

*Ashok Kumar Daga*

B. Com., (Hons.), LL.B, FCS  
Practising Company Secretary

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Date.....



SCRUTINIZER'S REPORT

To,  
The Board of Directors,  
**THE INDIAN WOOD PRODUCTS COMPANY LTD**  
9, Brabourne Road  
7<sup>th</sup>, Floor,  
Kolkata-700001

Sub: Passing of Resolution through Postal Ballot (including E-Voting)

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 28<sup>th</sup>, March, 2015 has appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company has also engaged the services of NSDL for providing an electronic voting facility available to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms.
2. Based on the dispatch proof being provided by you duly stamped by the postal department, the Ballots were sent to all members on 9<sup>th</sup>, April, 2015 under Registered Post, and subsequently on the completion of the formalities of the Postal Ballot process, I hereby submit my report as under:
- 2.1 The Company has completed on 9<sup>th</sup>, April, 2015 the dispatch of Postal Ballot Forms along with self-addressed, pre-paid postage envelopes to its Members whose name(s) appeared on the Register of Member as on 20<sup>th</sup>, March, 2015.
- 2.2 The Postal Ballot Voting (including e-voting) commenced from 10<sup>th</sup>, April, 2015 (10.01 A.M.) and ended on 9<sup>th</sup>, May, 2015 (6.00 P.M.).
- 2.3 Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- 2.4 The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
- 2.5 The Ballot Boxes were opened on 9, May, 2015 at 6.05 P.M. in the presence of two witnesses, who are not in the employment of the Company and whose signature is attested below:

 Witness no. 1 MR. ARUP GHOSE 66, MAYAPATTY ROAD, KOLKATA 52.	 Witness no. 2 MR. Chinmay Pradhan. U. Sakin Pally - KOL-56.
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- 2.6 The details of e-voting facility provided by NSDL scrutinized by me for verification of votes cast in favour and against the resolution.

  
ASHOK KUMAR DAGA  
Practising Company Secretary

- 2.7 I did not find any defaced or mutilated ballot paper.
- 2.8 On scrutiny, I report that out of 1920 shareholders, 13 shareholders have exercised their vote through e-voting and 27 shareholders have exercised their votes through Postal Ballot Forms, as received. A summary of the result is given below:

**Resolution No. 1:**

**Ordinary Resolution Under Section 149 & 152 of the Companies Act, 2013 to appoint Mr. Vinod Kumar Maheshwary (DIN: 02659320) as an Independent Director.**

“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”.

**VOTES CAST IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of issued equity shares of the Company
E-Voting	12	<b>765133</b>	55.92%
Physical Postal Ballot Form	25	149241	10.90%
<b>Total Voting</b>	<b>37</b>	<b>914374</b>	<b>66.82%</b>

**VOTES CAST AGAINST THE RESOLUTION:**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of issued equity shares of the Company
E-Voting	1	5652	0.41%
Physical Postal Ballot Form	NIL	NIL	NIL
<b>Total Voting</b>	<b>1</b>	<b>5652</b>	<b>0.41%</b>

**INVALID VOTES:**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of issued equity shares of the Company
E-Voting	NIL	NIL	NIL
Physical Postal Ballot Form	2	2	NIL
<b>Total Voting</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

  
**ASHOK KUMAR DAGA**  
 Practicing Company Secretary  
 FCS-2699 & CP-2948

**Resolution No. 2:**

Ordinary Resolution Under Section 149 & 152 of the Companies Act, 2013 to appoint Mr. Sanjay Kumar Maheswary (DIN: 00497335) as an Independent Director.

"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 Maheswary (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".

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Physical Postal Ballot Form	2	2	NIL
<b>Total Voting</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**Resolution No. 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.

"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

  
**ASHOK KUMAR DAGA**

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.

**VOTES CAST IN FAVOUR OF THE RESOLUTION:**

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**Resolution No. 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.**

**“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.

  
**ASHOK KUMAR DAGA**  
 Practicing Company Secretary  
 FCS-2699 & CP-2948

**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 inconformity with the Provisions of the Act.

**VOTES CAST IN FAVOUR OF THE RESOLUTION:**

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Physical Postal Ballot Form	2	2	NIL
<b>Total Voting</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Resolution No. 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**

**"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.

**VOTES CAST IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of issued equity shares of the Company
E-Voting	12	<b>765133</b>	55.92%
Physical Postal Ballot Form	25	149241	10.90%
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E-Voting	NIL	NIL	NIL
Physical Postal Ballot Form	2	2	NIL
<b>Total Voting</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

In view of the above scrutiny, I hereby certify that all resolutions as set out in notice dated 28<sup>th</sup> March, 2015 has been approved and passed by the requisite majority.

3. The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Director of the Company authorized by the Board to supervise the Postal Ballot process.
4. Summary of E-voting and Physical voting is annexed herewith as per Annexure-A."

Kindly arrange to declare the results accordingly.

Thanking you.



ASHOK KUMAR DAGA

Company Secretary in practice  
Scrutinizer

Membership No. 2699  
CP No. 2943

Place: Kolkata  
Date: 11/05/2015



ASHOK KUMAR DAGA  
Practicing Company Secretary  
FCS-2699 & CP-2943

**Brief summary of e-voting and physical voting are as under:-**

**A) E-Voting**

Total No. of votes as per Issued Share Capital	---	1368318 (100%)
Actual vote cast by 13 Members	---	770785 (56.33%)
Valid votes are	---	770785
Invalid votes	---	NIL
Votes in favour of the Resolutions Casted by 12 Members	---	765133 (99.27%)
Votes Against the Resolution Casted by 1 Member	---	5652 (0.73%)

**Physical Voting**

Total no. of votes as per issued Share Capital		1368318	100%
Particulars	No. of Postal Ballot	No. of Votes	% of Shares
Total Postal Ballot received from the Shareholders	27	149243	10.90
Less: Invalid/Rejected Postal Ballot	2	2	-
Total Postal Ballot received from the Shareholders and found valid by the Scrutinizer	25	149241	10.90

**Summary of E-Voting & Physical Voting**

**Total Valid Votes Received in favor of Resolutions**

E-Voting	765133	55.92
Physical	149241	10.90
Total Vote received against the resolution	5652	0.41
<b>Total</b>	<b>920026</b>	<b>67.23</b>
Percentage of votes casted in favour of the resolution as against total vote.	914374	99.39
Percentage of votes casted against the resolution as against total vote	5652	0.61
<b>Total</b>	<b>920026</b>	<b>100</b>