

Ashok Kumar Daga

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

66, M. C. Garden Road,
(Dum Dum)
Kolkata - 700 030
Phone : 32916865
Mobile : 9831036425
E-mail : daga.ashok@gmail.com

Date.....

**REPORT OF SCRUTINIZER
(E VOTING)**

**(Pursuant to sec 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies
(Management and Administration) Rules, 2014)**

To,
The Chairman,
The Indian Wood Products Company Ltd.
9, Brabourne Road, 7th Floor,
Kolkata - 700001

Sir,

I, ASHOK KUMAR DAGA (Practising Company Secretary) was appointed as Scrutinizer for the 94th, **Annual General Meeting** of the Equity Share holders of "The Indian Wood Products Company Ltd." to be held on Thursday, the 25th of September, 2014 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700017 for the purpose of scrutinizing the e voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting Carried out as per the provisions of Companies Act, 2013 and sub rule (xi) of rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e voting period remained opened from 19th September 2014, at 10.00 am and ended on 21st September 2014, at 6.00 pm.
2. The shareholders holding shares as on the "Cut Off "Date i.e. 08th of August, 2014, were entitled to vote on the proposed 09(Nine) resolutions as mentioned in the notice of the 94th Annual General Meeting of "The **Indian Wood Products Company Ltd**" from annexure 1 to 9 of the notice of the 94th AGM of the company.
3. The votes were unblocked on 21st, September 2014, in the presence of witnesses, namely Mr.Salagram Dwarkani & Mr.Arindam Sarkar who are not in the employment in the company.

They have signed below in confirmation of the votes being unblocked in their presence:

SALAGRAM DWARKANI

ARINDAM SARKAR

Arindam Sarkar

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" or "Against", were downloaded from the E-Voting Website of the Central Depository Services (INDIA) Limited (<https://www.evotingindia.com/>)

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FCS-2644 & CP-2948

5. The result of the e voting is as under:

A. Resolution 1

Adoption of Audited Financial Statements Reports of the Directors and Auditors for the year ended 31st March, 2014.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
41	732982	61.30%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

B. Resolution 2

Declaration of Dividend on Ordinary Shares for the year ended 31st March, 2014.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
41	732982	61.30%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL


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III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

C. Resolution 3

Re-Appointment of Mr. R P Chetani who retires by rotation as Director of the Company.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
41	732982	61.30%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

D. Resolution 4

Re-Appointment of Mr. V K Maheshwary who retires by rotation as Director of the Company.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
41	732982	61.30%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

E. Resolution 5

Appointment of Auditors and fixing their Remuneration.

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
41	732982	61.30%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

F. Resolution 6

Re-Appointment of Mr. K K Damani as Executive Director of the Company

RESOLVED that subject to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII of the Companies Act, 1956 and all other applicable provisions / schedules of the Companies Act, 2013 approval of members be and is hereby accorded to the re-appointment of Mr. K K Damani, Whole Time Director, designated as Executive Director of the Company liable to retire by rotation, for a


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period of 3 years (Three) years w.e.f. 15th April, 2014 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which terms 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 re-appointment and / or remuneration, subject to the overall limits specified under Schedule XIII to the Companies Act, 1956

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
41	732982	61.30%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

G. Resolution 7

Increase in Borrowing Limits

RESOLVED that pursuant to the provisions of Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 and the rules made there under and in supersession of all the earlier Resolutions passed in this regard under the Companies Act, 1956 (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors and / or any Committee thereof to borrow on behalf of the Company, any sum or sums of money from time to time as it may deem fit in any manner, by way of term loans, bonds, advances, credit, non convertible debentures or otherwise in Indian Rupees or in any foreign currency from any bank(s), any financial institution(s) body(ies) corporate(s) and whether the same may be secured or unsecured and if secured whether by way of mortgage, charge, hypothecation, pledge, or otherwise in any respect of all, or any, of the Company's assets notwithstanding that the money to be borrowed together with the money(s) already borrowed by the Company at any given time, will or may exceed the aggregate of its paid-up capital and free reserves of the Company apart from temporary loans obtained by Company's bankers in the ordinary course of business so however that the total amount up to which the money may be borrowed by the Board under this Resolution, at any one time shall not exceed in the aggregate, the

sum of Rupees 100 crores (Rupees One hundred crores only) including foreign currency in equivalent rupees.

I -Voted "IN FAVOUR" of the Resolution:

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41	732982	61.30%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

H. Resolution 8

Mortgage in Favour of Lender

RESOLVED that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to the other approvals, if applicable or required under any statues(s) / rule(s) regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act,1956 (earlier in force) the Board of Directors of the Company and / or any Committee thereof be and are hereby authorised and shall be deemed to have always been so authorised to create such mortgages / charges / hypothecations and / or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and / or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company whosoever situates, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institutions, and / or to such other persons, if any, from whom the Company has / or proposed / proposes to borrow money /sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting or bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered / to be entered into by the Board of Directors / any Committee thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013


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FCS-2699 & CP-2948

I. Voted "IN FAVOUR" of the Resolution:

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41	732982	61.30%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

III "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

I. Resolution 9

Appointment of Cost Auditor & fixing their remuneration

Resolved that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) a Remuneration of Rs 50,000/- Plus out of pocket expenses and applicable tax payable to Mr. Aniruddha Mukhopadhyay, Cost Auditor to conduct Audit of the Cost records of the Products Manufactured by the Company for the Financial year ending on 31st March, 2015 as approved by the Board of Directors be and is hereby approved.

Resolved further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution

I. Voted "IN FAVOUR" of the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
41	732982	61.30%

II. Voted "AGAINST" the Resolution:

Number of members who voted through E- Voting System	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL


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III. "INVALID" votes

Total number of Members whose votes were declared Invalid	Total Number of Votes Cast by them
NIL	NIL

The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You,
Yours Faithfully

Place: KOLKATA

Dated: 22/09/2014


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