



SCRUTINIZER'S REPORT

To

The Chairman of the 99th Annual General Meeting of The Indian Wood Products Company Limited (CIN L20101WB1919PLC003557), held on Tuesday, September 17, 2019 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, 4th floor, Kolkata – 700017

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting through remote e-voting and voting through ballot papers at the 99th Annual General Meeting of The Indian Wood Products Company Limited held on Tuesday, September 17, 2019 at 3.30 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 and voting by ballot papers at the 99th Annual General Meeting (AGM) of the Company, held on Tuesday, September 17, 2019 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, 4th floor, Kolkata –700017, 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.

Despatch of Notice

The Annual Report, containing financial statements and other reports along with the AGM Notice dated May 24, 2019 (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, and to other members, in hard copy through registered post. The electronic transmission and despatch of hard copy of the Annual Report were completed on August 21, 2019.

Cut-off date

The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 10, 2019, were entitled to vote on the resolutions set out at item nos. 1 to 5 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 through electronic means and by use of ballot at the meeting, 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) and on the voting by use of ballots at the meeting.

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

A. Relating to E-Voting

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 10, 2019, 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 14, 2019 and ended at 5.00 p.m. on Monday, September 16, 2019, 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 voting by ballot papers

1. The Company had also provided facility to vote through ballot papers to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
2. The Chairman at the end of discussion on the resolutions on which voting is to be held, allowed voting through ballot papers. The ballot papers were distributed to shareholders present, who had not cast their vote earlier through remote e-voting facility, and allowed them to vote.
3. After the time fixed for closing of the voting by ballot papers by the Chairman, the ballot box was opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
4. There was no ballot paper which was incomplete or found defective.

C. Result of remote e-voting and voting through ballot paper are as under:

1. After the conclusion of the AGM and voting through ballot paper, the ballot box was opened and ballot papers were removed and examined.
2. The votes cast through remote e-voting were unblocked at 5.30 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 remote e-voting and ballot papers were diligently scrutinized.
4. The combined result of voting (both through remote e-voting and ballot paper) 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, 2019, including the Audited Balance Sheet as at 31st March, 2019, 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	Voting by Ballot Paper	Total
Number of Members voted	16	60	76
No. of Votes cast by them	4,51,89,793	7,57,459	4,59,47,252
% of total no. of valid vote cast	100%	100%	100%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	12	12
Total No. of votes cast by them	Nil	10,998	10,998

Resolution - 2

Ordinary Resolution - Declaration of dividend of Re. 0.20 per equity shares for the financial year ended March 31, 2019.

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	16	60	76
No. of Votes cast by them	4,51,89,793	7,57,459	4,59,47,252
% of total no. of valid vote cast	100%	100%	100%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil





(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	12	12
Total No. of votes cast by them	Nil	10,998	10,998

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	Voting by Ballot Paper	Total
Number of Members voted	14	60	74
No. of Votes cast by them	4,51,89,693	7,57,459	4,59,47,152
% of total no. of valid vote cast	99.999%	100%	99.999%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	2	Nil	2
No. of Votes cast by them	100	Nil	100
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	12	12
Total No. of votes cast by them	Nil	10,998	10,998

Resolution - 4

Special Resolution - Re-appointment of Mr. Sanjay Kumar Maheswary (DIN: 00497335), as an Independent Director for a 2nd term of 5 years.

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	14	60	74
No. of Votes cast by them	4,51,89,693	7,57,459	4,59,47,152
% of total no. of valid vote cast	99.999%	100%	99.999%





(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	2	Nil	2
No. of Votes cast by them	100	Nil	100
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	12	12
Total No. of votes cast by them	Nil	10,998	10,998

Resolution - 5

Special Resolution - Re-appointment of Mr. Vinod Kumar Maheshwary (DIN: 02659320), as an Independent Director for a 2nd term of 5 years.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	14	60	74
No. of Votes cast by them	4,51,89,693	7,57,459	4,59,47,152
% of total no. of valid vote cast	99.999%	100%	99.999%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	2	Nil	2
No. of Votes cast by them	100	Nil	100
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	12	12
Total No. of votes cast by them	Nil	10,998	10,998

- Based on the above voting details, I report that the resolutions contained at item nos. 1 to 5 have been duly approved by the shareholders with requisite majority.
- The physical Ballot papers, register of 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 99th AGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary 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,

For **M Shahnawaz & Associates**

Company Secretaries

Firm Regn. No.: S2015WB331500

Md. Shahnawaz



CS Md. Shahnawaz

(Proprietor)

ACS No. 21427

C P No: 15076

UDIN: A021427A000011703

Kolkata, September 19, 2019