



THE WESTERN INDIA PLYWOODS LTD.

BALIAPATAM, CANNANORE - 670 010

Regd. Office : BALIAPATAM, KERALA, INDIA

BUREAU VERITAS
Certification



Tel : 2778151 (4 Lines), Fax : 0497 2778181
E-mail : westernply@gmail.com / mail@wipltd.in
Website : www.wipltd.in, CIN-L20211 KL 1945PLC001708

August 18, 2017

The Manager
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1,
G Block, Bandra-Kurla Complex, Bandra-East,
Mumbai-400 051
Symbol: WIPL

Sub : Submission of Notice of 72nd Annual General Meeting of the Company – reg.

Dear Sir/ Madam,

Please find attached soft copy of Notice of 72nd Annual General Meeting scheduled to be held on September 13, 2017.

Thanking you,

Yours faithfully,
For The Western India Plywoods Ltd

R Balakrishnan
G M (Finance) &
Company Secretary

THE WESTERN INDIA PLYWOODS LTD.

Regd. Office: VALAPATANAM, KERALA, INDIA. Tel: 2778151 (4Lines)
Fax: 2778181-PIN 670010. E-mail: westernply@gmail.com / mail@wipltd.in
Website: www.wipltd.in, CIN-L20211KL1945PLC001708

NOTICE OF ANNUAL GENERAL MEETING:

NOTICE is hereby given that the 72nd Annual General Meeting of The Western India Plywoods Limited will be held at 11.30 AM on Wednesday, 13th September, 2017 at the registered Office of the Company at Kannur, Kerala to transact, with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss for the financial year ended on that date together with Cash flow statements, consolidated accounts, the Directors' Report and Auditors' Report thereon
2. To appoint M/s Sankar and Moorthy Chartered Accountants as Statutory Auditors and fix the remuneration and for that purpose to pass with or without modification as ordinary resolution the following:

'RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modifications or re-enactment thereof for the time being in force) M/s Sankar and Moorthy, Chartered Accountants, Kannur, (FRN 003575S) be and are hereby appointed as Statutory Auditors of the Company from the conclusion of 72nd Annual General Meeting till the conclusion of 77th meeting subject to ratification of the appointment at every Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors and the Audit Committee thereof, be and are hereby authorised to decide and finalise the terms and conditions of appointment including remuneration of the Statutory Auditors.

3. To declare dividend on Cumulative Preference shares.

Special Business

4. Appointment of Shri E. Ranjith Kuruvilla as Director.

To appoint Shri E. Ranjith Kuruvilla as Director and for that purpose to pass the following resolution as ordinary resolution.

RESOLVED THAT, Mr E. Ranjith Kuruvilla be and hereby is appointed as director of the Company, whose term of office as an additional director of the Company expires at this annual general meeting in respect of whom the company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing the candidate of Mr E. Ranjith Kuruvilla whose period of office will be liable to retire by rotation.

By the Order of the Board
For The Western India Plywoods Ltd

Place: Kannur
Date: 08.08.2017

R.Balakrishnan
GM(Finance) & Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.

2. A blank form of proxy is enclosed and if intended to be used, should be lodged with the Company at the Registered Office at least FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/ authority as applicable. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from 5th September 2017 to 13th September 2017 both days inclusive. If the preference dividend as recommended by the Board of Directors is approved at the meeting, payment of such dividend shall be made on or after 18th September, but within the statutory time limit of 30 days.
4. Members holding shares in physical form are requested to advise any change of address immediately to Cameo Corporate Services "Subramanian Building" No.1, Club House Road, Chennai – 600 002 Tel: 044-28460390 Telefax: 044-28460129 E-mail: murali@cameoindia.com , the Registrar and Transfer Agents of the Company, on or before 1st September, 2017.
5. Members who wish to seek/desire any further information/clarification on the annual accounts are requested to send their queries at least 48 hours in advance of the date of the meeting to the registered office, by quoting the folio no. / client ID.
6. To support the 'Green Initiative', the members who have not registered their e-mail ids are requested to register the same with Depositories.
7. Members who have opted for receipt of physical copy of Annual Report are requested to bring their copies of Annual Report at the time of the meeting.
8. Member who desires to attend the Annual General Meeting of the Company are requested to bring the attendance slip duly filled and hand over the same at the registration counter at the venue of the Annual General Meeting.
9. **The Equity shares of the Company has been listed with National Stock Exchange w.e.f 07.04.2017. As you are aware only dematted shares can be transacted through NSE. Therefore it is in your own interest to demat your physical shares at the earliest. You may contact our share transfer agents namely Cameo Corporate Services Ltd ,Chennai for the necessary help.**
10. **E.Voting**
The business as set out in the notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules 2014, Secretarial Standard 2 on General meetings and Reg.44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL).
11. **Voting through Electronic means:**
Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014 the Company shall provide members facility to exercise their right to vote at the 72nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited, (CDSL):

The instructions for members for voting electronically (remote e-voting) are as under:

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com.
- ii) Click on "Shareholders" tab to cast your votes.

- iii) Now, select the Electronic Voting Sequence Number - "EVSN" of "The Western India Plywoods Ltd" from the drop down menu and click on "SUBMIT". **EVSN No: 170808028**

- iv) Now Enter your User ID:

for Members holding shares in Demat form	for Members holding shares in Physical form
User ID for NSDL: 8 Character DP ID followed by 8 Digits Client ID for CDSL: 16 digits beneficiary ID	Folio Number registered with the Company

Then enter the Captcha Code as displayed and Click and Login

- v) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below:

- vi) Now, fill up the following details in the appropriate boxes:

for Members holding shares in Demat form	for Members holding shares in Physical form
Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat shareholders as well as physical shareholders) PAN*	
Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. DOB#	
Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Dividend Bank Details#	

- * Members who have not updated their PAN with the Company/RTA/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name of the CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)

- # Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details filed. To avoid this problem of filling a default number in future, members are strongly advised to update their PAN details and dividend bank details immediately with the Depository Participants / RTA - Cameo Corporate Services Limited / Company.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the Demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) Click on the relevant EVSN on which you choose to vote.
- x) On the voting page, you will see Resolution description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xii) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

- xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorize to vote on their behalf in PDF format in the system for the scrutinizer to verify the vote. Further, they are requested to send the scanned copy of the Board Resolution/Authorization to the email id of scrutinizer and RTA (murali@cameoindia.com) with a copy marked to helpdesk.evoting@cdslindia.com.
- xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.Voting@cdslindia.com or contact Phone No. 022-22723333
- xvii) If Demat account holder has forgotten the password then enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.

In case of members receiving the **physical copy of Notice of AGM** [for members whose e-mail IDs are not registered with the company / depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

Voting at AGM:

- i) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- ii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

General

- a) The remote e-voting period commences on 10th September, 2017 at 9.00 a.m. and ends on 12th September, 2017 at 5.00 p.m. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 6th September, 2017 may cast their vote electronically. The remote e-voting module shall be blocked by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b) Any person, who acquires shares of the Company and becomes member of the Company after despatch of the notice and holding shares on the cut-off date i.e 6th September, 2017 may obtain the login ID and password by sending an email to investor@cameoindia.com or secretarial.westernply@gmail.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- c) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date (i.e 6th September, 2017) only shall be entitled to vote.
- d) The voting rights of a shareholder shall be in proportion to his shares in the paid up equity share capital of the Company as on the cut-off date of i.e. 6th September, 2017. Shri Murali Kanniyath, Practicing Company Secretary, Kannur(CP NO 7543) has been appointed as Scrutinizer to scrutinize the e-voting process (electronically or otherwise) in a fair and transparent manner.
- f) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting, and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days after the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- g) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wipltd.in and website of CDSL <http://www.evotingindia.com> and also forward the same to The National Stock Exchange of India Limited, Mumbai simultaneously, where the Company's shares are listed.

Place: Kannur
Date: 08.08.2017

By the Order of the Board
For The Western India Plywoods Ltd

R.Balakrishnan
GM(Finance) & Company Secretary

EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (hereinafter referred as "the Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item nos.4, of the accompanying Notice dated 08.08.2017

Item No 4

Shri E. Ranjith Kuruvilla, one of the promoters was appointed as director on 25.01.2007 and continued to be re-appointed as director retiring by rotation. Due to health reasons he resigned from the Board on 11.02.2017. The Board of Directors in their meeting held on 07.08.2017 appointed him as additional director as his health had improved. The Company has also received notice from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Shri E. Ranjith Kuruvilla as director whose period of office will be liable to retire by rotation.

None of the directors and Key Managerial Personnel other than Shri Ranjith Kuruvilla is interested in the above resolution. Shri Ranjith Kuruvilla holds 2,02,910 equity shares of Rs 10/- each in the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE FORTH COMING ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Name of the Director	Ranjith Kuruvilla
Age	57
Date of Appointment on the Board	07.08.2017
Experience	Industrialist. More than 28 years of experience in handling and managing various manufacturing facilities and has proven track for developing markets for products.
Directorship held in other Companies	1. Mardec R.K Latex Pvt. Ltd 2. R.K. Investments & Holdings (India) Pvt. Ltd. 3. Anamallais Resorts Pvt. Ltd. 4. Anamallais Timber Trust Pvt.Ltd. 5. TRC Construction India Ltd. 6. Rejuvenated Rubber Compound Pvt Ltd 7. Shuzi Technologies Private Limited
Membership/ Chairmanships of committees	Nil
Shares held in WIP	202910

By the Order of the Board
For The Western India Plywoods Ltd

Place: Kannur
Date: 08.08.2017

R.Balakrishnan
GM(Finance) & Company Secretary

THE WESTERN INDIA PLYWOODS LIMITED

Regd. Office: BALIAPATAM, KANNUR, KERALA, INDIA

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E-mail: westernply@gmail.com / mail@wipltd.in

Website: www.wipltd.in, CIN-L20211KL1945PLC001708

FORM NO MGT 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014

CIN : L20211KL1945PLC001708

Name of the company : THE WESTERN INDIA PLYWOODS LIMITED

Registered office : MILL ROAD, BALIAPATAM, KANNUR, KERALA

Name of the member(s) :

Registered address :
.....
.....

E-mail Id :

Folio No/Client Id : DP ID :

I/We, being the member (s) ofshares of the above named company, hereby appoint

1. Name
Address.....
Email-id Signature.....or failing him/her
2. Name
Address.....
Email-id Signature.....or failing him/her
3. Name
Address.....
Email-id Signature.....or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 72nd Annual General Meeting of the company, to be held on Wednesday, 13th September 2017 at 11.30 a.m. at the Registered Office at Baliapatam, Kannur Kerala-670010 and at any adjournment thereof in respect of such resolutions as are indicted below:

**I wish my above Proxy to vote in the manner as indicated in the box below

Resolution	Resolutions	Optional **	
No		For	Against
Ordinary Business			
1	Consider and Adopt the Audited Financial Statements, Audited Consolidated Financial Statements Report of the Board of Directors and Auditors		
2	Appointment of Statutory Auditors		
3.	Declaration of Preference Dividend		
4.	Appointment of Shri Ranjith Kuruvilla as Director		

Signed this.....day of20.....

*Affix Re. 1
Revenue
stamp*

Signature of
First proxy holder

Signature of
Second proxy holder

Signature of
Third proxy holder

Signature of
Share holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting
2. A Proxy need not be a member of the Company.
3. ** This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the ' For' or ' Against' Column Blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. In the case of Joint holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

ROUTE MAP TO AGM VENUE

