



**SCRUTINIZER'S REPORT**

To,  
The Indian Wood Products Company Limited  
CIN: L20101WB1919PLC003557  
9, Brabourne Road, 7th Floor, Kolkata – 700 001

**Sub: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting by The Indian Wood Products Company Limited**

Dear Sir,

The Board of Directors of **The Indian Wood Products Company Limited** (the Company) has appointed me as a Scrutinizer vide its resolution dated February 13, 2021, for the postal ballot process conducted only through electronic means in terms of the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of the General Circular issued by the Ministry of Corporate Affairs, Government of India (the "MCA") on April 8, 2020, April 13, 2020, May 5, 2020 June 15, 2020, September 28, 2020 and December 31, 2020 (the "MCA Circulars"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), to pass the following resolutions as contained in the Postal Ballot Notice dated February 13, 2021:

- a. **Resolution No. 1 (Ordinary Resolution)** –Appointment of Mr. Surendra Bagri (DIN 00659888) as an Independent Director of the Company

The compliance with the provisions of the Act and the Rules made thereunder, including MCA Circulars issued by the MCA in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, and SEBI Listing Regulation, relating to voting through electronic means (by remote e-voting) by the shareholders on the resolutions proposed in the notice of postal ballot, is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render scrutinized report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Ltd. (NSDL) till the time fixed for closing of the voting process i.e. till 5 p.m. on March 22, 2021.

1. I submit my report on the postal ballot process conducted only through electronic means in respect of passing of the resolution contained in the Postal Ballot Notice dated February 13, 2021, as under:
  - a. The Company has appointed National Securities Depository Ltd. (NSDL), as the Agency, for providing the facility of remote e-voting to the shareholders of the Company. NSDL has provided a system for recording the votes of the shareholders electronically.
  - b. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of Postal Ballot dated February 13, 2021.
  - c. As per the information provided to me, the Company had completed despatch of Postal Ballot Notice to the members, through electronic mode to those members whose e-mail IDs were registered with the Company or depository, as the case may be. The electronic transmission of Postal Ballot Notice was completed on February 20, 2021.



- d. The Members of the Company holding equity shares, as on the cut-off date, i.e. February 12, 2021, were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated February 13, 2021, through remote e-voting only.
- e. Due to COVID-19 pandemic and nationwide lockdown announced by the Central/State Governments, the MCA has dispensed with the requirement of sending of Physical Ballot Form along with the Notice of Postal Ballot vide its MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 June 15, 2020, September 28, 2020 and December 31, 2020. Accordingly, pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Central Depository Services (India) Limited as on the Cut-off date i.e. February 12, 2021 and whose e-mail IDs was available with the Company and Depositories, through electronic means only, and has not dispatched physical notices to any member. However, the Company has also given an additional opportunity to its members to update their credentials with the Company through a public notice dated November 11, 2020. Further the Company vide the Postal Ballot Notice dated February 13, 2021, had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company.
- f. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time & MCA Circulars, on Sunday, February 21, 2021, public notices were published by the Company in Financial Express ('English Newspaper') and in Arthik Lipi ('Bengali Newspaper') informing about the completion of dispatch of Postal Ballot notices to its shareholders through electronic means along with all requisite document.
- g. The e-voting period commenced at 9.00 a.m. (IST) on Sunday, February 21, 2021 at 9.00 a.m. and ended at 5.00 p.m. (IST) on Monday, March 22, 2021, and the e-voting facility was blocked forthwith thereafter.
- h. Neither the Company nor I have received any postal ballot (s) from any shareholders.
- i. After the time fixed for closing of the e-voting, i.e. 5.00 p.m. Monday, March 22, 2021, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://www.evoting.nsdl.com> of NSDL, the Authorised Agency to provide e-voting facility. The e-voting were unblocked by me in the presence of two witnesses, who are not in the employment of the Company.
- j. The remote e-voting report downloaded from the website of NSDL has been kept separately for the purpose of postal ballot.
- k. The e-voting data was scrutinized by me for verification of votes cast in favour and against the resolutions and the shareholding of each of the members were matched/confirmed with the Register of Members maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
- l. Details of the votes cast on the e-voting platform are as under:

| Resolution No.   | Total Number of shareholders who have cast their vote on the e-voting platform / Voters | No. of Votes |
|------------------|-----------------------------------------------------------------------------------------|--------------|
| Resolution No. 1 | 56                                                                                      | 4,55,98,816  |



m. Details of valid votes, invalid votes and absents are as under:

| Particulars              | Resolution No. 1 |                    |
|--------------------------|------------------|--------------------|
|                          | No. of Voters    | No. of votes       |
| Total votes              | 56               | 4,55,98,816        |
| Less: Invalid votes      | NIL              | NIL                |
| Less: Absents            | NIL              | NIL                |
| <b>Total Valid Votes</b> | <b>56</b>        | <b>4,55,98,816</b> |

n. The details of valid votes cast "FOR" and "AGAINST" the resolution on the e-voting platform between February 21, 2021 and March 22, 2021, are as under:

**Item No. 1 – Ordinary Resolution** - Appointment of Mr. Surendra Bagri (DIN 00659888) as an Independent Director of the Company

| Mode         | Total Valid Votes on the Resolution |                    | FOR THE RESOLUTION |                    |                             | AGAINST THE RESOLUTION |            |                             |
|--------------|-------------------------------------|--------------------|--------------------|--------------------|-----------------------------|------------------------|------------|-----------------------------|
|              | Voters                              | Votes              | Voters             | Votes              | As a % of total valid votes | Voters                 | Votes      | As a % of total valid votes |
| E-voting     | 56                                  | 4,55,98,816        | 52                 | 4,55,98,705        | 99.999%                     | 4                      | 111        | 0.001%                      |
| <b>Total</b> | <b>56</b>                           | <b>4,55,98,816</b> | <b>52</b>          | <b>4,55,98,705</b> | <b>99.999%</b>              | <b>4</b>               | <b>111</b> | <b>0.001%</b>               |

**RESULT:**

As 99.999% votes casted in favour of the Resolution, I report that the Ordinary Resolution as set forth in item No. 1 of Postal Ballot Notice dated February 13, 2021 has been approved by the shareholders with requisite majority.

- o. You may accordingly declare the result of the Postal Ballot process conducted through remote e-voting.
- p. The Register, voting data and all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson consider, approve and sign the Minutes and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

For M Shahnawaz & Associates

Company Secretaries

Firm Regn. No.: S2015WB331500



CS Md. Shahnawaz

(Proprietor)

ACS No. 21427

C.P. No: 15076

UDIN: A021427B004125054

Kolkata, March 23, 2021