



THE INDIAN WOOD PRODUCTS COMPANY LIMITED

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

CIN: L20101WB1919PLC003557

Phone No.: +91-8232023820; Fax No: +91-33-2242-6799

E-mail: iwpcal1@cal2.vsnl.net.in, Website: www.iwpkatha.com



POSTAL BALLOT FORM

- Postal Ballot No. :
1. Name and Registered Address of the Sole/First named Member :
2. Name(s) of Joint Holder(s), (If any):
3. Folio No./ DP ID No.* / Client ID :
(*applicable to investors holding equity shares in demat form)
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the following special resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated January 2, 2019, by conveying my/our assent/dissent to the said resolutions by placing (√) mark at the appropriate box below:

Sl. No	Description	No. of Shares held	Please tick (√) in the appropriate boxes	
			I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 2/- per share.			
2	Issue of Bonus Shares.			
3	Reclassification of Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.			

Place : Kolkata

Date : January 2, 2019

Signature of the Member

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: www.evoting.nsdl.com. Particulars for electronic voting are as under:

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password

Note :

- Please read the instructions mentioned at the back of the Postal Ballot Form.
- Please note that the last date for receipt of Postal Ballot Form by the Scrutinizer is February 6, 2019.
- The e-voting will start from Tuesday, January 8, 2019, (09.00 A.M. IST) and will end on Wednesday, February 6, 2019 (5.00 P.M. IST).



INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions for process to be followed by members opting to vote through electronic means" in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named member and in his / her absence, by the next-named member.
4. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the member's signature does not tally;
 - b. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
5. A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. on February 6, 2019. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on December 28, 2018.
8. A member may request for a duplicate Postal Ballot Form, if so required, from Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700 017 or email at nichetechpl@nichetechpl.com. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in note (6) above.
9. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form. In case of voting through electronic means, they may upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid business reply envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A member need not use all his / her / its votes nor does he / she / it need to cast his / her / its votes in the same way. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders on the date of dispatch of this Notice.
12. The scrutinizer's decision on the validity of the postal ballot form shall be final.
13. The date of declaration of the result of the Postal Ballot shall be taken to be date of passing of the resolution.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.





THE INDIAN WOOD PRODUCTS COMPANY LTD

CIN : L20101WB1919PLC003557

Regd Off : 9 Brabourne Road, 7th Floor, Kolkata – 700 001

Tel No.: +91 8232023820; Fax No.: +91 33 22426799;

Email ID: iwpcal1@cal2.vsnl.net.in; 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, as amended (the “Rules”), seeking approval of the shareholders of The Indian Wood Products Company Limited (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 along with the Postal Ballot Form and postage pre-paid envelope are also enclosed hereto.

The Board of Directors of the Company (the “Board”) at its meeting held on January 2, 2019, has appointed Mr. Md. Shah Nawaz, Practicing Company Secretary (ACS: 21427; CP: 15076) as the Scrutinizer for conducting the postal ballot and e-voiting process in a fair and transparent manner.

The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 of the Rules, is pleased to provide the members with the facility to exercise their right to vote on the proposed resolutions as set out hereinafter by electronic means i.e. through e-voiting services provided by National Security Depository Limited (NSDL). Members desire to exercise their vote using e-voiting facility are requested to read carefully the notes/instructions for e-voting annexed to this notice. Members’ desire to exercise their vote through physical postal ballot form can send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form attached herewith.

Members are requested to return the form duly completed and signed, in the attached self address business reply envelop so as to reach the Scrutinizer on or before the close of working hours i.e. by 5 p.m. on Wednesday, February 6, 2019. Please note that any postal ballot form(s) received after the said date and time will be treated as if reply from such member has not been received.

The Scrutinizer will submit his report to the Chairman or to any other Director of the Company as authorised by the Chairman, after the completion of the scrutiny. The result of postal ballot shall be declared on Friday, February 8, 2019 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 date of declaration of results.

1. Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 2/- per share

To consider and if though fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including any statutory modification or re-enactment thereof, for the time being in force, and the provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the consent of the Members of the Company be and is hereby accorded to the sub-division of One (1) of the Equity Share of the Company having a face value of Rs.10/- each in the Authorized Equity Share Capital of the Company into Five (5) Equity Shares having a face value of Rs. 2/- each (“Sub-division”).

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs.10/- (Rupees Ten only) each of the Company existing on



the record date to be fixed by the Company shall stand sub-divided into equity shares of face value of Rs.2/- (Rupees Two only) each, fully paid up, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of Rs.10/- each of the Company and shall be entitled to participate in full dividend to be declared after subdivided Equity shares are allotted.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs.10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record Date" to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014, and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialised form, the subdivided equity shares of face value of Rs.2/- (Rupee Two only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this above resolution".

2. Issue of Bonus Shares

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT as per the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, and pursuant to provisions of Articles 130 of the Articles of Association of the Company, the recommendation of the Board of Directors of the Company and the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and subject to such permissions, sanctions and approvals as may be required in this regard and also subject to such terms and conditions as may be specified while according such permissions, sanctions and approvals, the consent of the Members of the Company be and is hereby accorded to the Board of Director of the Company for capitalization of such sum standing to the credit of General Reserve of the Company, as may be considered necessary by the Board, for the purpose of issue and allotment of One (1) Bonus Shares of Rs.2/- (Rupees Two) each, credited as fully paid-up shares, for every One (1) existing equity share held by the members of the Company whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date (Record Date) as may be fixed in this regard by the Board, and that the Bonus Shares so allotted shall, for all purposes, be treated as an increase in the paid-up amount in the Share Capital of the Company, held by each such member and not as income."

RESOLVED FURTHER THAT the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company, and shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company, with a right to participate in dividend in full that may be declared after the date of allotment of these equity shares."

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the said Bonus Shares, and that in the case of members holding shares in dematerialized form, the Bonus Shares as aforesaid shall be credited to the



beneficiary account of the shareholders with their respective Depository Participants within the stipulated time as may be allowed by the appropriate authorities and in the case of shareholders holding shares in physical form, the share certificates in respect thereof shall be delivered within such time as may be allowed by the appropriate authorities.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

3. Reclassification of Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, including any statutory modification or re-enactment thereof, for the time being in force, and pursuant to the provisions of Memorandum and Articles of Association of the Company, the existing Authorized Share Capital of the Company be and is hereby reclassified from existing Rs.15,00,00,000/- (Rupees Fifteen Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each and 5,00,000 (Five Lacs) Preference Shares of Rs.100/- each, to Rs.15,00,00,000 (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT in terms of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and consequent upon the re-classification of the Authorised Share Capital as mentioned aforesaid, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause 5:

5. The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crore Fifty Lakhs Only) Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.

January 2, 2019
Bombay Mutual Building
9, Brabourne Road, 7th Floor
Kolkata – 700 001

**By Order of the Board of Directors
For The Indian Wood Products Co Limited**

**Sd/-
Anup Gupta
Company Secretary**

NOTES:

1. The explanatory statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
2. The Board of Directors of the Company has appointed Mr. Md. Shahnawaz, Practicing Company Secretary (ACS 21427 CP: 15076), 16A, Abdul Hamid Street, 5th Floor, Room No. 501, Kolkata - 700069 as Scrutinizer for conducting the Postal Ballot / E-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on December 28, 2018 and 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 December 28, 2018. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.



4. The business set out in the Notice may be transacted through electronic voting system. The Company is pleased to provide you the facility of voting through electronic means 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 by the Companies (Management and Administration) amendment Rules, 2015 and as per Regulation 44 of SEBI (LODR) 2015.
5. 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 Tuesday, January 8, 2019 at [9:00 A.M. IST] and will end on Wednesday, February 6, 2019 at [5:00 P.M. IST]. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
6. Member(s) desirous of exercising vote by Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the self-addressed Business Reply Envelope to the Scrutinizer not later than the close of working hours on Wednesday, February 6, 2019 at [5:00 P.M. IST]. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted.
7. Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
8. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or anyone of the Directors of the Company, as may be authorised by the Chairman on February 8, 2019, at the Registered Office of the Company. The results along with the Report will be hosted on the website of the Company www.iwpkatha.com besides communicating to the Stock Exchanges where the shares of the Company are listed. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolutions.
9. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, The Indian Wood Products Co. Ltd, 9, Brabourne Road, 7th Floor, Kolkata – 700 001 or at email : iwpcal1@cal2.vsnl.net.in or any query pertains to electronic voting may be addressed to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: rajivr@nsdl.co.in.
10. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.

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

- 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) Institutional shareholders (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, to the Scrutinizer through e-mail to csmdshah@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form enclosed herewith with this Notice.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. The Postal Ballot Notice shall be available on the website of the Company i.e. www.iwpkatha.com.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The period for e-voting starts at 9.00 a.m. on January 8, 2019 and ends at 5.00 p.m. on February 6, 2019, e-voting will be disabled by NSDL at 5.00 p.m. on February 6, 2019. During the period shareholder of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date December 28, 2018 may cast their vote electronically.
- VI. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 1 & 2

The equity shares of the Company are listed and traded on BSE Limited. The operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company’s equity shares in the Market. The market price of the Company’s shares has also increased significantly. In order to improve the liquidity of the Company’s shares in the stock market, Board of Directors of the Company at their meeting held on January 2, 2019, recommended Sub-division of the nominal value of Equity shares of the Company of Rs.10/- each into smaller denomination of Rs.2/- each, subject to the approval of Members.



Further, the Company is completing 100 years in 2019. On achieving this significant milestone and to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on January 2, 2019, also considered it desirable to recommend issue of Bonus shares in the ratio of 1:1 subject to approval of the shareholders and such other authorities as may be necessary.

Accordingly, each equity share of the Company of the nominal value Rs.10/- each existing on the Record Date shall stand subdivided into Five (5) Equity shares of the nominal value of Rs. 2/- each and Bonus Share shall be issued in the proportion of One (1) equity shares for every One (1) equity shares of face value of Rs. 2/- subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus Shares shall be made by capitalization of sum of Rs. 6,39,72,720/- out of the sum standing to the credit of General Reserve of the Company. The issue of Bonus Shares by capitalization of reserves is authorised by the Articles of Association of the Company.

All the shareholders whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('Record Date'), as fixed by the Board of Directors, shall be entitled to the bonus issue.

The Board of Directors, accordingly, recommends the resolution relating to sub-division of equity share into smaller denomination as an Ordinary Resolution as set forth in Item No. 1, and resolution relating to issue of Bonus Shares as a Special Resolution as set forth in Item No. 2, of the accompanying Notice for the approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolutions set out at Item Nos. 1 & 2 of the Notice except to the extent of their shareholding in the Company.

Item no. 3

The Members are informed that the existing Authorised Share Capital of the Company comprises of Rs.15,00,00,000/- (Rupees Fifteen Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each and 5,00,000 (Five Lacs) Preference Shares of Rs.100/- each. Considering the proposed split of One (1) equity share from face value of Rs. 10/- each into Five (5) equity shares of face value of Rs.2/- each and the issue of Bonus Shares, it is considered desirable to increase the equity portion in the Authorised Share Capital of the Company.

Accordingly, the reclassification of the existing Authorised Share Capital of the Company from Rs.15,00,00,000/- (Rupees Fifteen Crores) comprising of 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each and 5,00,000 (Five Lacs) Preference Shares of Rs.100/- each, to Rs.15,00,00,000 (Rupees Fifteen Crores) comprising of 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Rs. 2/- each, is proposed for approval of the Shareholders.

The Board of Directors, accordingly, recommends the resolution as set forth in Item No. 3 of the accompanying Notice as an Ordinary Resolution for the approval of Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 3 of the Notice except to the extent of their shareholding in the Company.

January 2, 2019

Bombay Mutual Building
9, Brabourne Road, 7th Floor
Kolkata – 700 001

**By Order of the Board of Directors
For The Indian Wood Products Co Limited**

**Sd/-
Anup Gupta
Company Secretary**