of Nomination and Remuneration Committee, has re-appointed Mr. K K Damani as Executive Director of the Company for a further period of 1 (one) year i.e. with effect from April 15, 2017 to April 14, 2018, on terms and conditions, as contained in the agreement entered into between the Company and Mr. Krishna Kumar Damani. The remunerations payable to him are as under:

(A) SALARY: Rs.6,00,000/- per month

(B) PERQUISITES:

Category A:

1. House- The Company will provide full furnished accommodation in the factory premises of the Company situated at Izatnagar, Bareilly (U.P.)
2. The expenditure incurred by the Company on Housing, electricity, water and furnishings will be evaluated as per the Income Tax Rules, 1962 subject to a ceiling of 10% of the Salary of the Executive Director.
3. Bonus: In accordance with the Rules of the Company.

4. Medical Reimbursement and Leave Travel Assistance, for self and family as per the rules of the Company and the same shall be reimbursed to the extent of 15% of the Salary towards such expenses. However the amount so reimburse shall be subject to Income Tax Rules, 1962.
5. Club Fees - Fees of one club. This will not include admission and life member fees.
6. Personnel Accident Insurance – Of an amount the premium of which shall not be exceeding Rs.20000/- Per Annum.

Category B:

- Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity shall be as per the rules of the Company.
- Encashment of leave as per the rules of the Company.

Category C:

- Car, telephone at residence and mobile phone for use on Company's business.

The aggregate of the remuneration as aforesaid is approved by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee subject to the approval of Shareholders and shall be within the maximum limits as specified in Schedule V to the Companies Act, 2013 as amended from time to time.

Mr. Krishna Kumar Damani so long as he functions as Executive Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees thereof.

Accordingly, the proposed Special Resolution as set out at Item No. 4 seeks approval of the members for the re-appointment and payment of remuneration to Mr. K K Damani. A brief resume and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 is attached herewith marked as annexure A.

The agreement entered into for re-appointment of Mr. Krishna Kumar Damani will be available for inspection on all working days during the business hour at the Registered Office of the Company up to the last date for receipt of Postal Ballot Form.

Except Mr. Krishna Kumar Damani, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the proposed Resolution.

Item no. 5

Ms. Drisha Poddar (DIN 07729080) has been appointed as an Additional Director (Independent) of the Company w.e.f. February 18, 2017.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Drisha Poddar will hold office up to the date of the next AGM. The Company has received separate notice in writing from a member proposing her candidature for the office of Independent Director under the provisions of Section 160 of the Companies Act, 2013, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Drisha Poddar, (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seek the approval of members for the appointment of Ms. Drisha Poddar as an Independent Director of the Company to hold office up to the date of the 101st Annual General Meeting of the Company to be held in the Calendar year 2021, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She shall not liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Drisha Poddar, proposed to be appointed as Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent in the Management. Copy of the draft letter for the appointment of Ms. Drisha Poddar as Independent Director setting out the terms and conditions are available for inspection, without any fee, by the members at the Company's registered office during normal business hours on working days up to the last date for receipt of Postal Ballot Form.

Brief resume of the Director and additional information as required under the Companies Act, 2013 is enclosed hereunder marked as Annexure 'A'.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Ms. Drisha Poddar, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No.5 of the Notice.

Place: Kolkata
Date: 01.03.2017

By Order of the Board
For The Indian Wood Products Co. Ltd.
Sd/-
Anup Gupta
Company Secretary

ANNEXURE –A

(A) Brief resume of the Directors seeking appointment or re-appointment.

Name of the Director	Mr. Krishna Kumar Mohta	Mr. Bharat Mohta	Mr. Krishna Kumar Damani	Ms. Drisha Poddar
Date of Birth	24.01.1948	14.02.1975	17.08.1949	26.11.1982
Date of Appointment	29.05.1980	30.10.2005	15.04.1998	18.02.2017
Qualification	Bachelor of Science from Calcutta University	Bachelor of Commerce from Kolkata University & Business Diploma from ICFAI	B. Tech (Hons)	Bachelor of Commerce & MS Finance (CFA) and AIMR CFA (Level 2)
Relationship with Directors	Nil	Son of Sri K. K. Mohta	Nil	Nil
Specialized Expertise	Mr. Mohta is an Industrialist and having 36 years experience in the Katha industry and has a quality of sound vision and leadership in the industry.	Mr. Mohta having a 11 years experience and expertise in the field of agricultural products and also vast experience in commercial and financial dealing	Chemical Engineer having an experience and expertise knowledge in the field for more than 40 years	Ms. Poddar having 8 years of experience in the field of accounts, Finance, Investment and Business Development.
No of Shares held in the Company	176320	758900	Nil	Nil
Chairman/Member of the Committee of the Board of directors as on March 31, 2016	1 (Chairman)	1 (Member) 1 (Chairman)	1 (Member)	Nil
Directorship in Companies	1.Arvind Engineering Works Ltd 2.Security Co. Ltd 3.Indian Glass & Electricals Ltd	1.Arvind Engineering Works Ltd 2.Security Co. Ltd 3.Indian Glass & Electricals Ltd	Nil	Nil

(B) Statement as required Under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No. 2,3 & 4 of the Notice

I. General Information:

- Nature of Industry: Pioneer manufacturer of Katha & Cutch.
- Date or expected date of commencement of commercial production: Existing Company in operation since 1919.
- In case of new companies, expected date of commencement of activities as per project approval by financial institution appearing in the prospectus: Not Applicable
- Financial performance based on given indicators:

(Rs. In Lacs)

Sl. No.	Particulars	2015 – 16 (12 Months)	2014 – 15 (12 Months)	2013 – 14 (12 Months)
1.	Turnover	11929.94	10147.27	9319.31
2.	Profit/(Loss)before tax	490.11	393.96	370.89
3.	Net Profit/(Loss) after tax	371.17	262.58	226.02
4.	Paid-up share capital	160.23	137.13	119.88
5.	Reserves & Surplus	2220.13	1773.07	1474.42

5. Export performance and net foreign exchange collaboration: The export market of the company is not consistent and favourable for Katha. Cutch is fully exported either by the company or through third parties but the earning is not significant. The company is regularly importing Gambier which is the main raw material for its products. The earning is NIL and outgo of the same for the year 2015-16 was at Rs.42.32Lacs.

II Information about i) Mr. Krishna Kumar Mohta ii) Bharat Mohta iii) Krishna Kumar Damani

1) Background details:

- i) Mr. Krishna Kumar Mohta is the promoters of the Company and is about 67 years. He possesses a bachelor degree in Science from Calcutta University. He joined the board in 1980 and in 1995 he was appointed and designated as Chairman of the company. Since then he is looking after the regular workings of company. He has work experience in the field of agricultural products, manufacturing of quality Katha and management. Presently he is whole time director designated as Chairman of the Company.
- ii) Mr. Bharat Mohta is also one of the promoters of the Company and is related to Mr. Krishna Kumar Mohta. He is about 40 years age and possesses a bachelor degree in Commerce from Calcutta University and having diploma in business administration from ICFAI. He joined the board in 2005. Since 2007 he was looking after the overseas business for procurement of Gambier from Indonesia, which is the main raw material of the company. With the increased in turnover and production the import of Gambier increased considerably and also his involvement in procuring better quality Gambier at competitive price. As such in 2012 the company decided to appoint him as whole time director designated as Director Corporate Planning and Strategy of the company. He is also supervising and giving guidance in commercial and financial dealing with banks. He has work experience in the field of agricultural products, procuring of quality raw material, information technology, and financial matters. Presently he is whole time director of the company.
- iii) Mr. Krishna Kumar Damani is a B. Tech. He is having more than 40 years of experience in the field of Chemical Engineering, manufacturing and management. He joined the board in 1998 and appointed as Whole Time Director designated as Executive Director of the Company. Since then he look after the day to day activities in Bareilly factory. His guidance and innovative ideas help in production process which resulting in increase in turnover of the Company. Presently he is whole time director designated as Executive Director of the company.

2) Past remuneration

(Amount in Rs)

Financial Year	Mr. Krishna Kumar Mohta	Mr. Bharat Mohta	Mr. Krishna Kumar Damani
2015 – 16	70,52,144*	54,00,000*	15,18,733*
2014 – 15	20,83,320*	15,87,200*	14,00,233*
2013 – 14	19,01,850*	14,57,000*	12,84,267*

*excluding retiral benefits (PF and Gratuity)

3) Recognition and awards – Nil

4) Job Profile and suitability –

- a) Mr. Krishna Kumar Mohta, Chairman having entrusted with substantial powers of the management of business and affairs of the company. He has over 36 years experience in Katha industries and the business of his associates company. The company has been substantially benefited by his vision and professional knowledge. Mr. Krishna Kumar Mohta plays a major role in providing leadership and strategic inputs to the company.
- b) Mr. Bharat Mohta, Whole Time Director also entrusted with powers to procure quality raw material and financial management of the company. He has over 11 years experience in the business of the company and the company has been suitably benefited by his professional knowledge and managerial expertise. He had played a major role in procuring finance for the working capital requirement of the company from banks and by his strategic planning the company was able to meet its financial requirement.
- c) Mr. Krishna Kumar Damani also entrusted with power to look after all the activities in plant level. His innovative idea help in production process resulting in increased turnover year after year. He has 40 year experience in manufacturing process and the company has been suitably benefited by his professional knowledge and managerial expertise. He had played a major role in company's growth.
- 5) Remuneration proposed: - As stated in the explanatory statement to the special resolution at item no. 2, 3 & 4 in the notice.
- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person – Since there is no organized sector in the industry and your company is the only company in the corporate sector. Hence comparative remuneration and profile are not available.
- 7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: -

Mr. Krishna Kumar Mohta is the promoter director holding 176320 equity shares individually and 4488556 Equity shares through his relative and associates comprising 70.164 % of total paid up share capital of the company. Mr. Bharat Mohta individually holds 758900 equity share comprising 11.863% of total paid up share capital of the company Mr. Krishna Kumar Mohta and Mr.Bharat Mohta are the father and son respectively.

III. Other Information

1. Reason of Loss or inadequate profit
 - A. The company is regularly making profit and paying dividend. However due to restriction imposed by the various state governments on sale of Gutka/Pan Masala industries for whom our product is the major raw material, the turnover of the company is affected which is the main reason of inadequate profit.
 - B. As the availability of Khair wood in India is not sufficient to meet the growing demand. Moreover the sale of khair wood is done by state forest corporations which prefer the sale of the khair wood to their local units only which is also disadvantageous to the company's growth.
2. Step taken or proposed to be taken for improvement: - The Company has been taking all measures within its control to maximize efficiencies and optimized cost to lower the cost of production. The Company has chalked out a road map to increase the profitability by reduction of cost, maximized the production and to increase sales by approaching new customers. By expanding the retails segment the company will become less dependent on the Pan Masala manufactures. Company has also taken a drive to approach retailers to increase its turnover. The company is also hopeful to contain or lower the financial cost by negotiating its bankers to reduce interest rates and thereby improving profitability.
3. Expected increased in productivity and profits in measurable terms:- The step have been undertaken or proposed to undertake to modernize and extension of plant capacity to increase the production which will certainly accelerate the growth and profitability of the company.
4. To overcome the disadvantage of not being located in Khair wood growing areas the company is in process of setting up a Gambier extension plant at Indonesia, where by the quality will substantially improved and cost will be optimized to a great extend. Gambier happened to one of the major raw material currently.

In view of the facts stated above it is difficult to forecast the productivity and profitability in measurable terms.



THE INDIAN WOOD PRODUCTS COMPANY LIMITED

Registered Office : 9, Brabourne Road, 7th Floor, Kolkata - 700 001

CIN: L20101WB1919PLC003557

Phone No.: +91-8232023820; Fax No: +91-33-2242-6799; E-mail: iwpcal1@cal2.vsnl.net.in

Website: www.iwpkatha.com

POSTAL BALLOT FORM

Postal Ballot No.:

1. Name and Registered Address :
of the Sole/First named
Member

2. Name(s) of Joint Holder(s), (If any):

3. Folio No./ DP ID No.* / Client ID :
(*applicable to investors holding equity
shares in demat form)

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the special/ordinary businesses stated in the Postal Ballot Notice dated March 01, 2017, by conveying my/our assent/dissent to the said resolution by placing (√) mark at the appropriate box below:

Sl. No	Description	No. of Shares held	Please tick (√) in the appropriate boxes	
			I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Increase in Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.			
2	Re-appointment of Mr. Krishna Kumar Mohta (DIN 00702306) as Whole Time Director designated as Chairman and Managing Director of the Company.			
3	Revision in Remuneration of Mr. Bharat Mohta (DIN 00392090) and his designation as Chief Executive Officer (CEO) of the Company.			
4	Re-appointment of Mr. Krishna Kumar Damani (DIN 01385252) as Whole Time Director designated as Executive Director of the Company.			
5	Appointment of Ms. Drisha Poddar (DIN 07729080) as an Independent Director of the Company.			



Place : Kolkata

Date : 01.03.2017

Signature of the Member

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: www.evoting.nsdl.com. Particulars for electronic voting are as under:

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password
106026		

Note :

1. Please read the instructions mentioned at the back of the Postal Ballot Form.
2. Please note that the last date for receipt of Postal Ballot Form by the Scrutinizer is April 11, 2017.
3. The e-voting will start from Monday, March 13, 2017 at [9:00 A.M. IST] and will end on Tuesday, April 11, 2017 at [5:00 P.M. IST].

INSTRUCTION

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions for process to be followed by members opting to vote through electronic means" in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named member and in his / her absence, by the next-named member.
4. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the member's signature does not tally;
 - b. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
5. A tick (√) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. on April 11, 2017. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on February 24, 2017.
8. A member may request for a duplicate Postal Ballot Form, if so required, from Niche Technologies Private Limited at 71, B R B Bose Road, D Block, Room No 511, Kolkata-700001, West Bengal or email at nichetechpl@nichetechpl.com. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in note (6) above.
9. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form. In case of voting through electronic means, they may upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid business reply envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A member need not use all his / her / its votes nor does he / she / it need to cast his / her / its votes in the same way. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders on the date of dispatch of this Notice.
12. The scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
13. The date of declaration of the result of the Postal Ballot shall be taken to be date of passing of the resolution.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.

