



SCRUTINIZER'S REPORT

To,
Chairman and Managing Director
The Indian Wood Products Company Limited
9, Brabourne Road, 7th Floor,
Kolkata -700 001

Dear Sir,

1. The Board of Directors of **The Indian Wood Products Company Limited** (the Company) has appointed me as Scrutinizer vide its resolution dated January 13, 2017, for conducting the postal ballot voting process in respect of the following resolutions as contained in the Postal Ballot Notice dated March 1, 2017.
 - a. **Resolution No. 1 (Ordinary Resolution)** - Increase in Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company
 - b. **Resolution No. 2 (Special Resolution)** - Re-appointment of Mr. Krishna Kumar Mohta (DIN 00702306) as Whole-Time Director designated as Chairman and Managing Director of the Company
 - c. **Resolution No. 3 (Special Resolution)** - Revision in the remuneration of Mr. Bharat Mohta (DIN 00392090) and his re-designation as Chief Executive Officer (CEO) of the Company
 - d. **Resolution No. 4 (Special Resolution)** - Re-appointment of Mr. Krishna Kumar Damani (DIN 01385252) as Whole-Time Director designated as Executive Director of the Company
 - e. **Resolution No. 5 (Ordinary Resolution)** - Appointment of Ms. Drisha Poddar (DIN 07729080) as an Independent Director of the Company

The Company had also despatched to the members, a postage prepaid envelope, which was addressed to the scrutinizer bearing the address of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through postal ballots by the shareholders on the resolutions proposed in the notice of postal ballot is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of postal ballot forms are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5 p.m. on April 11, 2017.

2. I submit my report on the postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Postal Ballot Notice dated March 1, 2017 as under:
 - a. As per the information provided to me, the Company had completed despatch of notice of the postal ballot to the members on March 11, 2017.



- b. The voting commenced at 9.00 a.m. (IST) on March 13, 2017 and ended at 5.00 p.m. (IST) on April 11, 2017.
- c. The Company had engaged NSDL for providing e-voting facility to the members of the Company to cast their vote, and members were given option to cast their vote either by postal ballot or e-voting.
- d. Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
- e. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
- f. At the end of the voting period, the Portal where votes have been cast was blocked and the same has been unblocked in the presence of two witnesses not in the employment of the Company.
- g. The ballot box was opened in the presence of Mr. R P Chaitani, Director of the Company and in the presence of two witnesses not in the employment of the Company.
- h. The postal ballots, including e-voting data, were scrutinized by me for verification of votes cast in favour and against the resolutions and the shareholding of each of the members were matched/confirmed with the Register of Members of the Company as on February 24, 2017.
- i. All postal ballot forms received up to the close of working hours up to 5:00 p.m. on Tuesday, April 11, 2017, being the end time and last date fixed by the Company for receipt of the forms/e-voting were considered for scrutiny.
- j. No envelopes containing postal ballot forms were received after 5.00 p.m. on Tuesday, April 11, 2017.
- k. Envelopes containing postal ballot forms which were returned undelivered were also not opened.
- l. I have not found any defaced/ mutilated postal ballot form.
- m. Details of the **Ballot Forms** received are as under:

Resolution No.	Total Number ballot paper received	No. of Equity shares Held
Resolution No. 1	15	8,284
Resolution No. 2	15	8,284
Resolution No. 3	15	8,284
Resolution No. 4	15	8,284
Resolution No. 5	15	8,284

Two (2) postal ballot forms (for 1,920 equity shares) with the defects as mentioned in the instructions to the postal ballot form were received. These postal ballot forms were considered invalid.

- n. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agent of the Company.



- o. Details of the votes cast on the e-voting platform are as under:

Resolution No.	Total Number of shareholders who have cast their vote on the e-voting platform	No. of Equity shares
Resolution No. 1	31	45,95,364
Resolution No. 2	31	45,95,364
Resolution No. 3	31	45,95,364
Resolution No. 4	31	45,95,364
Resolution No. 5	31	45,95,364

One corporate (holding 4,492 shares) has voted in favour of all the resolutions contained in the Notice of postal ballot without uploading in the e-voting module the scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, together with attested specimen signature(s) of the duly authorized representative(s). Thus, the e-voting by the said corporate has been considered invalid.

After the time fixed for closing of the e-voting, i.e. 5.00 p.m. on April 11, 2017, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://www.evoting.nsdl.com> of NSDL, the Authorised Agency to provide e-voting facility. Data regarding the e-votes has been diligently scrutinized.

- p. The details of valid votes cast "FOR" and "AGAINST" through ballot papers between March 13, 2017 and April 11, 2017 are as under:

Resolution No.	Total No. of members voted	Total No. of votes cast on the Resolution	FOR		AGAINST	
			No. of Votes	%	No. of Votes	%
Resolution No. 1	13	6,364	6,364	100.00	Nil	Nil
Resolution No. 2	13	6,364	6,364	100.00	Nil	Nil
Resolution No. 3	13	6,364	6,364	100.00	Nil	Nil
Resolution No. 4	13	6,364	6,364	100.00	Nil	Nil
Resolution No. 5	13	6,364	6,364	100.00	Nil	Nil

- q. The details of valid votes cast "FOR" and "AGAINST" under the e-voting platform held between March 13, 2017 and April 11, 2017 are as under:

Resolution No.	Total No. of members voted	Total No. of votes cast on the Resolution	FOR		AGAINST	
			No. of Votes	%	No. of Votes	%
Resolution No. 1	30	45,90,872	45,90,872	100.00	Nil	Nil
Resolution No. 2	30	45,90,872	45,90,872	100.00	Nil	Nil
Resolution No. 3	30	45,90,872	45,90,872	100.00	Nil	Nil
Resolution No. 4	30	45,90,872	45,90,872	100.00	Nil	Nil
Resolution No. 5	30	45,90,872	45,90,872	100.00	Nil	Nil



- r. The consolidated report on the votes cast through the ballot papers and e-voting platform (held between March 13, 2017 and April 11, 2017) is as below:

Resolution No.	Total No. of members voted	Total No. of votes cast on the Resolution	FOR		AGAINST	
			No. of Votes	%	No. of Votes	%
Resolution No. 1	43	45,97,236	45,97,236	100.00	Nil	Nil
Resolution No. 2	43	45,97,236	45,97,236	100.00	Nil	Nil
Resolution No. 3	43	45,97,236	45,97,236	100.00	Nil	Nil
Resolution No. 4	43	45,97,236	45,97,236	100.00	Nil	Nil
Resolution No. 5	43	45,97,236	45,97,236	100.00	Nil	Nil

RESULTS:

Item No. 1 – Ordinary Resolution

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

As 100% votes casted in favour of the Resolution, I report that the Ordinary Resolution as set forth in item No. 1 of Postal Ballot Notice dated March 1, 2017 has been passed by the shareholders with requisite majority.

Item No. 2 – Special Resolution

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

As 100% votes casted in favour of the Resolution, I report that the Special Resolution as set forth in item No. 2 of Postal Ballot Notice dated March 1, 2017 has been passed by the shareholders with requisite majority.

Item No. 3 – Special Resolution

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

As 100% votes casted in favour of the Resolution, I report that the Special Resolution as set forth in item No. 3 of Postal Ballot Notice dated March 1, 2017 has been passed by the shareholders with requisite majority.

Item No. 4 – Special Resolution

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

As 100% votes casted in favour of the Resolution, I report that the Special Resolution as set forth in item No. 4 of Postal Ballot Notice dated March 1, 2017 has been passed by the shareholders with requisite majority.

Item No. 5 – Ordinary Resolution

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



Item No. 5 – Ordinary Resolution

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

As 100% votes casted in favour of the Resolution, I report that the Ordinary Resolution as set forth in item No. 5 of Postal Ballot Notice dated March 1, 2017 has been passed by the shareholders with requisite majority.

3. A compact disc containing list of members who have voted either “For” or “Against” is enclosed with this report.
4. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you.

Md. Shahnawaz



CS Md. Shahnawaz
Practicing Company Secretary
Membership No. – 21427
CP No. - 15076

Place: Kolkata

Date: April 13, 2017