



### **SCRUTINIZER'S REPORT**

To

**The Chairman** of the 104<sup>th</sup> Annual General Meeting of **THE INDIAN WOOD PRODUCTS CO LTD (CIN L20101WB1919PLC003557)**, held on Tuesday, September 10, 2024 at 3.00 p.m. through Video Conferencing (V.C) / Other Audio Visual Means (OAVM).

Dear Sir,

**Sub: Scrutinizer's Report on voting through remote e-voting including e-voting at the 104<sup>th</sup> Annual General Meeting of The Indian Wood Products Co Ltd held on Tuesday, September 10, 2024 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 Co Ltd (the Company) to scrutinize the remote e-voting (e-voting) including e-voting process at the 104<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Tuesday, September 10, 2024 at 3.00 p.m. through Video Conferencing (V.C) / Other Audio Visual Means (OAVM), 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 the circulars issued from time to time by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI) permitting the holding of the AGM through VC / OAVM facility, without the physical presence of the Members at a common venue.

#### **Despatch of Notice**

The Annual Report 2024, containing Standalone and Consolidated financial statements and other reports along with the AGM Notice dated July 31, 2024 (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 August 9, 2024.

#### **Cut-off date**

The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 3, 2024, were entitled to vote on the resolutions set out at item nos. 1 to 4 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 Companies Act, 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 3, 2024, 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 7, 2024 and ended at 5.00 p.m. on Monday, September 9, 2024, 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/Other Audio Visual Means (OAVM) 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 /Other Audio Visual Means (OAVM) 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 3, 2024, 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 votes cast through remote e-voting including e-voting during AGM were unblocked after the conclusion of AGM in presence of two witnesses who are not in the employment of the Company.
2. The details of the voting by the members, who voted "For" or "Against" through e-voting were diligently scrutinized.
3. The result of voting are as under:

**ORDINARY BUSINESS**

**Resolution - 1**

**Ordinary Resolution** - Receive, consider and adopt the Financial Statements (Standalone and Consolidated Financial Statements) of the Company for the year ended 31st March, 2024 together with the report of Board of Directors and Auditor's Report thereon.

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

	<b>Voting by Remote e-voting</b>	<b>e-Voting at AGM</b>	<b>Total</b>
Number of Members voted	84	1	85
No. of Votes cast by them	4,61,19,907	10	4,61,19,917
% of total no. of valid vote cast	99.99	Negligible	99.99

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

	Voting by Remote e-voting	e-Voting at AGM	Total
Number of Members voted	7	Nil	7
No. of Votes cast by them	395	Nil	395
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) **Invalid** Votes:

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

### Resolution - 2

**Ordinary Resolution** - To declare a final dividend of Re.0.10 per equity share for the year ended March 31, 2024.

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

	Voting by Remote e-voting	e-Voting at AGM	Total
Number of Members voted	82	1	83
No. of Votes cast by them	4,61,19,886	10	4,61,19,896
% of total no. of valid vote cast	99.99	Negligible	99.99

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

	Voting by Remote e-voting	e-Voting at AGM	Total
Number of Members voted	8	Nil	8
No. of Votes cast by them	366	Nil	366
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) **Invalid** Votes:

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

### Resolution - 3

**Ordinary Resolution** - To appoint a director in place of Mr. Bharat Mohta (DIN: 00392090), who retires by rotation and, being eligible, offers himself for re-appointment.

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

	Voting by Remote e-voting	e-Voting at AGM	Total
Number of Members voted	84	1	85
No. of Votes cast by them	4,61,19,917	10	4,61,19,927
% of total no. of valid vote cast	99.99	Negligible	99.99



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

	Voting by Remote e-voting	e-Voting at AGM	Total
Number of Members voted	7	Nil	7
No. of Votes cast by them	385	Nil	385
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) **Invalid** Votes:

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

## SPECIAL BUSINESS

### Resolution – 4

**Ordinary Resolution** – Appointment of Mr. Souvik Halder (DIN 10696797) as an Independent Director of the Company.

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

	Voting by Remote e-voting	e-Voting at AGM	Total
Number of Members voted	85	1	86
No. of Votes cast by them	4,61,19,957	10	4,61,19,967
% of total no. of valid vote cast	99.99	Negligible	99.99

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

	Voting by Remote e-voting	e-Voting at AGM	Total
Number of Members voted	6	Nil	6
No. of Votes cast by them	345	Nil	345
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) **Invalid** Votes:

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

- Based on the above voting details, I report that the resolutions contained at item nos. 1 to 4 have been duly approved by the shareholders with requisite majority.
- The details 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 104<sup>th</sup> AGM and the same shall be handed over, thereafter, to the Wholetime Director and Company Secretary of the Company for safe keeping.

6. 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**

**CS Md. Shahnawaz**

(Proprietor)

ACS No. 21427

C P No: 15076

**Peer Review Regn No. 712/2020**

**UDIN: A021427F001194577**

**Kolkata, September 11, 2024**