

IWP

THE INDIAN WOOD PRODUCTS CO. LTD.

Registered Office : 9, Brabourne Road, Kolkata - 700 001

February 7, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrp Code : 540954

Dear Sir/Madam,

Sub. : Result of Postal Ballot Process and e-Voting- Section 110 of the Companies Act, 2013 read with Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (management and Administration) Rule 2014, as amended from time to time, the Company had conducted the process of Postal Ballot seeking approval of the Shareholders of the Company on the following Resolutions:

Item No.	Resolution	Particulars
1	Ordinary Resolution	Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to 2/- per shares
2	Special Resolution	Issue of Bonus Shares
3	Ordinary Resolution	Reclassification of Authorised Share Capital of the Company and Consequential amendment to the Memorandum of Association of the Company

Md. Shahnawaz, Proprietor of M/s. M Shahnawaz & Associates, Practicing Company Secretaries, Scrutinizer, has submitted his report dated February 7, 2019 on e-voting and voting through Postal Ballot. A copy of the said report is also enclosed herewith for your record. Based on the Scrutinizer's Report, we would like to inform you that the Resolutions set forth in the Postal Ballot Notice dated January 2, 2019, are approved by the Members of the Company with the requisite majority of the shareholders.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, we are enclosing herewith the Voting Results of the said Postal Ballot.

The said results is displayed at the registered office of the Company and also hosted on the Company's website.

This is for your information and dissemination.

Thanking you,
For The Indian Wood Products Co Ltd

Anup Gupta
Company Secretary & Compliance officer
Membership No- A36061



Enclosed as above

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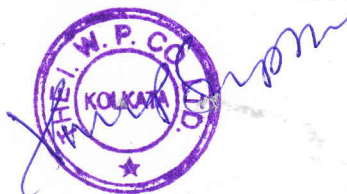
Voting Results

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the Postal Ballot Notice	January 2, 2019
Date of the Postal Ballot Result	February 7, 2019
Total number of shareholders on record date	2415
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A

Resolution required: (Ordinary/ Special)			Ordinary Resolution 1 – Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to 2/- per shares					
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4488052	4488052	100	4488052	Nil	100	Nil
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	4488052	4488052	100	4488052	Nil	100	Nil
Public-Institutions	E-Voting	40172	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	40172	-	-	-	-	-	
Public-Non Institutions	E-Voting	1869048	25990	1.39	25990	Nil	100	Nil
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		12256	0.66	12256	Nil	100	Nil
	Total	1869048	38246	2.05	38246	Nil	100	Nil
Total		6397272	4526298	70.75	4526298	Nil	100	Nil

Resolution passed with requisite majority





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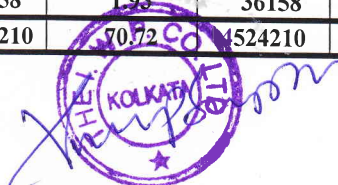
Registered Office : 9, Brabourne Road, Kolkata - 700 001

Resolution required: (Ordinary/ Special)			Special Resolution 2 – Issue of Bonus Shares					
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44,88,052	44,88,052	100	4488052	Nil	100	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		44,88,052	44,88,052	100	4488052	Nil	100
Public-Institutions	E-Voting	40172	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		40172	-	-	-	-	-
Public-Non Institutions	E-Voting	1869048	25990	1.39	25990	Nil	100	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		10772	0.58	10772	Nil	100	Nil
	Total		1869048	36762	1.97	36762	Nil	100
Total		6397272	4524814	70.73	4524814	Nil	100	Nil

Resolution passed with requisite majority

Resolution required: (Ordinary/ Special)			Ordinary Resolution 3 – Reclassification of Authorised Share Capital of the Company and Consequential amendment to the Memorandum of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4488052	44,88,052	100	4488052	Nil	100	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4488052	4488052	100	4488052	Nil	100
Public-Institutions	E-Voting	40172	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		40172	-	-	-	-	-
Public-Non Institutions	E-Voting	1869048	25990	1.39	25990	Nil	100	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		10168	0.54	10168	Nil	100	Nil
	Total		1869048	36158	1.93	36158	Nil	100
Total		6397272	4524210	70.72	4524210	Nil	100	Nil

Resolution passed with requisite majority





SCRUTINIZER'S REPORT

To,
Chairman and Managing Director
The Indian Wood Products Company Limited
9, Brabourne Road, 7th Floor,
Kolkata -700 001

Dear Sir,

1. The Board of Directors of **The Indian Wood Products Company Limited** (the Company) has appointed me as a Scrutinizer vide its resolution dated January 2, 2019, for conducting the postal ballot (including e-voting) voting process in respect of the following resolutions as contained in the Postal Ballot Notice dated January 2, 2019:
 - a. **Resolution No. 1 (Ordinary Resolution)** – Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 2/- per share.
 - b. **Resolution No. 2 (Special Resolution)** - Issue of Bonus Shares.
 - c. **Resolution No. 3 (Ordinary Resolution)** - Reclassification of Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company

The Company had despatched to the members, a postage prepaid envelope, which was addressed to the scrutinizer bearing the address of Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through postal ballots by the shareholders on the resolutions proposed in the notice of postal ballot is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of postal ballot forms 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, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5 p.m. on February 6, 2019.

2. I submit my report on the postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Postal Ballot Notice dated January 2, 2019 as under:
 - a. As per the information provided to me, the Company had completed despatch of notice of the postal ballot, both physically and electronically, to the members on January 7, 2019.
 - b. The voting commenced at 9.00 a.m. (IST) on January 8, 2019 and ended at 5.00 p.m. (IST) on February 6, 2019.
 - c. The Company had engaged NSDL for providing e-voting facility to the members of the Company to cast their vote, and members were given option to cast their vote either by physical postal ballot or e-voting.



- d. Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
- e. 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.
- f. At the end of the voting period, the Portal where votes have been cast was blocked and the same has been unblocked in the presence of two witnesses not in the employment of the Company.
- g. The ballot box was opened in the presence of Mr. R P Chaitani, Director of the Company and in the presence of two witnesses not in the employment of the Company.
- h. All postal ballot forms received upto the close of working hours upto 5:00 p.m. on Wednesday February 6, 2019, being the end time and last date fixed by the Company for receipt of the forms/e-voting were considered for scrutiny.
- i. No envelopes containing postal ballot forms were received after 5.00 p.m. on Wednesday, February 6, 2019
- j. Envelopes containing postal ballot forms which were returned undelivered were also not opened.
- k. I have not found any defaced/ mutilated postal ballot form.
- l. Details of the **Ballot Forms** received are as under:

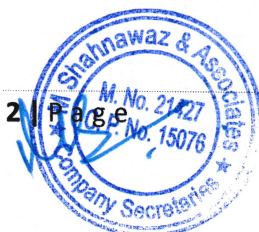
Resolution No.	Total Number ballot paper received	No. of Equity shares Held
Resolution No. 1	18	12,762
Resolution No. 2	16	11,278
Resolution No. 3	15	10,674

The shareholding and the signature of shareholders who have exercised their vote through physical postal ballot were verified with the records maintained by the Registrar and Share Transfer Agent of the Company.

Out of the above postal ballot forms, Two (2) postal ballot forms (for 506 equity shares) with the defects as mentioned in the instructions to the postal ballot form were received. These postal ballot forms were considered invalid.

- m. Details of the votes cast on the **e-voting platform** are as under:

Resolution No.	Total Number of shareholders who have cast their vote on the e-voting platform	No. of Equity shares
Resolution No. 1	29	45,22,742
Resolution No. 2	29	45,22,742
Resolution No. 3	29	45,22,742



After the time fixed for closing of the e-voting, i.e. 5.00 p.m. on February 6, 2019, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://www.evoting.nsdl.com> of NSDL, the Authorised Agency to provide e-voting facility. Data regarding the e-votes has been diligently scrutinized.

Out of the above votes cast through e-voting platform, Two (2) votes (for 8,700 equity shares) by corporate shareholders were cast without providing the necessary authorisation / resolution. These votes were considered invalid.

- n. The details of valid votes cast “FOR” and “AGAINST” through ballot papers between January 8, 2019 and February 6, 2019 are as under:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	%	No. of Equity Shares	%
Resolution No. 1	16	12,256	12,256	100.00	Nil	Nil
Resolution No. 2	14	10,772	10772	100.00	Nil	Nil
Resolution No. 3	13	10,168	10168	100.00	Nil	Nil

- o. The details of valid votes cast “FOR” and “AGAINST” under the e-voting platform held between January 8, 2019 and February 6, 2019 are as under:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	%	No. of Equity Shares	%
Resolution No. 1	27	45,14,042	45,14,042	100.00	Nil	Nil
Resolution No. 2	27	45,14,042	45,14,042	100.00	Nil	Nil
Resolution No. 3	27	45,14,042	45,14,042	100.00	Nil	Nil

- p. The consolidated report on the votes cast through the ballot papers and e-voting platform held between January 8, 2019 and February 6, 2019 is as below:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	%	No. of Equity Shares	%
Resolution No. 1	43	45,26,298	45,26,298	100.00	Nil	Nil
Resolution No. 2	41	45,24,814	45,24,814	100.00	Nil	Nil
Resolution No. 3	40	45,24,210	45,24,210	100.00	Nil	Nil



RESULTS:

Item No. 1 – Ordinary Resolution

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

As 100% votes casted in favour of the Resolution, I report that the Ordinary Resolution as set forth in item No. 1 of Postal Ballot Notice dated January 2, 2019 has been passed by the shareholders with requisite majority.

Item No. 2 – Special Resolution

Issue of Bonus Shares.

As 100% votes casted in favour of the Resolution, I report that the Special Resolution as set forth in item No. 2 of Postal Ballot Notice dated January 2, 2019 has been passed by the shareholders with requisite majority.

Item No. 3 – Ordinary Resolution

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

As 100% votes casted in favour of the Resolution, I report that the Ordinary Resolution as set forth in item No. 3 of Postal Ballot Notice dated January 2, 2019 has been passed by the shareholders with requisite majority.

3. A compact disc containing list of members who have voted either “For” or “Against” is enclosed with this report.
4. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes, and thereafter the same will be handed over to the Company Secretary, as authorised.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

M Shahnawaz & Associates

Practicing Company Secretaries

Md. Shahnawaz



Md. Shahnawaz

Proprietor

Membership No.: 21427

CP No.: 15076

Kolkata, February 7, 2019