



# THE INDIAN WOOD PRODUCTS COMPANY LTD

CIN : L20101WB1919PLC003557

Regd Off : 9 Brabourne Road, 7th Floor, Kolkata – 700 001

Tel No.: +91 8232023820; Fax No.: +91 33 22426799; Email ID: iwpho@iwpkatha.co.in

Website : www.iwpkatha.com

## NOTICE

NOTICE is hereby given that the 100th Annual General Meeting of the Members of the Company will be held on Friday, 25th day of September, 2020 at 3.15 P.M. through Video Conferencing / Other Audio Visual Means (VC) to transact the following businesses:

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
  - The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Auditors thereon.
- To declare a dividend of Re.0.10 per equity share for the year ended March 31, 2020.
- To appoint a Director in place of Mr. Bharat Mohta (DIN: 00392090), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

- Reappointment of Mr. Vinod Mimani (DIN: 00053976) as an Independent Director  
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 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any Statutory modification(s) or re-enactment thereof, for the time being in force, Mr. Vinod Mimani (DIN: 00053976), who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a Second Term of 5 (Five) years from September 25, 2020 till September 24, 2025 and that pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the consent of the members of the Company be and is hereby also accorded for the continuation of directorship of Mr. Vinod Mimani (DIN: 00053976), as Independent Director of the Company during his term from September 25, 2020 till September 24, 2025 even on attainment of the age of 75 years.”

**Registered Office:**  
**Bombay Mutual Building**  
**9, Brabourne Road**  
**Kolkata – 700 001**

**Dated: 3rd July, 2020**

**By Order of the Board**  
**For The Indian Wood Products Co Ltd**  
**Anup Gupta**  
**Company Secretary**  
**Membership No.: A36061**

**NOTES:**

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) vide General Circular numbers 20/2020, 14/2020 and 17/2020 and the Securities and Exchange Board of India (SEBI) vide Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79, (hereinafter collectively referred to as “the Circulars”), allowed companies to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM.  
All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to iwpho@iwpkatha.co.in
7. Members may note that the Board of Directors, in its meeting held on July 03, 2020 has recommended a final dividend of Re. 0.10 per share. The final dividend will be paid to those Shareholders whose names will appear in the Register of Shareholders / Beneficial Owner Position List provided by the Depositories as at close of business on September 18, 2020. The final dividend, once approved by the members in the ensuing AGM will be paid on or before the 10th of October 2020, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses once the postal facility is available. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company’s Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
8. Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs.5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be with held in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess)

The aforementioned documents are required to be sent by the shareholders via e- mail at [iwpho@iwpkatha.co.in](mailto:iwpho@iwpkatha.co.in) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) on or before the date of AGM. No communication would be accepted from members after the date of AGM regarding the tax withholding matters.

9. Members are requested to address all correspondence, including dividend related matters, to the RTA, M/s. Niche Technologies Pvt Ltd, (Unit: The Indian Wood Products Co. Ltd) 3A, Auckland Place, Room No. 7A & 7B, 7th Floor, Kolkata – 700 017
10. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to corporate governance report which is a part of this Annual Report.



11. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Md. Shahnawaz, Company Secretary (in Whole Time Practice) (Membership No. ACS 21427 and CP No- 15076) of 16A, Abdul Hamid Street, 5th Floor, Room No. 501, Kolkata – 700 069 as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
12. The e-voting period commences on Tuesday, September 22, 2020 (9:00 a.m. IST) and ends on Thursday, September 24, 2020 (5:00 p.m. IST). During this period, members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on September 18, 2020 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter and again will be enabled for voting during the AGM. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 18, 2020.
13. The facility for e-voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
14. Any person who acquires shares and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
15. In compliance with the Circulars, the Annual Report 2019-20 and the Notice of the 100th AGM along with other documents / annexure, are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.iwpkatha.com](http://www.iwpkatha.com), websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
16. Members whose shareholding is in electronic mode are requested to direct notifications about change of address, Mobile Number , Email-ID and any updates about bank account details to their respective depository participants(s) (DP). Members whose shareholdings are in physical mode are requested to convert their holding dematerialize form. Members can contact the Company or Company’s Registrars and Transfer Agents, M/s. Niche Technologies Pvt Ltd, 3A, Auckland Place, Room No. 7A & 7B, 7th Floor, Kolkata – 700 017 (“RTA”) for assistance in this regard.
17. As a measure to save our natural resources, we request Members 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, 3A, Auckland Place, Room No. 7A & 7B, 7th Floor, Kolkata – 700 017 the Registrar & Share Transfer Agent of the Company.
18. Members may follow the process detailed below for registration of email ID to received communications from the company in electronic mode, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend:

19.

Type of Holder	Process to be followed	
	Registering Email Address	Updating bank account details
Physical	Send a request to the RTA of the Company, Niche Technologies Private Limited at nichetechpl@nichetechpl.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.	<p>Send a request to the RTA of the Company, Niche Technologies Private Limited at nichetechpl@nichetechpl.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for updating bank account details.</p> <p>The following additional details need to be provided in case of</p> <ul style="list-style-type: none"> <li>● updating bank account details :</li> <li>● Name and branch of the bank in which you wish to receive the dividend,</li> <li>● the bank account type,</li> <li>● Bank account number allotted by their banks after implementation of core banking solutions</li> <li>● 9 digit MICR Code Number</li> <li>● 11 digit IFSC Code</li> <li>● a scanned copy of the cancelled cheque bearing the name of the first member</li> </ul>
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

20. Members may also note that the Notice of the 100th AGM and the Annual Report 2019-20 will also be available on the Company's website, <https://www.iwpkatha.com>, websites of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>
21. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
22. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
23. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination or cancelling/varying nomination are requested to send their requests in Form No. SH-13 / SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
24. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result



declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's website, [www.iwpkatha.com](http://www.iwpkatha.com).

25. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

**Registered Office:**  
**Bombay Mutual Building**  
**9, Brabourne Road**

**Kolkata – 700 001**  
**Dated: 03rd July, 2020**

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

**Anup Gupta**  
Company Secretary  
Membership No.: A36061

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

##### **Item No. 4**

Mr. Vinod Mimani (DIN No. 00053976) was appointed by the shareholders on 95th AGM of the Company held on 28th September, 2015, as Independent Director of the Company in term of Section 149 and other applicable provisions of the Companies Act, 2013 for a period of 5 year to hold office as such upto the conclusion of the 100th Annual General Meeting (AGM).

Mr. Vinod Mimani is the members of the CSR Committee. He is also the lead Independent Director of the Company.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment as an Independent Director on passing of a special resolution by the Company for another term of five years.

The present term of Mr. Mimani will come to an end on the conclusion of the 100th AGM. Considering his expertise, experience and his contribution in the Boards process, it is considered in the interest of the Company that Mr. Mimani shall be reappointed as an Independent Director for a second term of five years.

Mr. Mimani, aged 70 years, is an industrialist, and having experience of more than 45 years in field of financing, taxation and investment.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board of Directors of the Company recommend the reappointment of Mr. Mimani being eligible for re-appointment as an Independent Director and has offered himself for re-appointment, as an Independent Director for a Second Term of 5 (Five) years from September 25, 2020 till September 24, 2025 for approval by the shareholders. He shall not be liable to retire by rotation.

The Company has received (i) Intimation in form DIR-8 pursuant to rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Vinod Mimani to the effect that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013; (ii) declaration that he meets the criteria of independence as provided in section 149 of the Companies Act 2013; and (iii) a notice in writing from a member under section 160 of the Act proposing the candidature of Mr. Vinod Mimani as director of the Company.

In the opinion of the Board of Directors, Mr. Vinod Mimani who is proposed to be reappointed as an Independent Director for a second term of 5 years fulfills the conditions specified in the Act and Rules made thereunder.



Further as per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Mr. Vinod Mimani will attain the age of 75 years during the proposed term of his reappointment. Thus, the consent of the members of the Company through special resolution shall also be considered for continuation of directorship of Mr. Vinod Mimani as Independent Director of the Company during his term from September 25, 2020 till September 24, 2025 even on attainment of the age of 75 years.

The Board considers that Mr. Vinod Miami's association as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

A copy of the draft letter of reappointment, setting out the terms and conditions of appointment of Mr. Vinod Mimani, is available for inspection, without any fee, by the members at the electronically up to the date of the AGM.

Except Mr. Vinod Mimani, none of the other directors or key managerial personnel of the Company are concerned or interested, financially or otherwise, in the resolution set out in item no. 4 of the notice.

The Board recommended the resolution set forth in item no. 4 of the notice for approval of the members.

#### Brief Resume of Directors seeking appointment / re-appointment

<b>Name of the Director</b>	Mr. Bharat Mohta	Mr. Vinod Mimani
<b>DIN</b>	00392090	00053976
<b>Date of Birth/ Age</b>	14.02.1975 / 45 Years	07.06.1950 / 70 Years
<b>Date of Appointment</b>	30.10.2005	30-12-2014
<b>Qualifications</b>	Bachelor of Commerce from Kolkata University and Business Diploma from ICFAI	Bachelor of Engineering from Bombay University
<b>Expertise in specific functional areas</b>	Operation, Business Planning & Strategy & Human Resources	Corporate & Financial Activities
<b>Key Terms and conditions of his appointment</b>	Executive Director & CEO	Non- Executive Independent Director
<b>Number of Meetings of the Board attended during the financial year (2018-19)</b>	3 out of 4	2 out of 4
<b>List of Directorship/ Membership / Chairmanship of Committees of other Board</b>	1. Security Company Limited 2. Arvind Engineering Works Ltd 3. Indian Glass & Electrical Private Limited 4. Candid Vyapaar Pvt Ltd	1. Oricon Enterprises Limited 2. Ceres Company Pvt Ltd 3. G D Trading and Agencies Ltd 4. Mascot Constructions Private Limited 5. Sri Sankarshan Pvt Ltd 6. Bikaner Mercantile Company Pvt Ltd 7. Exotica Builders & Finance Pvt Ltd 8. Candid Vyapaar Private Limited
<b>Shareholding in the Company</b>	7637530	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Son of Mr. Krishna Kumar Mohta (Chairman & Managing Director)	None



## Instruction for participation through VC

Please follow the steps for registration and participation

The remote e-voting period begins on Tuesday, September 22, 2020 at 9:00 A.M. and ends on Thursday, September 24, 2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company
	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.





- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



## General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [msassociates16@gmail.com](mailto:msassociates16@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
5. The voting rights of the 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 Friday, the 18th day of September, 2020.
6. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, the 18th day of September, 2020 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
7. 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
8. 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 only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
9. Pursuant to the provision of Section 108 of the Act read with rules thereof, Md. Shahnawaz, Company Secretary (in Whole Time Practice) (Membership No. ACS 21427 and CP No- 15076) of 16A, Abdul Hamid Street, 5th Floor, Room No. 501, Kolkata – 700 069 has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
10. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer’s Report.
11. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer’s Report will be available forthwith on the website of the Company [www.iwpkathacom](http://www.iwpkathacom) and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company and shall be forwarded to BSE Limited



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to iwpho@iwpkatha.co.in.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (iwpho@iwpkatha.co.in).

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at iwpho@iwpkatha.co.in latest by 5.00 P.M. (IST) on Thursday, 24th day of September, 2020.



6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at iwpho@iwpkatha.co.in latest by 5.00 P.M. (IST) on Thursday, 24th day of September, 2020. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/ 022-24994545.

**Registered Office:**  
**Bombay Mutual Building**  
**9, Brabourne Road**

**Kolkata – 700 001**  
**Dated: 03rd July, 2020**

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

**Anup Gupta**  
Company Secretary  
Membership No.: A36061