



**SCRUTINIZER'S REPORT**

To

The Chairman of the 101st Annual General Meeting of The Indian Wood Products Company Limited (CIN L210101WB1919PLC003557), held on Tuesday, September 28, 2021 at 3.00 p.m. through Video Conferencing (VC).

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on voting through remote e-voting including e-voting at the 101st Annual General Meeting of The Indian Wood Products Company Limited held on Tuesday, September 28, 2021 at 3.00 p.m.**

I, Md. Shahnawaz, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of The Indian Wood Products Company Limited (the Company) to scrutinize the remote e-voting(e-voting) including e-voting process at the 101st Annual General Meeting (AGM) of the Company, held on Tuesday, September 28, 2021 at 3.00 p.m. through Video Conferencing (VC),pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, and Ministry of Corporate Affairs Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, (hereinafter collectively referred to as "the Circulars") of the Securities and Exchange Board of India (SEBI).

**Despatch of Notice**

The Annual Report 2021, containing Standalone and Consolidated financial statements and other reports along with the AGM Notice dated June 30, 2021 (hereinafter referred as Notice of AGM), were sent 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 the Annual Report was completed on September 4, 2021.

**Cut-off date**

The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 21, 2021, were entitled to vote on the resolutions set out at item nos. 1 to 6 of the Notice of the AGM.

**Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the 2013 Act and the rules made thereunder; and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"), relating to e-voting on the resolutions contained in the Notice of the AGM.

**Scrutinizer's Responsibility**

My responsibility as a Scrutinizer is to ensure that the voting process, both remote e-voting and e-voting at / during the AGM are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL).

I submit my report in respect of the resolutions passed at the AGM of the Company as under:


**A. Relating to E-Voting**

1. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 21, 2021, were entitled to vote on the resolutions as contained in the Notice of the AGM.
3. The voting period for remote e-voting commenced at 9.00 a.m. on Saturday, September 25, 2021 and ended at 5.00 p.m. on Monday, September 27, 2021, and the NSDL e-voting platform was blocked thereafter.
4. After the closure of period for remote e-voting and before the start of AGM, the details relating to members who have cast votes through remote e-voting, but not the manner in which they have cast their votes, were accessed.

**B. Relating to e-voting at AGM**

1. Upon completion of transaction of all items, the Chairman invited the shareholders present at the AGM through VC to vote on resolution as contained in Notice of AGM using e-voting facility provided by NSDL during the AGM.
2. Only those members who were present at the AGM through VC and who had not voted on remote e-voting earlier were allowed to cast their votes through e-voting system during the AGM.
3. The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 21, 2021, were entitled to vote on the resolutions as contained in the Notice of the AGM.

**C. Result of remote e-voting including e-voting at AGM are as under:**

1. The voting rights of the members were reckoned as on the "cut-off date", i.e., September 21, 2021, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. The votes cast through remote e-voting including e-voting during AGM were unblocked at 3:30 p.m. in presence of two witnesses who are not in the employment of the Company.
3. The details of the voting by the members, who voted "For" or "Against" through e-voting were diligently scrutinized.
4. The result of voting are as under:

**ORDINARY BUSINESS**

**Resolution - 1**

**Ordinary Resolution** - Receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2021, including the Audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the report of Board of Directors and Auditors' Report thereon.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	67	67
No. of Votes cast by them	46,077,243	46,077,243
% of total no. of valid vote cast	99.97%	99.97%

(ii) Voted against the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	7	7
No. of Votes cast by them	11,753	11,753
% of total no. of valid vote cast	0.03%	0.03%

(iii) Invalid Votes:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

### Resolution - 2

**Ordinary Resolution** - Declaration of dividend of Re. 0.10 per equity shares for the financial year ended March 31, 2021.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	67	67
No. of Votes cast by them	46,077,243	46,077,243
% of total no. of valid vote cast	99.97%	99.97%

(ii) Voted against the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	7	7
No. of Votes cast by them	11,753	11,753
% of total no. of valid vote cast	0.03%	0.03%

(iii) Invalid Votes:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

### Resolution - 3

**Ordinary Resolution** - Re-appointment of Mr. Rajendra Prasad Chetani (DIN: 00392215), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	66	66
No. of Votes cast by them	46,082,063	46,082,063
% of total no. of valid vote cast	99.98%	99.98%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	8	8
No. of Votes cast by them	6,933	6,933
% of total no. of valid vote cast	0.02%	0.02%

(iii) Invalid Votes:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

### **SPECIAL BUSINESS**

#### **Resolution - 4**

**Special Resolution** - Re-appointment of Mrs. Drisha Poddar (DIN: 07729080), as an Independent Director for second term of 5 years from September 28, 2021 till September 27, 2026.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	65	66
No. of Votes cast by them	46,072,063	46,072,063
% of total no. of valid vote cast	99.96%	99.96%

(ii) Voted **against** the resolution:

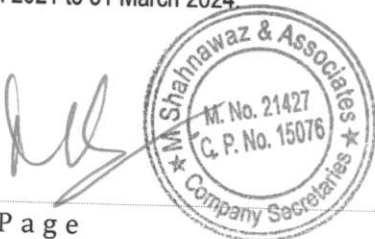
	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	9	9
No. of Votes cast by them	16,933	16,933
% of total no. of valid vote cast	0.04%	0.04%

(iii) Invalid Votes:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

#### **Resolution - 5**

**Special Resolution** - Re-appointment of Mr. Krishna Kumar Mohata (DIN: 00702306), as Whole Time Director designated as Chairman and Managing Director of the Company not liable to retire by rotation, for a period of 3 (Three) years from 1 April 2021 to 31 March 2024.



(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	65	66
No. of Votes cast by them	4,60,77,143	4,60,77,143
% of total no. of valid vote cast	99.97%	99.97%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	9	9
No. of Votes cast by them	11,853	11,853
% of total no. of valid vote cast	0.03%	0.03%

(iii) **Invalid** Votes:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

#### Resolution - 6

**Special Resolution** - Re-appointment of Mr. Bharat Mohta (DIN: 00392090), as Whole Time Director designated as CEO of the Company liable to be retire by rotation, for a period of 3(Three) years from 1 April 2021 to 31 March 2024.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	66	66
No. of Votes cast by them	46,082,063	46,082,063
% of total no. of valid vote cast	99.98%	99.98%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	8	8
No. of Votes cast by them	6,933	6,933
% of total no. of valid vote cast	0.02%	0.02%

(iii) **Invalid** Votes:

	Voting by Remote e-voting and e-Voting at AGM	Total
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

5. Based on the above voting details, I report that the resolutions contained at item nos. 1 to 6 have been duly approved by the shareholders with requisite majority.

6. The remote e-voting and other relevant documents/registers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 101st AGM and the same shall be handed over, thereafter, to the Company Secretary of the Company for safe keeping.
7. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) NSDL and (iii) to be placed on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

**For M Shahnawaz & Associates**

Company Secretaries

Firm Regn. No.: S2015WB331500

*Md. Shahnawaz*



**CS Md. Shahnawaz**

(Proprietor)

ACS No. 21427

C P No: 15076

UDIN: A021427C001027410

Kolkata, September 28, 2021