

THE INDIAN WOOD PRODUCTS COMPANY LIMITED

Registered Office: 9, Brabourne Road, 7th Floor, Kolkata – 700 001

CIN NO: L20101WB1919PLC003557

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Website: www.iwpkatha.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Circulars issued by the Ministry of Corporate Affairs (“MCA”) on April 8, 2020, April 13, 2020, May 5, 2020 June 15, 2020, September 28, 2020 and December 31, 2020 (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, to seek approval of the shareholders of The Indian Wood Products Co Ltd (the Company”) to the appended resolutions through Postal Ballot. The explanatory statements pertaining to the proposed resolutions setting out the material facts and the reasons thereof are also enclosed hereto. In compliance with the aforesaid provisions and the MCA Circulars, the Company has extended the remote e-voting facility for its Members, to enable them to cast their votes electronically.

The Board of Directors of the Company (the “Board”) at its meeting held on February 13, 2021, has appointed Mr. Md. Shahnawaz (ACS: 21427 CP: 15076), proprietor M/s. M Shahnawaz and Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner

Members are requested to note that on account of the threat posed by the COVID-19 pandemic and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.

The Scrutinizer will submit his report to Chairman and Managing Director and Company Secretary as authorised by the Board, after the completion of the scrutiny. The result of postal ballot shall be declared on March 24, 2021 at 1.00 PM 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 on the last date of e-voting.

The resolutions seeking approval of the shareholders of The Indian Wood Products Co. Ltd as under:

1. Appointment of Mr. Surendra Bagri (DIN 00659888) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution 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), Mr. Surendra Bagri (DIN: 00659888), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from February 13, 2021, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of the 105th Annual General Meeting of the Company to be held in the year 2025 and that he shall not be liable to retire by rotation

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper and expedient in this regard.

Place: Kolkata
Date: 13.02.2021

By Order of the Board
For The Indian Wood Products Co. Ltd
Sd/-
Anup Gupta
Company Secretary

NOTES:

1. The explanatory statements pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the businesses set out above are annexed hereto.
2. In view of the ongoing COVID-19 pandemic and the provisions of Circulars issued by the Ministry of Corporate Affairs on April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (MCA Circulars), the Company has sent this Postal Ballot Notice only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, February 12, 2021 (the cut-off date) and who have registered their e-mail address with the Company/Depository Participant (DP). The voting rights of shareholders 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, February 12, 2021
3. Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company or its Registrar and Share Transfer Agent, M/s Niche Technologies Private Limited by sending an e-mail to nichetechpl@nichetechpl.com. Members holding shares in electronic form are requested to get their e-mail address registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
4. The Postal Ballot Notice is placed on www.iwpkatha.com and www.bseindia.com, and www.evoting.nsdl.com
5. On account of the threat posed by the COVID-19 pandemic and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
6. The Company has engaged national Securities Depository Ltd (NSDL) to provide e-voting facility to members in terms of the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of SEBI LODR 2015 and the MCA Circulars.
7. Member(s) desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will commence on Sunday, February 21, 2021 at 9:00 A.M. IST and will end on Monday, March 22, 2021 at 5:00 P.M. IST. The members will not be able to cast their vote electronically beyond the date and time mentioned hereinbefore.
8. For any query regarding e-voting, shareholders may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com under help section or you call on to toll free no:- 1800 22 44 30 / 1800 222 990
9. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting.

10. Institutional Members / Bodies Corporate (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 through e-mail at csmdshah@gmail.com with a copy marked to evoting@nsdl.co.in on or before March 22, 2021, upto 5:00 pm without which the vote shall not be treated as valid.

Voting Through Electronic Means

11. **The process and manner for remote e-voting are as under:**

The remote e-voting period commences on Sunday, February 21, 2021 at 9:00 A.M. IST and will end on Monday, March 20, 2021 at 5:00 P.M. IST. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 12, 2021, 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

- 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 Co Ltd".
 - (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) The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit his report to the Chairman of the Company.
 - (xiii) 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 to reset the password.

- (xiv) 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 or call on toll free no. 1800 22 44 30 / 1800 222 990 or send a request to Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at E-mail id evoting@nsdl.co.in.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 1

Mr. Surendra Bagri (DIN 00659888) has been appointed as an Additional Director (Independent) of the Company w.e.f. February 13, 2021. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Surendra Bagri is entitled to hold office up to the date of the next AGM. The Company has received a notice in writing from a member proposing his candidature for the office of Independent Director under the provisions of Section 160 of the Companies Act, 2013, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Surendra Bagri, (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Mr. Bagri is having an experience of more than 25 years in the field of industrial chemicals, accounting, taxation and finance. He is a chartered accountant by profession. His induction in the Board will immensely benefit the Board.

The resolution seek the approval of members for the appointment of Mr. Surendra Bagri as an Independent Director of the Company to hold office up to the date of the 105th Annual General Meeting of the Company to be held in the Calendar year 2025, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He shall not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Surendra Bagri, proposed to be appointed as Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent in the Management. Copy of the draft letter for the appointment of Mr. Surendra Bagri as Independent Director setting out the terms and conditions are available for inspection, without any fee, by the members at the Company's registered office during normal business hours on working days up to the last date for receipt of Postal Ballot Form.

Brief resume of Mr. Bagri as required under the Companies Act, 2013 is enclosed hereunder marked as **Annexure "A"**.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Surendra Bagri, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in resolution set out respectively at Item No. 1 of the Notice.

Place: Kolkata
Date: 13.02.2021

By Order of the Board
For The Indian Wood Products Co. Ltd
Sd/-
Anup Gupta
Company Secretary

ANNEXURE -A

- (A) Brief resume of the Directors seeking appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SS 2 - Secretarial Standard on General Meetings.**

Name of the Director	Mr. Surendra Bagri
DIN	00659888
Date of Birth	15/02/1965
Date of Appointment	13/02/2021
Qualification	B.Com. FCA
Relationship with Directors	NA
Specialized Expertise	Mr. Bagri is having an experience of more than 25 years in the field of industrial chemicals, accounting, taxation and finance. He is a chartered accountant by profession. His induction in the Board will immensely benefit the board.
Key terms and conditions of appointment	Appointment for period from 13/02/2021 till 105 AGM of the Company to be held in the year 2025
No of Shares held in the Company	Nil
Number of meetings of the Board attended during the financial year (2019-20)	NA
Chairman/Member of the Committee of the Board of directors as on March 31, 2020	NA
Directorship in Other Companies	5

**Bombay Mutual Building,
9, Brabourne Road, 7th Floor
Kolkata- 700001**

February 13, 2021

For The Indian Wood Products Co Ltd
Sd/-
Anup Gupta
Company Secretary