



THE INDIAN WOOD PRODUCTS CO. LTD.

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

April 08, 2019

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 of financial year ended March 31, 2019.

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

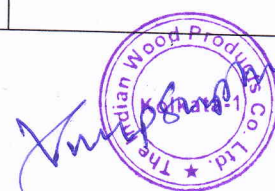


Enclosed: - As Above

Compliance Report on Corporate Governance

(To be submitted by listed entity at the end of the financial year for the whole of financial year)

1	Name of Listed Entity	The Indian Wood Product Co Ltd	
2	Year ending	March 31'2019	
I. Disclosure on website in terms of Listing\ Regulations			
Item		Compliance status (Yes/No/NA)^{refer note below}	
Details of business		Yes	
Terms and conditions of appointment of independent directors		Yes	
Composition of various committees of board of directors		Yes	
Code of conduct of board of directors and senior management personnel		Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes	
Criteria of making payments to non-executive directors		NA	
Policy on dealing with related party transactions		Yes	
Policy for determining 'material' subsidiaries		Yes	
Details of familiarization programmes imparted to independent directors		Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes	
email address for grievance redressal and other relevant details		Yes	
Financial results		Yes	
Shareholding pattern		Yes	
Details of agreements entered into with the media companies and/or their associates		NA	
New name and the old name of the listed entity		NA	
II Annual Affirmations			
Particulars		Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
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)	Yes
Meeting of Board of directors		17(2)	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
Composition of Audit Committee		18(1)	Yes
Meeting of Audit Committee		18(2)	Yes
Composition of nomination & remuneration committee		19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee		20(1) & (2)	Yes
Composition and role of risk management committee		21(1),(2),(3),(4)	Yes
Vigil Mechanism		22	Yes
Policy for related party Transaction		23(1),(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
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

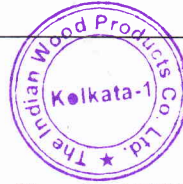
Name & Designation

For The Indian Wood Products Co. Ltd.

[Handwritten Signature]

Company Secretary

Company Secretary / Compliance Officer / Managing Director / CEO



Compliance Report on Corporate Governance

1	Name of Listed Entity	The Indian Wood Products Co Ltd
2	Quarter ending	March 31, 2019

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)*	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	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	AEYPM0104P 00702306	Chairman & Managing Director	01/04/2018	-	1 (Non Independent)	-	-
Mr.	Bharat Mohta	AEPMP3851E 00392090	Whole Time Director & CEO	01/04/2018	-	1 (Non Independent)	1 (Stakeholder Committee)	-
Mr.	Krishna Kumar Damani	ABDPP8142N 01385252	Executive Director	15/04/2018	-	1 (Non Independent)	-	-
Mr.	Rajendra Prasad Chetani	ACKPC3770B 00392215	Non Executive & Non Independent Director	27/04/2004	-	1 (Non Independent)	1 (Audit Committee) 1 (Stakeholder Committee)	1 (Stakeholder Committee)
Mr.	Vinod Mimani	AEJPM2828K 00053976	Independent Director	28/09/2015	3 Years 6 Months	2 (Independent)	-	-
Ms.	Drisha Poddar	AIAPP0445J 07729080	Independent Director	18/02/2017	2 Year 1 Months	1 (Independent)	-	-
Mr.	Sanjay Kumar Maheshwary	AETPM2703D 00497335	Independent Director	28/03/2015	4 Years	1 (Independent)	1 (Audit Committee) 1 (Stakeholder Committee)	1 (Audit Committee)
Mr.	Vinod Kumar Maheshwary	AAFPM5641B 02659320	Independent Director	28/03/2015	4 Years	1 (Independent)	1 (Audit Committee) 1 (Stakeholder Committee)	-

[§] PAN number of any director would not be displayed on the website of Stock Exchange

* 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

* 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.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)^s
1. Audit Committee	1) Mr. S. K. Maheswary 2) Mr. V K Maheshwary 3) Mr. R P Chetani	Chairperson/ Independent Independent Non Executive / Non Independent
2. Nomination & Remuneration Committee	1) Mr. S. K. Maheswary 2) Mr. V K Maheshwary 3) Mr. R P Chetani	Chairperson/ Independent Independent Non Executive / Non Independent
3. Risk Management Committee(if applicable)	1) Mr. Krishna Kumar Mohta 2) Mr. Bharat Mohta 3) Mr. Krishna Kumar Damani 4) Mr. Vinod Mimani	Chairperson Whole Time Director & CEO Executive Director Independent
4. Stakeholders Relationship Committee ¹	1) Mr. R P Chetani 2) Mr. Bharat Mohta 3) Mr. S.K. Maheswary 4) Mr. V K Maheshwary	Chairperson/ Non Executive Whole Time Director & CEO Independent Independent
5. Corporate Social Responsibility Committee	1) Mr. Krishna Kumar Mohta 2) Mr. Bharat Mohta 3) Mr. Krishna Kumar Damani 4) Mr. Vinod Mimani	Chairperson Whole Time Director & CEO Executive Director Independent
* 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		

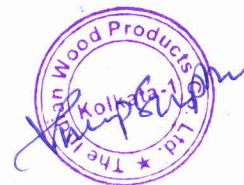
III. Meeting of Board of Directors

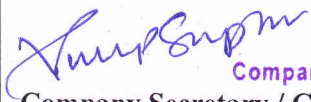
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
09/11/2018	02/01/2019	53
	07/02/2019	35
	13/02/2019	5
	20/02/2019	6

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13/02/2019 (Audit Committee)	Yes	09/11/2018	95
13/02/2019 (Nomination and Remuneration Committee)	Yes	30/05/2018	258

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
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 Audit Committee	NA
<p>Note</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>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) <p>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.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>	
<p>Name & Designation For The Indian Wood Products Co. Ltd.</p> <p> Company Secretary</p> <p>Company Secretary / Compliance Officer / Managing Director / CEO</p>	



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.