



# THE INDIAN WOOD PRODUCTS CO. LTD.

Registered Office : 9, Brabourne Road, Kolkata - 700 001

Date: - April 08, 2021

The General Manager  
Listing Operation  
BSE Limited, PJ Tower  
Dalal, Street,  
Mumbai- 400001

Scrip Code: 540954

Dear Sir,

**Sub: - Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015**

In term of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) regulations 2015, we forwarded herewith the Compliance Report on Corporate Governance of the Company for the whole Financial Year ended March 31, 2021.

Kindly take the above on records and acknowledge receipt.

Thanking you,

**Yours Faithfully**

**For The Indian Wood Products Co Ltd**

  
**Anup Gupta**

**Company Secretary & Compliance Officer**  
**Membership No. ACS36061**



Enclosed: - As Above

**Compliance Report on Corporate Governance**  
**Quarterly basis**

1. Name of Listed Entity : The Indian Wood Products Company Limited  
2. Quarter ending : March, 31 2020

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. of directorship in listed entities including this entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Krishna Kumar Mohta	AEYPM0104P00702306	Chairman & Managing Director	25/05/1980	01/04/2018	-	490 Months	24/01/1948	1	0	0	0
Mr	Bharat Mohta	AEPPM3851E00392090	Whole Time Director & CEO	30/10/2005	01/04/2018	-	185 Months	14/02/1975	1	0	1	0
Mr	Krishna Kumar Damani	ABDPD8142N01385252	Executive Director	15/04/1998	15/04/2018	-	276 Months	17/08/1949	1	0	0	0
Mr	Rajendra Prasad Chetani	ACKPC3770B00392215	Non Executive & Non Independent Director	27/04/2004	-	-	203 Months	28/10/1957	1	0	2	1
Mr	Surendra Bagri	ADUPB3882E00659888	Independent Director	13/02/2021	-	-	2 months	15/12/1965	1	1	0	0
Ms.	Drisha Poddar	AIAPP0445J07729080	Independent Director	18/02/2017	-	-	49 Months	26/11/1982	1	1	0	0
Mr	Sanjay Kumar Maheswary	AETPM2703D00497335	Independent Director	30/01/2004	17/09/2019	-	206 Months	06/02/1946	1	1	2	1
Mr	Vinod Kumar Maheshwary	AAFPM5641B02659320	Independent Director	13/04/2009	17/09/2019	-	144 Months	30/01/1949	1	1	2	0
		Whether Regular chairperson appointed										
		Whether Chairperson is related to managing director or CEO										
		<p><sup>5</sup> PAN of any director would not be displayed on the website of Stock Exchange</p> <p><sup>6</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>										



II. Composition of Committees					
Name of Committee	Whether Regular Chairpersons on appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. S K Maheswary	Chairperson / Independent Director	13/02/2014	
		Mr. V K Maheshwary	Member/ Independent Director	13/02/2014	
		Mr. R P Chenai	Member/ Non Executive / Non Independent	13/02/2014	
2. Nomination & remuneration Committee	Yes	Mr. S K Maheswary	Chairperson / Independent Director	22/05/2014	
		Mr. V K Maheshwary	Member/ Independent Director	22/05/2014	
		Mr. R P Chenai	Member/ Non Executive / Non Independent	22/05/2014	
3. Risk Management Committee (if applicable)	Yes	Mr. Krishna Kumar Mohta	Chairperson	30/05/2018	
		Mr. Bharat Mohta	Whole Time Director & CEO	22/05/2018	
		Mr. Krishna Kumar Damani	Executive Director	22/05/2018	
4. Stakeholders Relationship Committee'	Yes	Mr. R P Chetani	Chairperson/ Non Executive / Non Independent	22/05/2014	
		Mr. Bharat Mohta	Whole Time Director & CEO	22/05/2014	
		Mr. S K Maheswary	Independent Director	22/05/2014	
		Mr. V K Maheshwary	Independent Director	22/05/2014	
5. Corporate Social Responsibility Committee	Yes	Mr. Krishna Kumar Mohta	Chairperson	21/10/2016	
		Mr. Bharat Mohta	Whole Time Director & CEO	21/10/2016	
		Mr. Krishna Kumar Damani	Executive Director	21/10/2016	
		Mr. Surendra bagri	Independent Director	13/02/2021	

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

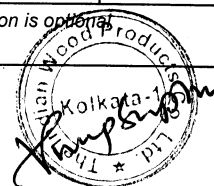
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
12/11/2020	13/02/2021	Yes	8	3	92 Days

\* to be filled in only for the current quarter meetings

### IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13/02/2021 (Audit Committee)	Yes	3	2	12/11/2020	92 Days
13/02/2021 (Nomination and Remuneration Committee)	Yes	3	2	03/07/2020	224 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional  
 \*\*to be filled in only for the current quarter meetings



**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A

**Note:**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

**VI. Affirmation**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

**Name & Designation**

For The Indian Wood Products Co. Ltd.



Company Secretary

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Format to be submitted by listed entity at the end of the financial year (for the whole financial year)**

<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR</b>		
a) Details of business	Yes	
b) Terms and conditions of appointment of independent directors	Yes	
c) Composition of various committees of board of directors	Yes	
d) Code of conduct of board of directors and senior management personnel	Yes	
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
f) Criteria of making payments to non-executive directors	NA	
g) Policy on dealing with related party transactions	Yes	
h) Policy for determining 'material' subsidiaries	Yes	
i) Details of familiarization programmes imparted to independent directors	Yes	
j) Email address for grievance redressal and other relevant details	Yes	
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
l) Financial results	Yes	
m) Shareholding pattern	Yes	
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
b) Materiality Policy as per Regulation 30	Yes	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	

<b>It is certified that these contents on the website of the listed entity are correct</b>		
<b>II Annual Affirations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes



Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.


3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

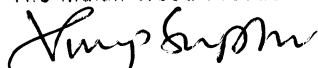
**Name & Designation**

For The Indian Wood Products Co. Ltd.



Company Secretary

Format to be submitted by listed entity at the end of 6 months after end of the financial year along- with the second quarter's report of the next financial year

Affirmations		
Board Heading	Regulation No	Compliance Status (Yes/No/NA) refer note
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>Name &amp; Designation</b>  For The Indian Wood Products Co. Ltd.    Company Secretary</p>		