



The Indian Wood Products Company Ltd.
Regd. Off. : 9 Brabourne Road, 7th Floor, Kolkata-700 001
CIN L20101WB1919PLC003557

NOTICE

NOTICE is hereby given that the Ninety-fourth 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 Thursday the 25th day of September, 2014 at 3.30 p.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the accounting year ended 31st March, 2014.
3. To appoint a Director in place of Mr. R. P. Chetani (DIN NO. 00392215) who retires by rotation and eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. V. K. Maheshwary (DIN NO. 02659320) who retires by rotation and eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

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

RESOLVED that subject to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII of the Companies Act, 1956 and all other applicable provisions / schedules of the Companies Act, 2013 approval of members be and is hereby accorded to the re-appointment of Mr. K. K. Damani, Whole Time Director, designated as Executive Director of the Company liable to retire by rotation, for a period of 3 years (Three) years w.e.f. 15th April, 2014 on the term and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which terms 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 re-appointment and / or remuneration, subject to the overall limits specified under Schedule XIII to the Companies Act, 1956.

2. 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 in this regard under the Companies Act, 1956 (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors and / or any Committee thereof to borrow on behalf of the Company, any sum or sums of money from time to time as it may deem fit in any manner, by way of term loans, bonds, advances, credit, non-convertible debentures or otherwise in Indian Rupees or any foreign currency from any bank(s), any financial institution(s) body(ies) corporate(s) and whether the same may be secured or unsecured and if secured whether by way of mortgage, charge, hypothecation, pledge, or otherwise in any respect of all, or any, of the Company's assets notwithstanding that the money to be borrowed together with the money(s) already borrowed by the Company at any given time, will or may exceed the aggregate of its paid-up capital and free reserves of the Company apart from temporary loans obtained by Company's bankers in the ordinary course of business so however that the total amount up to which the money may be borrowed by the Board under this Resolution, at any one time shall not exceed in the aggregate, the sum of Rupees 100 crores (Rupees One hundred crores only) including foreign currency in equivalent rupees.

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

RESOLVED that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to the other approvals, if applicable or required under any statute (s) / rule(s) regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act, 1956 (earlier in force) the Board of Directors of the Company and / or any Committee thereof be



NOTICE (Contd.)

and are hereby authorised and shall be deemed to have always been so authorised to create such 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, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company whose so ever situate, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institutions, and/or to such other persons, if any, from whom the Company has / or proposed / proposes to borrow money / sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered / to be entered into by the Board of Directors / any Committee thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.

4. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.

Resolved that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) a Remuneration of Rs. 50,000/- plus out of pocket expenses and applicable tax payable to Mr. Aniruddha Mukhopadhyay, Cost Auditor to conduct Audit of the Cost records of the products Manufactured by the Company for the Financial year ending 31st March, 2015 as approved by the Board of Directors be and is hereby approved.

Resolved further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.

Registered Office :
Bombay Mutual Building
9, Brabourne Road,
Kolkata-700 001
Dated : 22nd May, 2014

By Order of the Board
For THE INDIAN WOOD PRODUCTS CO. LTD.
K. K. MOHTA
Chairman

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- 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. The Register of Member of the Company will remain closed from 22nd September to 25th September, 2014 (both days inclusive)
 4. Explanatory Statement pursuant to Sections 102(1) of the Companies Act, 2013 relating to Special Business is annexed hereto.
 5. 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 and Share Transfer Agents of the Company.
 6. It is observed that a sizable number of Dividend warrants have returned undelivered with the remark as Left, Not known etc. for the year ended 31st March, 2011, 31st March, 2012 & 31st March, 2013. 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.



NOTICE (Contd.)

7. Voting through Electronic means

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide the facility to the members to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- II. Similarly Members opting to vote physically can do the same by remaining present at the meeting and should not exercise option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be teated as invalid. The instructions for e-voting are as under. Members are requested to follow the instruction below to cast their vote through e-voting.
- III. **The instructions for shareholders voting electronically are as under :**
 - i) The voting period begins on 19th September, 2014 at 10.00 a.m. and ends on 21st September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 08-August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iii) Click on "Shareholders" tab.
 - iv) Now, select "The Indian Wood Products Co. Ltd." from the drop down menu and click on "SUBMIT".
 - v) Now Enter your User ID.
 - a) For CDSL : 16 digits beneficiary ID,
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - vi) Nex enter the Image Verification as displayed and Click on Login.
 - vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s. etc. <p>Example :</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000SO245.</p> <p>(2) M/s. Four Square Co. Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> ● Please Enter the DOB or Bank Account Number in order to Login. ● If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-off Date (Record Date) of 08-August, 2014



NOTICE (Contd.)

- ix) After entering these details appropriately, click on "SUBMIT" tab.
 - x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xii) Click on the EVSN for the relevant <The Indian Wood Products Co. Ltd.> on which you choose to vote.
 - xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xviii) If Demat account holder has forgotten the same password then Enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xix) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
8. Mr. Ashok Kumar Daga, Company Secretary (in whole-time practice) (Membership No. FSC2948) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 9. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and made a Scrutinizers Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 10. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to CSE.
 11. The voting right of shareholders shall be in proportion to their shares of the paid-up equity capital of the Company as on the cut-off date (record date) of August 8, 2014.



NOTICE (Contd.)

12. Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement) are as under :

Name of Director	Mr. R. P. Chetani	Mr. V. K. Maheshwary
Date of Birth	28.10.1957	30.01.1949
Date of appointment	27.04.2004	13.04.2009
Expertise in Specific functional area	Taxation & Company Law matters	Banking / Financial Consultant
Qualification	B. Com.	Bachelor of Chem. Engr.
Directorships held in other Companies (excluding foreign Companies)	1. Arvind Engg. Works Ltd. 2. Acma Industrial Project Pvt. Ltd. 3. M M Services Ltd.	NIL

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

Item No. 1

Mr. K. K. Damani, looking after day to day affairs of the Company's works at Bareilly was re-appointed as Whole time Director, designated as Executive Director of the Company for a further period of 3 years w.e.f 15th April, 2014 liable to retire by rotation on the remuneration determined by the Remuneration Committee and approved by the Board. The Broad particulars of remuneration and perquisites payable and the principal terms and conditions of his appointment are being given as under :

REMUNERATION

- a) Salary Rs.1,15,000/- per month in the scale of Rs. 1,15,000/- Rs. 10,000/-(2) Rs.1,35,000/- for the period from 15th April, 2014 to 14th April, 2017.
- b) Perquisites:

Apart from salary Shri K. K. Damani will also be entitled to the perquisites classified into the following three categories Part A, B, and C which shall be restricted to an amount equal to the annual salary drawn by the Executive Director or Rs. 3,00,000 per annum whichever is less.

CATEGORY 'A'

- a) Housing - The Company will provide full furnished accommodation in the factory premises of the Company situated at Izatnagar, Bareilly. (U.P.)
- b) The expenditure incurred by the Company on 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.
- c) Medical Reimbursement and Leave Travel Concession : The Executive Director shall be reimbursed to the extent of 15% of the salary towards expenses incurred for self and family for Medical Expenses and Leave Travel anywhere in India. However the amount so reimbursed shall be subject to Income Tax Rules.
- d) Bonus : In accordance with the Rules of the Company.
- e) Club Fees - Fees of One Club. This will not include admission and Life Membership fees.
- f) Personal Accident Insurance - Of an amount the premium of which shall not exceed Rs. 15,000/- per annum.



EXPLANATORY STATEMENTS (Contd.)

CATEGORY 'B'

- a) Company's contribution to Provident Fund as per Rules of the Company.
- b) Gratuity on retirement at the rate of one half month's salary for each completed year of service subject to the provisions of Gratuity Act as amended.
- c) Leave with full pay : Encashment of leave will be permitted as per Rule of the Company.

CATEGORY 'C'

- a) Car : Provision of car for use on the Company's business provided that use of car for private purpose shall be billed by the Company to the Executive Director.
- b) Telephone – Free use of telephone at his residence provided that personal long distance call on the telephone shall be billed by the Company to the Executive Director.

The Executive Director so long as he functions as such, shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees.

In case of no profits or inadequate profits in any financial year, remuneration and perquisites shall be subject to overall limits as prescribed under Part - II of Section - II of the Schedule XIII of the Companies Act, 1956 and schedule of the Companies Act, 2013.

The proposed Special resolution as set out in Item No. 1 seeks your approval for the re-appointment of Mr. K. K. Damani, Whole time Director designated as Executive Director and the remuneration payable to him.

Except Mr. K. K. Damani, no other Directors of the Company is interested or concerned in the said Resolution.

Item No. 2 and Item No. 3

The Company already has approvals of the Shareholders of the company U/s. 293(1)(a) and 293(1)(d) of the Companies Act, 1956.

However, as per the corresponding provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the powers of the Board are to be exercised only with the consent of the Company by Special resolutions, which were notified on 12th September, 2013. The Government of India, Ministry of Company Affairs vide General Circular No. 04/2014 dated 25th March, 2014 clarified that the Ordinary Resolution(s) passed U/s. 293 of the Companies Act, 1956 would be sufficient compliance of Sec. 180 of the Act, for a period of One year from the date of notification of Sec. 180 of the Companies Act.

Hence, in order to remain compliant with the relevant provisions on borrowings and creation of security under the 2013 Act beyond 12.09.2014, consent of the members is hereby requested by way of proposed Special Resolution(s) pursuant to Sec. 180(1)(a) and 180(1)(c) of the Companies Act.

The Board of Directors of your Company recommends the Resolution at Item No. 2 & 3 as set out in the accompanying Notice for the approval of members of the Company.

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

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31st March, 2015.

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



The Indian Wood Products Company Ltd.

Regd. Off. : 9 Brabourne Road, 7th Floor, Kolkata-700 001
Tel 033 32523820, Fax No. 033 22426799 e-mail : iwpcal1@cal2.vsnl.net.in
CIN L20101WB1919PLC003557

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall)
(Annual General Meeting – 25th September, 2014)

I hereby record my presence at the Annual General Meeting of the Company held on Thursday 25th September, 2014 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017.

Full Name of the member (In BLOCK LETTERS)

Folio No. DP ID No. Client ID No.

Full Name of Proxy (in BLOCK LETTERS)

Member / Proxy (s) Signature

The Indian Wood Products Company Ltd.

Regd. Off. : 9 Brabourne Road, 7th Floor, Kolkata-700 001
CIN L20101WB1919PLC003557
Tel 033 32523820, Fax No. 033 22426799
Website : www.iwpkatha.com, e-mail : iwpcal1@cal2.vsnl.net.in

PROXY FORM

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

Name of the Member (s)	
Registered Address	
E-mail ID	
Folio No.	
Client ID / DP ID	

(Contd.....)

PROXY FORM (Contd.)

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 / her	
2. Name	Address
E-mail ID	Signature
OR failing him / her	
3. Name	Address
E-mail ID	Signature
OR failing him / her	

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on 25th day of September, 2014 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Sl. No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2014		
2.	Declaration of Dividend		
3.	Re-appointment of Mr. R. P. Chetani who retires by rotation		
4.	Re-appointment of Mr. V. K. Maheshwary who retires by rotation		
5.	Appointment of M/s. S. K. Agrawal & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration.		
Special Business			
6.	Special Resolution for Re-appointment of Mr. K. K. Damani as as Executive Director and remuneration payable to him.		
7.	Borrowing power pursuant to Sec. U/s. 180(1)(c) of the Companies Act, 2013.		
8.	Authority to create Mortgage / charge etc. pursuant to Sec. U/s. 180(1)(a) of the Companies Act, 2013.		
9.	Ratification of Remuneration payable to Cost Auditor for 2014-15.		

Signed this day of2014

Signature of Shareholder(s)

Signature of Proxyholder(s)

Affix Revenue Stamp

Notes : 1) 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.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140805034	Please refer to Note No. 7 - III in the Notice	