



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: iwpcal1@cal2.vsnl.net.in

Website : www.iwpkatha.com

NOTICE

NOTICE is hereby given that the Ninety-Eighth 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 Monday the 17th day of September, 2018 at 3.30 PM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2018 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 2018 together with the Reports of the Auditors thereon.
2. To declare Dividend on equity shares for the year ended 31st March, 2018
3. To appoint a Director in place of Mr. K K Damani (DIN 01385252) who retires by rotation and eligible offers himself for re-appointment.

Registered Office:

Bombay Mutual Building

9, Brabourne Road

Kolkata – 700 001

Dated: 30th May, 2018

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 11th September,2018 to 17th September, 2018 (both days inclusive)
5. Dividend declared, will be paid to those shareholders whose names will appear in the Register of Shareholders / Beneficiary Owners Position List provided by the Depositories as at close of business on 10th September 2018.
6. Instruction for e-voting, along with the attendance Slip and Proxy Form, is annexed to this Notice of 98th Annual General Meeting for the convenience of Shareholders.



7. **Members / Proxies / Authorized Representative are requested to bring their attendance slip along with their copy of Annual Report to the meeting.**
8. 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.
9. As a measure to save our natural resources, we request Members to registered 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.
10. 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.
11. **Mandatory updation of PAN and Bank details** – Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders whose ledger folios do not have / or have incomplete details with respect to PAN and Bank Account particulars are mandatorily required to furnish these details to the Company / RTA for registration in their folios. Accordingly, Company is taking necessary steps & issuing mandate form to the Shareholders to update their Pan /Bank details as required. Members are therefore requested to update their records on receipt of the letter.
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 98th 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 member 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.
14. The Company is offering voting facility through electronic means (remote e-voting) to the members to cast their votes electronically on the Resolutions proposed at this AGM and for which purpose the Company has engaged the services of National Securities Depository Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The detailed instructions for e-voting are given as a separate attachment to this notice.
15. 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.
16. All documents referred to in the Notice will be available for inspection at the Company's Corporate Office during normal business hours on working days up to the date of the AGM.
17. A route map to the AGM venue is appended to the Notice for reference of the members.
18. Additional Information pursuant to Regulation 36 of Listing Regulations on Director seeking re-appointment at this AGM is furnished here under. The director has furnished consent for his re-appointment as required under the Companies Act, 2013 and the Rules thereunder.

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

Name of the Director	Mr. Krishna Kumar Damani
DIN	01385252
Date of Birth/ Age	17.08.1949 / 69 Years
Date of Appointment	15.04.1998
Number of Meetings of the Board attended during the financial year (2017-18)	2 out of 8
List of Directorship/ Membership /Chairmanship of Committees of other Board	NIL
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

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 14th September 2018 (9:00 AM) and ends on 16th September 2018 (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 10th September 2018, 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.nsdl.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 msassociates16@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 10th September, 2018. 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. 10th September 2018 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 10th September, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII** Md.Shahnawaz, Company Secretary (in whole-time practice) (Membership No. ACS21427 and CP No-15076) of 16A, Abdul Hamid Street, 5th Floor, Room No. 501, Kolkata – 700069 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: 30th May, 2018

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

Anup Gupta
Company Secretary



The Indian Wood Products Company Ltd

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 98th Annual General Meeting of the Company held on Monday 17th September, 2018 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*

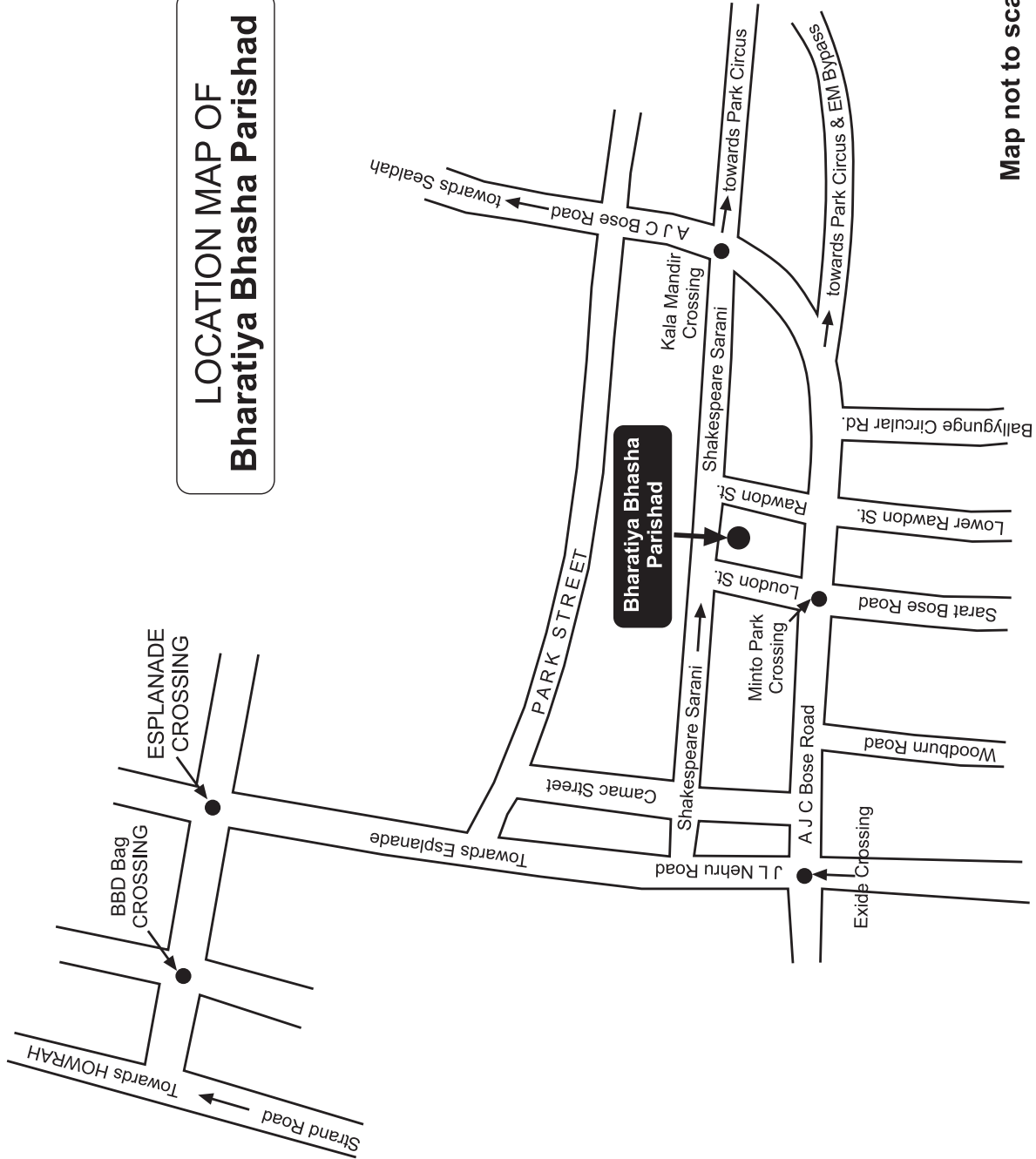
* Strike out whichever is not applicable.

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



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CIN L20101WB1919PLC003557

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Tel 033 8232023820, Fax No.033 22426799

Website: www.iwpkatha.com; E-mail: 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

I/We, being the Member(s) holding.....shares of the above named Company, hereby appoint

(1) Name.....

Address

E-Mail IdSignature.....OR failing him

(2) Name.....

Address

E-Mail IdSignature.....OR failing him



(3) Name.....

Address

E-Mail IdSignature.....

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 98th AGM of the Company, to be held on 17th day of September, 2018 at 3.30 PM at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700017 and at any adjournment thereof in respect of such resolution(s) as are indicated below :



SI No	Resolution	For	Against
Ordinary Business			
1	a) To receive, Consider and Adopt the Audited Standalone Financial Statements for the Financial year ended 31st March,2018 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,2018 together with the Report of the Auditors thereon		
2	To Declare Dividend @ 12.5% on equity shares for the year ended 31st March, 2018		
3	To appoint Mr. K K Damani as a Director, liable to retire by rotation.		

Signed this.....day of2018

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.