



## THE INDIAN WOOD PRODUCTS COMPANY LIMITED

Regd. Office: 9, Barbourne Road, 7th Floor  
Kolkata - 700 001, West Bengal  
CIN: L20101WB1919PLC003557; Website: www.iwpkatha.com  
Phone: (033) 3252-3820, Fax: (033) 2242-6799

### Postal Ballot Notice

(Pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s)

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, as amended (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Including any statutory modification or re-enactment thereof for the time being in force) (the "Rules"), that the Company proposes to seek approval of the members for passing of the proposed resolutions as appended below through postal ballot. The explanatory statement pursuant to Section 102 of the Act setting out the material facts for the proposed resolutions along with a Postal Ballot Form and postage pre-paid envelope are annexed

The Board of Directors of the Company (the "Board") at its meeting held on 28th March, 2015, has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (FCS 2699 CP: 2948) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Company in compliance with Clause 35B of the Listing Agreement executed with the stock exchange (the "Stock Exchange") and the provisions of Section 108 of the Act read with Rule 20 of the Rules, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e. through e-voting services provided by National Security Depository Limited (NSDL). Members desire to exercise their vote by using e-voting facility are requested to carefully read the notes/instructions for e-voting given in the notice and on the reverse of the postal ballot form. Members' desire to exercise their vote through physical postal ballot form can send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form attached herewith.

Members are requested to return the form duly completed and signed, in the attached self address business reply envelop so as to reach the Scrutinizer on or before the close of working hours i.e. by 6 p.m. on Saturday, 9th May, 2015.

Please note that any postal ballot form(s) received after the said date and time will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman or in his absence to any other Director of the Company after the completion of the scrutiny of the postal ballots (Physical and e-voting). The result of postal ballot shall be declared by the chairman or in his absence, any other Director of the Company, on Monday, 11th May, 2015 at the Registered Office of the Company and will be communicated to the Stock Exchange, the Depository and the Registrar and Share Transfer Agent and would also be displayed on Company's website at www.iwpkatha.com. The resolutions, if approved, will be taken as passed effectively on the date of announcement of results.

#### Proposed Resolutions

- 1. To consider and if thought fit, to pass with or without modification, the following resolutions as an Ordinary Resolution:**  
"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Vinod Kumar Maheshwary (DIN: 02659320), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period up to the date of the 99th Annual General Meeting in the Calendar year 2019".
- 2. To consider and if thought fit, to pass with or without modification, the following resolutions as an Ordinary Resolution:**  
"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Sanjay Kumar Maheshwary (DIN: 00497335), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period up to the date of the 99th Annual General Meeting in the Calendar year 2019".
- 3. To consider and if thought fit, to pass with or without modification, the following resolutions as a Special Resolution:**  
"RESOLVED THAT in accordance with the provision of Section 196, 197 & 203 read with Schedule V and all other applicable Provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rule, 2014

(Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), (hereinafter referred to as 'the Act') consent and approval of the company be and is hereby accorded to the revision of remuneration payable to Mr. K. K. Mohta (DIN:00702306) as a Whole Time Director designated as Chairman of the company as recommended by the Nomination and Remuneration Committee for the remaining period of his tenure of One year i.e. from 01.04.2015 to 31-03-2016 as set out in the explanatory statement annexed with the notice and all other terms and conditions of his appointment remain unaltered".

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the Provisions of the Act.

**4. To consider and if thought fit, to pass with or without modification, the following resolutions as a Special Resolution:**

"RESOLVED THAT in accordance with the provision of Section 196, 197 & 203 read with Schedule V and all other applicable Provisions of Companies Act, 2013 it be and is hereby decided to re-appoint Mr. Bharat Mohta, (DIN: 00392090) as Whole Time Director designated as Director Corporate Planning and Strategy, of the Company liable to retire by rotation, for a further period of 3 (Three) years w.e.f. 1st April, 2015 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice with liberty to the Board of Directors (hereinafter referred to as 'the Board' which, shall be deemed to include any committee of the board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary such terms and conditions of the re-appointment and/or remuneration subject to the same not exceeding the limits as specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the Provisions of the Act.

**5. To consider and if thought fit, to pass with or without modification, the following resolutions as an Ordinary Resolution:**

"RESOLVED THAT Mr. Vinod Mimani (DIN: 00053976), the Additional Director of the company who holds office up to the date of next Annual General Meeting be and is hereby appointed as a Regular Director.

By Order of the Board  
For The Indian Wood Products Co. Ltd.  
Sd/-  
Bharat Mohta, Director

Place: Kolkata  
Date: 28th March, 2015

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.**

**Item Nos. 1 & 2**

The Board of Directors of the Company ('the Board') at its meeting held on 28th March, 2015 on the basis of the recommendations of the Nomination & Remuneration Committee, approved the appointment of Mr. Vinod Kumar Maheshwary and Mr. Sanjay Kumar Maheshwary Independent Directors of the Company in terms of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force), as set out in the Resolutions relating to their respective appointment, subject to the approval of shareholders of the Company.

The Company has received from the Directors (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014: and (ii) intimation in Form DIR-8 in term of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013: and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Each of the said Directors is independent of the management of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member(s) along with the requisite deposits proposing the respective candidatures of the said Directors.

The Directors are entitled to sitting fees, as may be determined by the Board.

Brief resume of the Directors and additional information as required under the Companies Act 2013 is enclosed as Annexure A. It is proposed to appoint the Directors for the period up to the date of the 99th Annual General Meeting in the Calendar year 2019".

The Directors are interested individually in the Resolutions relating to their respective appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in these Resolutions.

The Board recommends, the Ordinary Resolution set out at Item No. 1 & 2 of the Notice for approval by the Shareholders.

**Item No. 3**

At the Annual General Meeting of the Company held on 24th September, 2013, the members had approved the terms of appointment of Mr. Krishna Kumar Mohta, Whole time Director designated as Chairman with a remuneration of Rs. 1, 32,500/- p.m. plus other perquisites. Taking into consideration the increase in business activities of the Company and the responsibilities cast on Mr. Krishna Kumar Mohta, the Board propose to raise the remuneration of Mr. Krishna Kumar Mohta from Rs. 1, 32,500/- to Rs. 4, 50,000/- with effect from 1st April, 2015 for the remainder of the tenure of his appointment i.e. up to 31st March, 2016 with proportionate increase in the benefits related to his Salary.

It is also proposed that the perquisites shall be amended and restricted to an amount equal to the Annual Salary drawn by Mr. Krishna Kumar Mohta or Rs. 30, 00,000/- per annum whichever is less.

The increase in remuneration by the Board is as recommended by the nomination and remuneration committee subject to the approval of Shareholders in the General Meeting.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under section 193, 197 & 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V as amended from time to time.

All other terms and conditions relating to the appointment of Mr. Krishna Kumar Mohta as approved by the Members of the Company will remain unaltered.

Mr. Krishna Kumar Mohta is associated with the company since 1980 and the company is regularly growing and paying dividend. He is devoting his full time and energy for the growth of the company as such it is felt that the company should reward him suitably within the overall permissible limit with the Companies Act, 2013 as amended. Hence the proposed Special Resolution seeks your approval for the revision of the remuneration. Brief resume and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 is attached marked annexure A.

This may be treated as an abstract of the amendment in the draft agreement for revision of the remuneration payable to Mr. Krishna Kumar Mohta pursuant to provision of Section 196, 197 & 203 read with Schedule V and all other applicable Provisions of Companies Act, 2013

Mr. Krishna Kumar Mohta and Mr. Bharat Mohta are interested or concerned in the said Resolution. However none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in these Resolutions.

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

Mr. Bharat Mohta, who is looking after the overseas business for procurement of Gambier from Indonesia, which is the main raw material of the Company, was appointed as Whole time Director, designated as Director Corporate Planning & Strategy of the Company for a period of 3 years w.e.f. 1st April, 2012. His tenure of appointment is expiring on 31st March, 2015. During this period Company achieved new heights and the performance is better year after year. It is therefore desired to retain his valuable services, and the Board on recommendation of Nomination and Remuneration Committee appointed him, subject to the approval of Shareholders in the General Meeting. The broad particulars of remuneration and perquisites payable to him and the principal terms and conditions of his appointment as contained in the agreement to be entered into between the Company and Mr. Bharat Mohta, are as under:

#### **1. Remuneration**

- a) Salary Rs. 3, 00,000/- per month with an annual increment of 20,000/- per year
- b) Perquisites: - The following perquisites shall be restricted to an amount equal to the annual salary drawn by Mr. Bharat Mohta or Rs. 25, 00,000/- per annum whichever is less. Contribution to Provident Fund to the extent they are exempted under the Income-tax Act 1961 and encashment of leave if any at the end of the tenure will not be included in the computation of the ceiling on perquisites.

#### **CATEGORY 'A'**

- i) a) House Rent Allowance - @ 50% of the basic Salary.
- ii) Medical Reimbursement & Leave Travel Expenses:
  - a) Expenses incurred for self and family will be reimbursed subject to a ceiling of one month's salary in a year or two months' salary over a period of three years.
  - b) Leave travel Expenses - For self and family subject to a ceiling of one month's salary in a year or two months' salary over a period of three years.  
The expenses to be reimbursed under clause a & b above will be subject to taxable as per the Income Tax, Rule 1962.
- iii) Club Fees - Fees of one club, however admission and life membership fees not being allowed.
- iv) Personal Accident Insurance – For self and family of an amount the premium of which shall not exceed Rs. 25,000/- per annum

#### **CATEGORY 'B'**

- i) Company's contribution towards Provident Fund subject to a ceiling of 12% of Salary.
- ii) Gratuity – At a rate not exceeding half months salary for each completed year of service subject to a ceiling of Rs.10,00,000/- or as per the provisions of Gratuity Act.

#### **CATEGORY 'C'**

1. Car - Free use of Company's car for Company's business
2. Telephone – Free use of telephone at his residence provided that personal long distance calls on the telephone shall be billed by the company.

The Whole Time Director so long as he functions as such, shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees.

The aggregate of the remuneration as aforesaid is proposed by the board is as recommended by the Nomination and Remuneration Committee subject to the approval of Shareholders and shall be within the maximum limits as laid down under section 193, 197 & 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V as amended from time to time.

Mr. Bharat Mohta presently whole time Director, designated as Director Corporate Planning and Strategy is associated with the company and is looking after financial matters and procurement of quality raw material used by the company. Since his appointment the company is regularly getting quality raw material at competitive price resulting in decrease of cost of production and contributing to the profit of the company. He is devoting his full time and energy for the growth of the company as such it is felt that the company should pay him suitably within the overall permissible limit as prescribed under the Companies Act, 2013 as amended. Hence the proposed Special Resolution seeks your approval for the appointment and payment of his remuneration. Brief resume and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 is attached marked annexure A.

This may be treated as an abstract of the draft agreement for appointment and remuneration payable to Mr. Bharat Mohta, pursuant to Section 196, 197 & 203 read with Schedule V and all other applicable Provisions of Companies Act, 2013.

Mr. Krishna Kumar Mohta and Mr. Bharat Mohta are interested or concerned in the said Resolution. However none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in these Resolutions.

#### **Item No. 5**

Mr. Vinod Mimani aged about 65 years qualified as Bachelor of Engineering and by profession Service was appointed as an Additional Director of the company w.e.f 30th December, 2014. Since last thirty years he is looking after corporate and financial matters and has gathered vast experience in the field. Under the Provisions of Section 161 of Companies Act, 2013 Mr. Mimani will hold office only up to the date of forthcoming Annual General Meeting, but since the company has received a notice in writing from a member Under Section 160 of the Companies Act, 2013 signifying his intension to propose the appointment of Mr. Vinod Mimani as a Director of the Company at the Forthcoming General Meeting and has deposited the requisite amount under the said provisions. Hence it is desired that the Company should continue to avail his services. The Board recommends the proposed resolution for your approval to appoint him as a Director of the Company.

Brief resume of the Director and additional information as required under the Companies Act 2013 is enclosed as Annexure A. Except Mr. Vinod Mimani none of the other Directors of the Company are interested or concerned in the said Resolution.

#### **NOTES**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed.
2. In compliance with clause 35B of the Listing Agreement and the provisions of Section 108 & 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E-voting & Postal Ballot.
3. Mr. Ashok Kumar Daga (FCS 2699 CP: 2948) Practicing Company Secretary has been appointed as Scrutinizer for conducting the E-voting/Postal Ballot in accordance with the law in a fair and transparent manner.
4. The Company has engaged National Security Depository Limited (NSDL) to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 20th March, 2015 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories and to other shareholders by Registered Post/Courier.
5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self addressed business reply envelope, so as to reach the Scrutinizer on or before 18.00 hours on 9th May, 2015
6. The Shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
7. Member desiring to exercise their vote by using E-voting facility, should carefully follow the instructions for E-voting printed in this notice. A member can log in any number of times till the votes are casted on all the resolutions or till the end of the Voting Period whichever is earlier.
8. Members have an option to request for physical copy of the Postal Ballot form from the Company from its registered office or send an e-mail to iwpcal1@cal2.vsnl.net.in by mentioning their Folio/DP Id and Client Id No. The company shall forward the same to the member.
9. The Scrutinizer will submit his report of the votes polled through E-voting/Postal Ballot, to the Chairman or to any other Director. The Chairman or in his absence, any other Director will announce the results of Voting by Postal Ballot on 11th May, 2015 and the resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or Director as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Result of the E-voting/Postal Ballot will be displayed at the Registered Office, posted on the website of the Company www.iwpkatha.com and intimated to the Stock Exchanges on which the shares of the Company are listed.

10. All the material documents refer to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days except Saturday and Sunday between 11 a.m. And 1 p.m. up to the date of declaration of the results.

**11. PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING**

- a) A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form (hereinafter called the 'Form') and send it to the Scrutinizer at the address in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
- b) There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of the joint holder. A proxy shall not exercise the postal ballot.
- c) The Form should be completed and signed by the registered member. In case of joint shareholding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
- d) The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our registrar and Share Transfer Agent or the concerned Depository, as the case maybe.
- e) In case of minors, the Form should be signed by the natural guardian or the minor as per the records of our Registrar and Share Transfer agent or the concerned Depository, as the case may be.
- f) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- g) Unsigned Forms will be rejected. The scrutinizer's decision on the validity of the Form shall be final and binding.
- h) A Member may request for duplicate Postal Ballot Forms, if so required. However, duly completed Forms should reach the Company / Scrutinizer not later than by the close of working hours of 9th May, 2015. Forms received after this date will be strictly treated as if the reply from such member has not been received
- i) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members by the close of working hours of 20th March, 2015.
- j) Members are requested not to send any other paper along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer
- k) The Scrutinizer will finalize his report on the scrutiny of the Forms received and submit his report to the Chairman of the Company. The decision of the Chairman on the basis of the said report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be placed on the Notice Board of the Company at its Registered Office on 11th May, 2015 at 1 PM and will also be posted on the Company's website [www.iwpkatha.com](http://www.iwpkatha.com).
- l) The date of declaration of postal ballot results will be taken as the date of passing of resolution.

**12) PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING :**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

**(A) In case of Members receiving the Postal Ballot Form by E-mail**

The instructions for e-voting are as under:

- i. Open e-mail and open PDF file viz; "**iwpcl e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <http://www.evoting.nsdl.com>
- iii. Click on "Shareholder – Login".
- iv. Insert user ID and password as initial password noted in step 12 (A) (i) above. Click "Login".
- v. "**Password change**" menu appears. **Change the password** 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 "e-voting" opens. Click on "e-voting; Active E-voting Cycles".
- vii. Select "EVEN" (Electronic Voting Event Number) of **The Indian Wood Products Company Ltd.**
- viii. Now you are ready for e-voting as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Upon 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 email to [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(B) In case of Members receiving Postal Ballot Form by Post:**

- i. User ID and initial password is provided at the bottom of the Postal Ballot Form.
  - ii. Please follow all steps from Sr. No. 12 (A) (ii) to (xii) above, to cast your vote.
- (C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- (D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website:www.evoting.nsdl.com.
- (E) The e-voting period commences on Friday, 10th April, 2015 (10:00 a.m.) and ends on Saturday, 9th May, 2015 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of Friday, 20th March, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (F) Member(s) can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case, if you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

**ANNEXURE - A**

**(A) Brief resume of the Directors appointed or re-appointed.**

Name of the Director	Mr. Vinod Kumar Maheshwary	Mr. Sanjay Kumar Maheshwary	Mr. Krishna Kumar Mohta	Mr. Bharat Mohta	Mr. Vinod Mimani
Date of Birth	30.01.1949	06.02.1946	24.01.1948	14.02.1975	07.06.1950
Qualification	Bachelor of Chemical Engineering from Jadavpur University	Chartered Accountant from Institute of Chartered Accountants of India	Bachelor of Science from Calcutta University	Bachelor of Commerce from Kolkata University & Business Diploma from ICAI	Bachelor of Engineering from Bombay University
Specialized Expertise	Mr. Maheshwary has more than 40 years of experience in the Banking & financial sector.	Mr. Maheshwary is a Chartered Accountant by Profession and about 50 years of experience in financial and commercial activities	Mr. Mohta is an Industrialist and having 35 years experience in the Katha industry and has a quality of sound vision and leadership in the industry.	Mr. Mohta having a 10 year experience and expertise in the field of agricultural products and also vast experience in commercial and financial dealing.	Mr. Mimani is having 30 years experience in corporate and financial activities and also expert in taxation matter.
No of Shares held in the Company	Nil	100	51080	204475	300
Directorship in Companies	<b>Listed/Unlisted Public/Private Companies</b> <b>NIL</b>	<b>Listed/Unlisted Public/Private Companies</b> <b>NIL</b>	<b>Listed/Unlisted Public/Private Companies</b> 1.Arvind Engineering Works Ltd 2.Security Co. Ltd 3.Indian Glass & Electricals Ltd	<b>Listed/Unlisted Public/Private Companies</b> 1. Arvind Engineering Works Ltd 2. Security Co. Ltd 3.Indian Glass & Electricals Ltd	<b>Listed/Unlisted Public/Private Companies</b> 1.Chetna Wood Products (P) Ltd 2.Bikaner Mercantile (P) Ltd 3.Exotica Builders (P) Ltd 4.Oricon Enterprises Ltd 5.Ceres Company Ltd 6.Candid Vyaapar (P) Ltd 7.G D Trading & Agencies Ltd 8.Sri Sankarshan (P) Ltd

**ANNEXURE –A (Contd.)**

**(B) Statement as required Under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No. 3 & 4 of the Notice**

**I. General Information:**

1. **Nature of Industry** : Pioneer manufacturer of Katha & Cutch.
2. **Date or expected date of commencement of commercial production:** Existing Company in operation since 1919.
3. In case of new companies, expected date of commencement of activities as per project approval by financial institution appearing in the prospectus: Not Applicable
4. **Financial performance based on given indicators:**

(Rs. In Lacs)

Sl. No.	Particulars	2013 - 14 (12 Months)	2012 - 13 (12 Months)	2011 - 12 (12 Months)
1.	Turnover	9319.31	7617.75	7499.37
2.	Profit/(Loss)before tax	370.89	231.34	200.83
3.	Net Profit/(Loss) after tax	226.02	142.73	138.87
4.	Paid-up share capital	119.88	107.73	107.73
5.	Reserves & Surplus	1474.42	1207.71	1077.46

5. **Export performance and net foreign exchange collaboration:** The export market of the company is not consistent and favorable for Katha. Cutch is fully exported either by the company or through third parties but the earning is not significant. The company is regularly importing Gambier which is the main raw material for its products. The earning and outgo of the same for the year 2013-14 was at Rs. 26.54 Lacs and Rs. 1518.89 Lacs respectively.

**II Information about i) Mr. Krishna Kumar Mohta and ii) Bharat Mohta**

**1. Background details:**

- i) Mr. Krishna Kumar Mohta is the promoters of the Company and is about 67 years. He possesses a bachelor degree in Science from Calcutta University. He joined the board in 1980 and in 1995 he was appointed and designated as Chairman of the company. Since then he is looking after the regular workings of the company. He has work experience in the field of agricultural products, manufacturing of quality Katha and management. Presently he is whole time director designated as Chairman of the Company.
- ii) Mr. Bharat Mohta is also one of the promoters of the Company and is related to Mr. Krishna Kumar Mohta. He is about 40 years age and possesses a bachelor degree in Commerce from Calcutta University and having diploma in business administration from ICFAI. He joined the board in 2005. Since 2007 he was looking after the overseas business for procurement of Gambier from Indonesia, which is the main raw material of the company. With the increased in turnover and production the import of Gambier increased considerably and also his involvement in procuring better quality Gambier at competitive price. As such in 2012 the company decided to appoint him as whole time director designated as Director Corporate Planning and Strategy of the company. He is also supervising and giving guidance in commercial and financial dealing with banks. He has work experience in the field of agricultural products, procuring of quality raw material, information technology, and financial matters. Presently he is whole time director designated as Corporate Planning and Strategy of the company.

**2. Past Remuneration :**

Financial Year	Mr. Krishna Kumar Mohta	Mr. Bharat Mohta
2013 – 14	Rs. 19,01,850*	Rs. 1457000*
2012 – 13	Rs. 14,17,776*	Rs. 9,00,000*
2011 - 12	Rs. 12,25,392*	Not Applicable

\*excluding retiral benefits (PF and Gratuity)

**3. Recognition and awards : Nil**

## ANNEXURE –A (Contd.)

### 4. Job Profile and suitability :

- i) Mr. Krishna Kumar Mohta, Chairman having interested with substantial powers of the management of business and affairs of the company. He has over 35 years experience in Katha industries and the business of his associates company. The company has been substantially benefited by his vision and profession knowledge. Mr. Krishna Kumar Mohta plays a major role in providing through leadership and strategic inputs to the company.
- ii) Mr. Bharat Mohta, Director Corporate Planning and Strategy also entrusted with powers to procure quality raw material and financial management of the company. He has over ten years experience in the business of the company and the company has been suitably benefited by his professional knowledge and managerial expertise. He had played a major role in procuring finance for the working capital requirement of the company from banks and by his strategic planning the company was able to meet its financial requirement.

5. **Remuneration proposed:** As stated in the explanatory statement to the special resolution at item no. 3 & 4 in the notice.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person :** Since there is no organized sector in the industry and your company is the only company in the corporate sector. Hence comparative remuneration and profile are not available.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :** Mr. Krishna Kumar Mohta is the promoter director holding 51080 equity shares individually and 896739 Equity shares through his relative and associates comprising 65 % of total paid up share capital of the company. Mr. Bharat Mohta individually holds 204475 equity share comprising 15% of total paid up share capital of the company Mr. Krishna Kumar Mohta and Mr. Bharat Mohta are the father and son respectively.

### III. Other Information

#### 1. Reason of Loss or inadequate profit

A. The company is regularly making profit and paying dividend. However due to restriction imposed by the various state governments on sale of Gutka/Pan Masala industries for whom our product is the major raw material, the turnover of the company is affected which is the main reason of inadequate profit.

B. As the availability of Khair wood in India is not sufficient to meet the growing demand. Moreover the sale of khair wood is done by state forest corporations which prefer the sale of the khair wood to their local units only which is also disadvantageous to the company growth.

2. Step taken or proposed to be taken for improvement:- The company has been taking all measures within its control to maximize efficiencies and optimized cost to lower the cost of production. The company has chalked out a road map to increase the profitability by reduction of cost, maximized the production and to increase sales by approaching new customers. By expanding the retails segment the company will become less dependent on the Pan Masala manufactures. Company has also taken a drive to approach retailers to increase its turnover. The company is also hopeful to contain or lower the financial cost by negotiating its bankers to reduce interest rates and thereby improving profitability.

3. Expected increased in productivity and profits in measurable terms:- The step have been undertaken or proposed to undertake to modernize and extension of plant capacity to increase the production which will certainly accelerate the growth and profitability of the company.

4. To overcome the disadvantage of not being located in Khair wood growing areas the company is in process of setting up a Gambier extension plant at Indonesia, where by the quality will substantially improved and cost will be optimized to a great extend. Gambier happened to one of the major raw material currently.

In view of the facts stated above it is difficult to forecast the productivity and profitability in measurable terms.

### IV. Disclosure:

1. Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above
2. Corporate Governance is not applicable to the company.

Place: Kolkata  
Date: 28th March, 2015

By Order of the Board  
For The Indian Wood Products Co. Ltd.  
Sd/-  
Bharat Mohta, Director





# THE INDIAN WOOD PRODUCTS COMPANY LIMITED

Regd. Office: 9, Barbourne Road, 7<sup>th</sup> Floor, Kolkata - 700 001, West Bengal  
CIN: L20101WB1919PLC003557; Website: www.iwpkatha.com  
Phone: (033) 3252-3820, Fax: (033) 2242-6799

## POSTAL BALLOT FORM

Postal Ballot No.:

1. Name and Registered Address :  
of the Sole/First named  
Member

2. Name(s) of Joint Holder(s), (If any) :

3. Registered Folio No. :  
/ DP ID & Client ID No.

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the ordinary/special resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice dated 28<sup>th</sup> March, 2015 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (v) mark in the appropriate box below:

Item No	Brief Particulars of the Resolution	No. of Shares held	Please tick (v) in the appropriate boxes	
			I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Ordinary Resolution Under Section 149 & 152 of the Companies Act, 2013 to appoint Mr. Vinod Kumar Maheshwary (DIN: 02669320) as an Independent Director.			
2	Ordinary Resolution Under Section 149 & 152 of the Companies Act, 2013 to appoint Mr. Sanjay Kumar Maheshwary (DIN: 00497335) as an Independent Director.			
3	Special Resolution Under Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 for revision of the remuneration of Mr. Krishna Kumar Mohta (DIN: 00702306), Chairman of the Company.			
4	Special Resolution Under Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 for re-appointment of Mr. Bharat Mohta (DIN: 00392090) Whole Time Director designated as Director Corporate Planning & Strategy			
5	Ordinary Resolution Under Section 160 of the Companies Act, 2013 for appointment of Mr. Vinod Mimani (DIN: 00053976) as a Regular Director of the Company.			

Printed By: Calcutta Marketing, Tr. 50000 49294



01/15

Place :

Date :

Signature of the Shareholder

### ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	Password
101720		

Note:

- 1) Please read the instructions printed on the Postal Ballot Notice carefully before exercising your vote.
- 2) The e-Voting commences from 10 A.M. on Friday, 10<sup>th</sup> April, 2015 and shall end at 6 P.M. on Saturday, 9<sup>th</sup> May, 2015. The e-voting module shall be disabled by NSDL for voting thereafter.