



THE INDIAN WOOD PRODUCTS COMPANY LIMITED

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

NOTICE

NOTICE is hereby given that the Ninety sixth 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 Wednesday the 28th day of September, 2016 at 3.30 PM to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2016 together with the Reports of the Directors and the Auditors thereon.
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2016 together with the Reports of the Auditors thereon.
2. To declare Dividend on equity shares for the year ended 31st March, 2016
3. To appoint a Director in place of Mr. R P Chetani (DIN 00392215) who retire by rotation and being eligible offers himself for 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 for the time being in force), M/s.S K Agarwal & Co., Chartered Accountants, Kolkata (Firm Registration No.306033E) be and is hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out of pocket expenses actually incurred by the Auditor at the time of performing their duties.”

SPECIAL BUSINESS

5. Re-appointment of Mr. Krishna Kumar Mohta as Whole Time Director designated as Chairman.

To Consider and if thought fit, to pass with or without modification(s), 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 Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personal) Rule 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereafter referred to as ‘the Act’) 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, of the Company not liable to retire by rotation, for a further period of 1 (One) year w.e.f. 1st April, 2016 on the terms and conditions including his remuneration as recommended by the Nomination and Remuneration Committee, and as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors (herein after 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 terms and conditions, including remuneration of such re-appointment as agreed by the Board and Mr.Krishna Kumar Mohta, within the permissible 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 authorised to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act.

6. 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.5,00,00,000 (Rupees Five Crores) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- 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. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all such acts, deeds and things as may be necessary to give effect to the above resolutions.”

7. Issue of Bonus Shares

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: “RESOLVED THAT as per the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, and pursuant to provisions of Articles 130 of the Articles of Association of the Company and in accordance with the recommendation of the Board of Directors of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time), and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard and also subject to such terms and conditions as may be specified while according such permissions, sanctions and approvals, the consent of the Members of the Company be and is hereby accorded to the Board of Director of the Company for capitalization of such sum of Rs. 4,79,79,540 (Rupees Four Crores Seventy-Nine Lakhs Seventy-Nine Thousands Five Hundred and Forty) out of the sum standing to the credit of Securities Premium and General Reserve of the Company, as may be considered necessary by the Board, for the purpose of issue and allotment of Three (3) Bonus Shares of Rs.10/- (Rupees Ten) each, credited as fully paid-up shares, for every One (1) eligible existing fully paid up equity share held by the members of the Company whose names appear in the Register of Members or Register of Beneficial Owner(s) of the equity shares of the Company in the records of the Depositories, at the close of business hours on such date as may be fixed in this regard by the Board of Directors (Record Date) and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Share Capital of the Company, held by each such member and not as income.”

RESOLVED FURTHER THAT the new equity shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari-passu with the existing fully paid-up equity shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these equity shares.”

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to approve capitalization of Rs. 4,79,79,540 (Rupees Four Crores Seventy-Nine Lakhs Seventy-Nine Thousands Five Hundred and Forty) out of the sum standing to the credit of Securities Premium and General Reserve of the Company as per the audited accounts of the Company for the financial year ended March 31, 2016 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of the said equity shares as Bonus Shares credited as fully paid up.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the said bonus shares and in the case of members holding shares in dematerialized form, the bonus shares aforesaid shall be credited to the beneficiary accounts of the shareholders with their respective Depository Participants within the stipulated time as may be allowed by the appropriate authorities and in the case of shareholders holding shares in physical form, the share certificates in respect thereof shall be delivered within such time as may be allowed by the appropriate authorities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all such acts, deeds and things as may be necessary to give effect to the above resolutions.”

**Registered Office:
Bombay Mutual Building
9, Brabourne Road
Kolkata – 700 001
Dated: September 1, 2016**

**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 22nd September, 2016 to 28th September, 2016 (both days inclusive)
5. Dividend declared, will be paid to those shareholders whose names will appear in the Register of Members / Beneficial Owners Position List provided by the Depositories as at close of business on 21st September, 2016.
6. Instruction for e-voting, along with the attendance Slip and Proxy Form, is annexed to this Notice of 96th 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 annexed hereto.
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 96th 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. 5

Mr.K K Mohta, who is looking after the day to day affairs of the Company was reappointed as Whole time Director, designated as Chairman of the Company not liable to retire by rotation on 1st April, 2013 for a period of 3 (Three) years. His tenure of appointment was expiring on 31st March, 2016. During this period Company achieved new heights and the performance was better year after year. In this period the turnover and net profit of the Company increased by 64% and 38% respectively. Hence it was desired to retain his valuable services, and the Board on the recommendation of Nomination and Remuneration Committee re-appointed him for a further period of One year, subject to the approval of Shareholders in the General Meeting. The principal terms and conditions of his re-appointment are contained in the agreement to be entered into between the Company and Mr.K K Mohta, and the broad particulars of remuneration and perquisites payable to him are as under:

- 1) Remuneration
 - a) Salary Rs.5,25,000/- per month for the Financial year 2016-2017
 - b) Perquisites: The following perquisites shall be restricted to an amount equal to the annual Salary drawn by Mr.Mohta or Rs.20,00,000/- per annum whichever is less. Contribution to Provident Fund to the extent they are exempted under the Income-tax Act, 1961 and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

CATEGORY 'A'

- i) Where the company does not provide accommodation to the Chairman, House Rent Allowance shall be paid by the Company @ 30% of the basic Salary
- ii) Medical Reimbursement & Leave Travel Expenses:
 - a) Expenses incurred for self and family will be reimbursed subject to a ceiling of one month's salary in a year or two months salary over a period of three years.
 - b) Leave travel Concession- For self and family, in accordance within the rules specified by the Company.
- iii) Club Fees - Fees of Clubs subject to a maximum of two Clubs, admission and life membership fees not permitted.
- iv) Personal Accident Insurance - Of an amount the premium of which shall not exceed One Month Salary per annum

CATEGORY 'B'

Gratuity – At a rate not exceeding half months salary for each completed year of service subject to a ceiling of Rs.10,00,000/- or as per the provisions of Gratuity Act. However Gratuity shall not be computed as part of perquisites.

CATEGORY 'C'

- i) Free use of Company's car for Company's business
 - ii) At Residence telephone / mobile phone, shall be provided. All long distance personal calls shall be duly logged and paid by the Chairman.
7. The Chairman so long as he functions as such, shall not be paid any sitting fees for attending meeting of the Board of

Directors or Committees.

8. The Chairman will also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course legitimate business of the Company subject to a ceiling of Rs.2,00,000/-

The aggregate of the remuneration as aforesaid is proposed by the Board is as recommended by the Nomination and Remuneration Committee subject to approval of Shareholders and shall be within the maximum limits as laid down U/s.193, 197 & 203 and all other applicable provisions if any, of the Companies Act, 2013 read with schedule V as amended from time to time.

Since Mr.K K Mohta, is devoting his full time and energy for the growth of the Company and during his tenure the Company has achieved new heights as such it is felt that the Company should pay him suitably within the overall permissible limits as prescribed by the Companies Act, 2013, as amended. Hence the proposed Special Resolution seeks your approval for the re-appointment of Mr. Krishna Kumar Mohta as Whole time Director, designated as Chairman and the remuneration payable to him. Brief resume and statement as required under Section II, part II of Schedule V of the Companies Act, 2013 is given hereunder.

Except Mr.K K Mohta and Bharat Mohta no other Directors of the Company is interested or concerned in the said Resolution.

This may be treated as an abstract of the draft agreement for re-appointment and remuneration payable to Mr.K K Mohta, pursuant to Section 196, 197 & 203 read with Schedule V and all other applicable provisions of the Act 2013.

Item No. 6 & 7

The members are aware that the operations and performance of the Company has grown significantly over the past few years and have sufficient amount of surplus in Reserve and Surplus and Securities Premium Accounts. Accordingly, the Board of Directors of the Company have pleasure to inform you that the Board at their meeting held on September 1, 2016, have approved issue of Bonus Shares in the proportion of Three (3) equity shares for every One (1) equity shares, subject to approval of the shareholders and such other authorities as may be necessary. The issue of Bonus Shares shall be made by capitalization of sum of Rs. 4,79,79,540 (Rupees Four Crores Seventy-Nine Lakhs Seventy-Nine Thousands Five Hundred and Forty) out of the sum standing to the credit of Securities Premium and General Reserve of the Company. The issue of Bonus shares by capitalization of reserves is authorised by the Articles of Association of the Company. All the shareholders whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('Record Date'), as fixed by the Board of Directors, shall be entitled to the bonus issue.

Further, presently the Authorized Capital of the Company as reflected in the Memorandum of Association of the Company is Rs. 5,00,00,000/- (Rupees Five Crores) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each. The Issued and Paid up Equity Share Capital of the Company comprised of 15,99,318 Equity Shares of Rs.10/- each aggregating Rs.1,59,93,180 (Rupees One Crores Fifty-Nine Lakhs Ninety-Three Thousands One Hundred and Eighty).

In view of the proposed bonus issue, the Authorised Share Capital of the Company needs to be increased. Accordingly, the Authorised Capital of the Company is proposed to be increased to Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each.

Consequent to the increase of Authorised Share Capital, 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. 6 of the accompanying Notice.

The Board of Directors, accordingly, recommends the resolution set forth in Item no. 6 & 7 of the accompanying Notice for the approval of members as Ordinary and Special resolutions, respectively.

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.

Brief Resume of Directors seeking appointment / re-appointment

Name of Director	Krishna Kumar Mohta	Rajendra Prasad Chetani
DIN No	00702306	00392215
Date of Birth	24.01.1948	28.10.1957
Date of Appointment	29.05.1980	27.04.2004
Expertise in Specific functional area	Industrialist	Taxation and Company Law matters
Qualification	B Sc	B.Com
Directorships held in other Companies (excluding foreign Companies)	1) Arvind Engineering Works Ltd 2) Security Company Ltd 3) Indian Glass & Electricals Ltd	1) Arvind Engineering Works Ltd 2) Acma Industrial Project Pvt Ltd

Statement as required Under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution

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	F.Y. 2015 - 16	F.Y. 2014 - 15	F.Y. 2013 - 14
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

- Foreign Investment or Collaboration** - As on March 31, 2016, 2.45% of total share capital of the Company, is held by NRI and that the Company does not have any foreign collaboration. Further, the Company has made an investment of Rs.30,25,000/- in a Joint Venture at Indonesia, which is yet to commence its operations.

II Information about Mr. Krishna Kumar Mohta

- Background details:** Mr. Krishna Kumar Mohta is the main promoter of the Company and is about 68 years. He possesses a bachelor degree in Science from Calcutta University. He joined the board in 1980 and in 1995 he was appointed / 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.
- Past Remuneration**

(Rs. In Lacs)

Financial Year	Amount (In Rs.)
2015 - 16	70,52,144*
2014 - 15	20,83,320*
2013 - 14	19,01,850*

*excluding retrial benefits (PF and Gratuity)

- Recognition and awards** – Nil
- Job Profile and suitability** – 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 in 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 through his leadership and provide strategic inputs to the growth of the company.
- Remuneration proposed:** - As stated in the explanatory statement to the special resolution at item no. 5 in the notice.
- 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.
- 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 51080 equity shares individually and 845659 Equity shares through his relative and associates comprising 70.16 % of total paid up share capital of the company. Mr. Bharat Mohta, Whole time Director is the only managerial personnel who is related to Mr.Krishna Kumar Mohta, and the relationship is of Father & Son.

III Other Information

1. Reason of Loss or inadequate profit

- A. The company is regularly making profit and paying dividend. Restriction imposed by the various state governments on sale of Gutka /Pan Masala industries for whom our product is the major raw material imposes to some extent strain on the Profit of the Company but inspite of that the turnover and the profit is increasing proportionately.
 - 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 increased 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 has negotiated with its bankers who have reduced interest rates charged earlier. This will also improve its profitability.
 3. Expected increase in productivity and profits in measurable terms:- The Company has already undertaken necessary steps to modernize and extension of plant capacity to increase the production which has started giving growth and profitability to 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. For which Company has entered into a Joint Venture, where by the quality will substantially improve and cost will be optimized to a great extent. 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.

IV. Disclosure :

1. Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above
2. Corporate Governance is not applicable to the company.

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 25th September 2016 (9:00 AM) and ends on 27th September 2016 (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 21st September 2016, 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 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.nsd.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 daga.ashok@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 Participants(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 21st September, 2016. 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. 21st September 2016 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 21st September, 2016, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII Mr. Ashok Kumar Daga, Company Secretary (in whole-time practice) (Membership No.FCS-2699 and CP No-2948) of Avani Oxford, Phase – II, 136, Jessore Road, Block -1, Flat No.1B, 1st floor, Kolkata - 700 055 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: September 1, 2016

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

Anup Gupta
Company Secretary

The Indian Wood Products Company Limited

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 96th Annual General Meeting of the Company held on Wednesday 28th September, 2016 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 – 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 96th AGM of the Company, to be held on 28th day of September, 2016 at 3.30 PM 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
Ordinary Business	
1	a) To receive, Consider and Adopt the Audited Standalone Financial Statements for the Financial year ended 31st March,2016 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,2016 together with the Report of the Auditors thereon
2	To Declare Dividend @ 12.5% on equity shares for the year ended 31st March,2016
3	To appoint Mr. R P Chetani, as a Director, liable to retire by rotation.
4	To re-appoint M/s. S K Agrawal & Co, Chartered Accountants as Statutory Auditors and to fix their remuneration
Special Business	
5	Re-appointment of Mr. K K Mohta, as Whole time Director, designated as Chairman of the Company for a further period of 1 (one) year U/s.196, 197 & 203 of the Companies Act, 2013 – as a Special Resolution
6	Increase in Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company – as an Ordinary Resolution
7	Issue of Bonus Shares – as a Special Resolution

Signed this.....day of2016

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