



**SCRUTINIZER'S REPORT**

To

The Chairman of the 102<sup>nd</sup> Annual General Meeting of The Indian Wood Products Company Limited (CIN L20101WB1919PLC003557), held on Monday, September 26, 2022 at 3.00 p.m. through Video Conferencing (VC) / other Audio Visual Means (OAVM).

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on voting through remote e-voting including e-voting at the 102<sup>nd</sup> Annual General Meeting of The Indian Wood Products Company Limited held on Monday, September 26, 2022 at 3.00 p.m.**

I, Md. Shahnawaz, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of The Indian Wood Products Company Limited (the Company) to scrutinize the remote e-voting(e-voting) including e-voting process at the 102<sup>nd</sup> Annual General Meeting (AGM) of the Company, held on Monday, September 26, 2022 at 3.00 p.m. through Video Conferencing (VC) / other Audio Visual Means (OAVM), pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, and Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021, dated December 8, 2021 and 3/2022 dated May 5, 2022, and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, (hereinafter collectively referred to as "the Circulars") of the Securities and Exchange Board of India (SEBI).

**Despatch of Notice**

The Annual Report 2022, containing Standalone and Consolidated financial statements and other reports along with the AGM Notice dated May 30, 2022 (hereinafter referred as Notice of AGM), were sent through electronic mode to those members whose e-mail IDs were registered with the Company or depository, as the case may be. The electronic transmission of the Annual Report was completed on August 26, 2022.

**Cut-off date**



The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 19, 2022, were entitled to vote on the resolutions set out at item nos. 1 to 5 of the Notice of the AGM.

**Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the 2013 Act and the rules made thereunder; and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"), relating to e-voting on the resolutions contained in the Notice of the AGM.

**Scrutinizer's Responsibility**

My responsibility as a Scrutinizer is to ensure that the voting process, both remote e-voting and e-voting at / during the AGM 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 to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL).

I submit my report in respect of the resolutions passed at the AGM of the Company as under:

**A. Relating to E-Voting**

1. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 19, 2022, were entitled to vote on the resolutions as contained in the Notice of the AGM.
3. The voting period for remote e-voting commenced at 9.00 a.m. on Friday, September 23, 2022 and ended at 5.00 p.m. on Sunday, September 25, 2022, and the NSDL e-voting platform was blocked thereafter.
4. After the closure of period for remote e-voting and before the start of AGM, the details relating to members who have cast votes through remote e-voting, but not the manner in which they have cast their votes, were accessed.

**B. Relating to e-voting at AGM**

1. Upon completion of transaction of all items, the Chairman invited the shareholders present at the AGM through VC to vote on resolution as contained in Notice of AGM using e-voting facility provided by NSDL during the AGM.
2. Only those members who were present at the AGM through VC and who had not voted on remote e-voting earlier were allowed to cast their votes through e-voting system during the AGM.
3. The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 19, 2022, were entitled to vote on the resolutions as contained in the Notice of the AGM.

**C. Result of remote e-voting including e-voting at AGM are as under:**

1. The voting rights of the members were reckoned as on the "cut-off date", i.e., September 19, 2022, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. The votes cast through remote e-voting including e-voting during AGM were unblocked at 3:30 p.m. in presence of two witnesses who are not in the employment of the Company.
3. The details of the voting by the members, who voted "For" or "Against" through e-voting were diligently scrutinized.
4. The result of voting are as under:

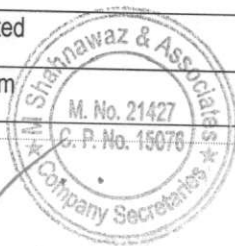
**ORDINARY BUSINESS**

**Resolution - 1**

**Ordinary Resolution** - Receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2022, including the Audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the report of Board of Directors and Auditors' Report thereon.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	95	95
No. of Votes cast by them	4,60,63,343	4,60,63,343



% of total no. of valid vote cast	99.99	99.99
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(ii) Voted **against** the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	2	2
No. of Votes cast by them	550	550
% of total no. of valid vote cast	0.01	0.01

(iii) **Invalid Votes:**

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

### Resolution - 2

**Ordinary Resolution** - Declaration of dividend of Re. 0.05 per equity share for the financial year ended March 31, 2022.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	96	96
No. of Votes cast by them	4,60,63,593	4,60,63,595
% of total no. of valid vote cast	99.99	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	1	1
No. of Votes cast by them	300	300
% of total no. of valid vote cast	0.01	0.01

(iii) **Invalid Votes:**

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

### Resolution - 3

**Ordinary Resolution** - Re-appointment of Mr. Bharat Mohta (DIN: 00392090), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	93	93



No. of Votes cast by them	4,60,63,292	4,60,63,292
% of total no. of valid vote cast	99.99	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	4	4
No. of Votes cast by them	601	601
% of total no. of valid vote cast	0.01	0.01

(iii) Invalid Votes:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

**Resolution - 4**

**Ordinary Resolution** – Appointment of M/s S K Agarwal and Co Chartered Accountant LLP, Chartered Accountants, as Statutory Auditors of the Company.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	94	94
No. of Votes cast by them	4,60,63,342	4,60,63,342
% of total no. of valid vote cast	99.99	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	3	3
No. of Votes cast by them	551	551
% of total no. of valid vote cast	0.01	0.01

(iii) Invalid Votes:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

**Special Business**

**Resolution - 5**

**Ordinary Resolution** - Approval for existing as well as new material related party transactions with M/s. Agro and Spice Trading Pte Ltd and/or its subsidiaries, M/s. PT Sumatra Resources International and M/s. PT Thea Universal Trade and/or its subsidiaries and the Joint Ventures of the Company.



(i) Voted in favour of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	82	82
No. of Votes cast by them	5,65,684	5,65,684
% of total no. of valid vote cast	99.90	99.90

(ii) Voted against the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	3	3
No. of Votes cast by them	551	551
% of total no. of valid vote cast	0.10	0.10

(iii) Invalid Votes:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	12	12
Total No. of votes cast by them	4,54,97,658	4,54,97,658

- Based on the above voting details, I report that the resolutions contained at item nos. 1 to 5 have been duly approved by the shareholders with requisite majority.
- The remote e-voting and other relevant documents/registers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 102<sup>nd</sup> AGM and the same shall be handed over, thereafter, to the Company Secretary of the Company for safe keeping.
- This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) NSDL and (iii) to be placed on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

**For M Shahnawaz & Associates**

Company Secretaries

Firm Regn. No.: S2015WB331500

*Md. Shahnawaz*



**CS Md. Shahnawaz**

(Proprietor)

ACS No. 21427

C P No: 15076

UDIN: A021427D001053084

Kolkata, September 27, 2022