



# THE WESTERN INDIA PLYWOODS LTD.

**BALIAPATAM, CANNANORE - 670 010**  
**Regd. Office BALIAPATAM, KERALA, INDIA**



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

The Manager – Listing Dept.,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G. Block,  
Bandra – Kurla Complex, Bandra (E),  
Mumbai – 400 051  
(NSE Scrip Code: WIPL)

20<sup>th</sup> September 2019

Dear Sir,

**Sub: Proceedings of 74<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September 2019**

In terms of Regulation 30 read with Part A of schedule III of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we hereby inform you that the following business was transacted at the 74<sup>th</sup> Annual General Meeting (AGM) of the Company held on 20<sup>th</sup> September 2019:

1. Approval and adoption of Standalone and Consolidated Financial Statements as at 31<sup>st</sup> March 2019, including the Audited Balance Sheet as at 31<sup>st</sup> March 2019, the Statement of Profit and Loss, Statement of Equity for the financial year ended on that date together with Cash flow statement and reports of the Board of Directors and Auditors thereon.
2. Declaration of Equity Dividend
3. Re-appointment of Shri. E. Ranjith Kuruvilla as Director
4. Re-appointment of Shri T Balakrishnan as Independent Director
5. Re-appointment of Smt Pushya Sitaraman as Independent Director.

The above business was transacted by e-voting and Poll at the meeting as required under Companies Act, 2013 and Listing Regulations.

Please find enclosed, results of voting through electronic means and poll conducted at the AGM and the Consolidated Report of the Scrutinizer containing the details of Agenda wise results of both the remote evoting conducted and the voting conducted in the AGM by way of Physical Ballot.

As per Scrutinizer Report, all the resolutions have been duly approved by the Shareholders with requisite majority. Kindly take note of the above.

Yours Sincerely,

**For THE WESTERN INDIA PLYWOODS LIMITED**

**R. BALAKRISHNAN**  
**CFO & COMPANY SECRETARY**



# THE WESTERN INDIA PLYWOODS LTD.

BALIAPATAM, CANNANORE - 670 010

Regd Office BALIAPATAM, KERALA, INDIA

ISO 9001 : 2015

BUREAU VERITAS  
Certification

Excluding Design



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

## REPORT ON ANNUAL GENERAL MEETING

### UNDER SECTION 121(1) OF THE COMPANIES ACT, 2013

1	Day, Date and Venue of the Meeting	Friday, 20 <sup>th</sup> September 2019 at 10:00 A.M at Registered office at Baliapatam, Kannur
2	Confirmation of with respect to appointment of chairman of the meeting	The Chairman of the Board and Audit Committee Shri T Balakrishnan was appointed as Chairman of the Meeting.
3	No of Members attended the meeting	17
4	Confirmation of Quorum	Quorum was confirmed
5	Confirmation of the Compliance with Act and Rules	It was confirmed that provisions of the Act, Rules and Secretarial Standards were fully complied
6	Business transacted at the Meeting and result thereof	Minutes of the Annual General Meeting is attached as Annexure -1
7	Particulars with respect to adjournment/postponement	Not Applicable
8	Any other points	Nil

For The Western India Plywoods Ltd

Company Secretary

Chairman of the Meeting

**THE WESTERN INDIA PLYWOODS LIMITED**  
**MINUTES OF THE 74<sup>TH</sup> ANNUAL GENERAL MEETING**

Nature of Meeting : Annual General Meeting  
Venue : Registered Office, Baliapatam, Kannur  
Date : 20.09.2019  
Time : 10.00 A.M

**Present**

**I. Directors**

SL .NO	NAME	DESIGNATION
1	Shri T Balakrishnan	Chairman
2	Shri P K Mayan Mohamed	Managing Director

**II. Shareholders**

Present in person	Present through proxy	Total
17	0	17

**In attendance**

- i. Shri Vineeth Krishnan - Statutory Auditor
- ii. Shri Murali Kanniyath - Scrutinizer
- iii. Shri R Balakrishnan - CFO & Company Secretary

**Chairman**

Shri T. Balakrishnan, Chairman presided over the meeting

**Quorum**

The Chairman declared that pursuant to the provisions of Section 103 (1) (a) (3) of the Companies Act, 2013, 15 members personally present shall form the quorum for the meeting. Since more than 15 members are present in person for the meeting, Chairman declared that there is proper quorum.

**Chairman's speech**

Welcoming the members to the 74<sup>th</sup> Annual General Meeting, chairman expressed concern over the effect of recent flood across Kerala and the disruption in business. He informed that there was increase in the turnover of the company compared to the previous year. The turnover has gone up by Rs 10 Crores. The company expects a better performance during the coming years.

He thanked the shareholders employees, dealers, suppliers, banks and other agencies connected with the business of the Company for their whole hearted corporation.

**Statutory registers and documents**

Statutory registers and documents required to be made available for the members during the meeting remained open and accessible during the continuance of the Meeting.



### **Notice of the meeting**

The Notice of the meeting dated 13.08.2019 was read and with the approval of members, the Chairman declared that the Balance sheet, Statement of Profit and Loss, Board's Report and Auditor's Report which have already been circulated among the members be taken as read.

### **Business Agenda and announcement of results for e-voting and postal ballot**

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 the Company had extended e-voting facility and in terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 facility for voting through ballot has been provided at the Venue of the Annual General Meeting to those members who have not voted earlier by E-voting. The e-voting Commenced on 17<sup>th</sup> September 2019 at 9 AM and ends on 19<sup>th</sup> September 2019 at 5 PM. Board has appointed Shri Murali Kanniyath, Practicing Company Secretary as the Scrutinizer for Scrutinizing the e-voting and polling by ballot at the venue of Annual General Meeting. It was also informed that after scrutiny of the votes casted in the e-voting and voting during AGM for all the five resolutions, Shri Murali Kanniyath will submit the Report. It was further informed that Chairman has authorized Shri R Balakrishnan, CFO & Company Secretary to countersign the Scrutinizer's Report of the total votes cast in favour or against, if any, and thereafter to declare the result of the voting forthwith and to publish the same in the website of the company.

Chairman also informed the meeting that the Auditor's Report attached to the Annual Report for the year ended 31st March, 2019 does not contain any qualifications, observations or Comments on financial transactions or matters, which have any adverse effect on the functioning of the company and hence the same, being already circulated among the members, be taken as read.

### **ORDINARY BUSINESS**

#### **1. Adoption of Accounts for the year ended 31st March, 2019-Ordinary Resolution**

Proposed by : Shri Balachandra Poduval

Seconded by : Shri Subbaraya Pai

"RESOLVED THAT the audited financial statements of the Company including Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2019 including balance sheet as at 31<sup>st</sup> March, 2019 and the statement of profit and loss for the year ended 31st March, 2019 together with the reports of the board of directors and the auditors of the Company thereon, as presented to the meeting, be and are hereby received, approved and adopted."


#### **2. To Declare dividend of Rs.0.90 (9% only) per Equity share of face value of Rs 10 for the financial year 2018-19- Ordinary resolution**

Proposed by : Shri Balachandra Poduval

Seconded by : Shri Ziyad P

RESOLVED THAT as recommended by the Board the equity dividend @ 90 paise per share of Rs 10 each be paid to the shareholder to the members whose name appears on the Registrar of Members as on the Record date.

For THE WESTERN INDIA PLYWOODS LTD.

  
R. Balakrishnan

**3. Reappointment of Shri Rajith Kuruvilla(DIN:00246757),retiring by rotation and seeking re election-Ordinary resolution**

Proposed by: Shri Bava T.M

Seconded by: Shri Aravindaksha Menon

“RESOLVED THAT Shri Ranjith Kuruvilla (DIN; 00246757) who retire by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as a director of the company.”

**SPECIAL BUSINESS**

**4. Re-appointment of Shri T. Balakrishnan as an Independent Director of the Company-Special Resolution**

Proposed by: Shri Bava T.M

Seconded by: Shri Mohana kumar T

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 21<sup>st</sup> May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri T. Balakrishnan whose current period of office is expiring on 12<sup>th</sup> August 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company w.e.f.12<sup>th</sup> August 2019.

Shri T Balakrishnan being interested in resolution No. 4 moved from the Chair and Mr. P K Mayan Mohamed, Managing Director, a non-interested Director, took the Chair and conducted the proceedings of the said Resolution until its completion. Shri T Balakrishnan did not participate in the discussion.

**5 Re-appointment of Smt. Pushya sitaraman as an Independent Director of the Company-Special Resolution**

Proposed by: Shri Aravindaksha Menon

Seconded by:Shri Mohankumar T

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 21<sup>st</sup> May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies

(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Pushya Sitaraman whose current period of office is expiring on 12<sup>th</sup> August 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company w.e.f. 12<sup>th</sup> August 2019.

### **Vote of Thanks**

The Company Secretary thanked the members for their cooperation in the successful conduct of the meeting

The Chairman declared that the proceedings of the meeting are over.

The meeting came to a close with vote of thanks to the chair at 11.00 AM

### **Voting Result**

The scrutinizer's Consolidated Report dated 20<sup>th</sup> September 2019, inter alia, containing the voting result of the remote e-voting and the polling by ballot at the venue of the AGM was received and declared as follows:

*Certified Copy*

For THE WESTERN INDIA PLYWOODS LTD.



R. Balakrishnan  
CFO & Company Secretary

**Item No. 1 Adoption of the Audited Financial Statements of the company for the year ended March 31,2019 and Directors' Report for the year ended and Auditors' Report Thereon along with Consolidated Financial Statements for the year ended March 31,2019 together with the Report of the Auditors' Thereon.**

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Proposed by		Shri Balachandra Poduval R						
Secounded by		Shri Subraya Pai R						
Whether Promoter/Promoter group are intrested in the agneda/resolution		No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No of Votes -- in favour	No of Votes -- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting Poll		23,19,820 3,500	0.00% -	23,19,820 3,500	- -	100% 100%	- -
	<b>Total</b>	<b>34,86,827</b>	<b>23,23,320</b>	<b>66.63%</b>	<b>23,23,320</b>	<b>-</b>	<b>100%</b>	<b>-</b>
Public Institution	E- Voting Poll	-	-	-	-	-	-	-
	<b>Total</b>	<b>12,94,235</b>	-	-	-	-	-	-
Public Non Institution	E- Voting Poll		1,38,570	-	1,38,570	-	100%	-
	<b>Total</b>	<b>37,06,278</b>	<b>1,38,570</b>	<b>3.74%</b>	<b>1,38,570</b>	<b>-</b>	<b>100%</b>	<b>-</b>
<b>Total</b>		<b>84,87,340</b>	<b>24,61,890</b>	<b>29.01%</b>	<b>24,61,890</b>	<b>-</b>	<b>100%</b>	<b>-</b>

For THE WESTERN INDIA PLYWOODS LTD.

R. Balakrishnan  
CFO & Company Secretary

Item No. 2 Declaration of Dividend for the year ended March 31, 2019									
Resolution required: (Ordinary/Special)		Ordinary Resolution							
Proposed by		Shri Balachandra Poduval R							
Seconded by		Shri Ponnann Ziyad							
Whether Promoter/Promoter group are interested in the agneda/resolution									
No									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E- Voting Poll		23,19,820	0.00%	23,19,820	-	100%	-	
			3,500	-	3,500	-	100%	-	
	<b>Total</b>	<b>34,86,827</b>	<b>23,23,320</b>	<b>66.63%</b>	<b>23,23,320</b>	<b>-</b>	<b>100%</b>	<b>-</b>	
Public Institution	E- Voting Poll		-	-	-	-	-	-	
			-	-	-	-	-	-	
	<b>Total</b>	<b>12,94,235</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
Public Non Institution	E- Voting Poll		1,38,570	-	1,38,570	-	100%	-	
			1,38,570	3.74%	1,38,570	-	100%	-	
	<b>Total</b>	<b>37,06,278</b>	<b>1,38,570</b>	<b>3.74%</b>	<b>1,38,570</b>	<b>-</b>	<b>100%</b>	<b>-</b>	
<b>Total</b>		<b>84,87,340</b>	<b>24,61,890</b>	<b>29.01%</b>	<b>24,61,890</b>	<b>-</b>	<b>100%</b>	<b>-</b>	

For THE WESTERN INDIA PLYWOODS LTD.

R. Balakrishnan  
CFO & Company Secretary

**Item No. 3 Re-appointment of Shri Ranjith Kuruvilla (DIN 00246757) as a Director on retirement by rotation.**

Resolution required: (Ordinary/Special) :		Ordinary Resolution					
Proposed by :		Shri Bava T M					
Seconded by :		Shri Aravindakshan C					
Whether Promoter/Promoter group are interested in the agneda/resolution							
No							
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100 (4)	No of Votes in favour (5)	No of Votes against (6)=[(4)/(2)] *100 (7)=[(5)/(2)]*100	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group		23,19,820	0.00%	23,19,820	-	100%	-
		3,500	-	3,500	-	100%	-
<b>Total</b>	<b>34,86,827</b>	<b>23,23,320</b>	<b>66.63%</b>	<b>23,23,320</b>	<b>-</b>	<b>100%</b>	<b>-</b>
Public Institution		-	-	-	-	-	-
		-	-	-	-	-	-
<b>Total</b>	<b>12,94,235</b>						
Public Non Institution		1,38,570	-	1,38,570	-	100%	-
		1,38,570	3.74%	1,38,570	-	100%	-
<b>Total</b>	<b>84,87,340</b>	<b>24,61,890</b>	<b>29.01%</b>	<b>24,61,890</b>	<b>-</b>	<b>100%</b>	<b>-</b>

For THE WESTERN INDIA PLYWOODS LTD.



R. Balakrishnan  
CFO & Company Secretary

**Item No. 4 Re-appointment of Shri T Balakrishnan (DIN 00052922 ) as an independent Director of the company for a period of five years with effect from August 13, 2019**

Resolution required: (Ordinary/Special)		Special Resolution					
Proposed by		Shri Bava T M					
Seconded by		Shri Mohana Kumar T					
Whether Promoter/Promoter group are interested in the agenda/resolution							
Category	No. of shares held	No. of votes polled	% of Votes polled on outstanding	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group		23,19,820	0.00%	23,19,820	-	100%	-
		3,500	-	3,500	-	100%	-
<b>Total</b>	<b>34,86,827</b>	<b>23,23,320</b>	<b>66.63%</b>	<b>23,23,320</b>	<b>-</b>	<b>100%</b>	<b>-</b>
Public Institution		-	-	-	-	-	-
<b>Total</b>	<b>12,94,235</b>						
Public Non Institution		1,38,570	-	1,38,570	-	100%	-
<b>Total</b>	<b>37,06,278</b>	<b>1,38,570</b>	<b>3.74%</b>	<b>1,38,570</b>	<b>-</b>	<b>100%</b>	<b>-</b>
<b>Total</b>	<b>84,87,340</b>	<b>24,61,890</b>	<b>29.01%</b>	<b>24,61,890</b>	<b>-</b>	<b>100%</b>	<b>-</b>

For THE WESTERN INDIA PLYWOODS LTD.

R. Balakrishnan  
CFO & Company Secretary

**Item No. 5 Re-appointment of Smt Pushya Sitaramam (DIN 06537196 ) as a independent Director of the company for a period of five years with effect from August 13, 2019 .**

Resolution required: (Ordinary/Special) :		Special Resolution						
Proposed by :		Shri Aravindakshan C						
Seconded by :		Shri Mohana Kumar T						
Whether Promoter/Promoter group are interested in the agneda/resolution		No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting Poll <b>Total</b>		23,19,820 3,500 <b>23,23,320</b>	0.00% - <b>66.63%</b>	23,19,820 3,500 <b>23,23,320</b>	- - <b>-</b>	100% 100% <b>100%</b>	- - <b>-</b>
Public Institution	E- Voting Poll <b>Total</b>		- - <b>12,94,235</b>	- - -	- - -	- - -	- - -	- - -
Public Non Institution	E- Voting Poll <b>Total</b>		- 1,38,570 <b>1,38,570</b>	- - <b>3.74%</b>	1,38,570 <b>1,38,570</b>	- - <b>-</b>	100% <b>100%</b>	- - <b>-</b>
<b>Total</b>		<b>84,87,340</b>	<b>24,61,890</b>	<b>29.01%</b>	<b>24,61,890</b>	<b>-</b>	<b>100%</b>	<b>-</b>

FOR THE WESTERN INDIA PLYWOODS LTD.



R. Balakrishnan  
CFO & Company Secretary



**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To  
Mr. T. Balakrishnan  
Chairman  
The Western India Plywoods Limited  
Baliapatam, Kannur  
Kerala - 670010

74<sup>th</sup> Annual General Meeting of the Equity Share Holders of **THE WESTERN INDIA PLYWOODS LIMITED (CIN: L20211KL1945PLC001708)** held on Friday, the 20<sup>th</sup> day of September, 2019 at 10:00 A.M at The Registered Office of the Company, Baliapatam, Kannur-670010

Dear Sir,

I, CS Murali Kanniyath, Company Secretary in Practice, holding Membership Number: FCS - 6916 and Certificate of Practice Number - 7543, S.D Complex, 1<sup>st</sup> Floor, Room No. T.P (N) 3-355, South Bazar, P.O Civil Station, Kannur, Kerala-670002, have been appointed by the Board of Directors of **THE WESTERN INDIA PLYWOODS LIMITED (CIN: L20211KL1945PLC001708)** Baliapatam, Kannur, Kerala - 670010 as Scrutinizer for the purpose of poll taken on the below mentioned resolution(s) at the 74<sup>th</sup> Annual General Meeting on Friday, the 20<sup>th</sup> day of September 2019 at 10:00 A.M. at the Registered office of the Company at Baliapatam, Kannur 670010, submit my report as under:

1. The poll papers were reconciled with the record maintained by the Company/Registrar and Transfer Agents of the Company.
2. There were no incomplete or defective poll papers which required elimination.



3. The result of the Poll is as under:

**a) Resolution 1: Ordinary Resolution**

**Consider and Adopt the Audited Financial Statements, Audited Consolidated Financial Statements, Report of the Board of Directors and Auditors for the year ended 31st March 2019**

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
13	142070	100%

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or in proxy)	Total Number of Votes cast by them
NIL	NIL

**b) Resolution No.2: Ordinary Resolution**

**Declaration of Dividend for the year ended March 31, 2019**

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
13	142070	100%

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



For THE WESTERN INDIA PLYWOODS LTD.

(iii) **Invalid votes:**

Number of members present and voting (in person or in proxy)	Total Number of Votes cast by them
NIL	NIL

**c) Resolution 3: Ordinary Resolution**

**Re-appointment of Shri Ranjith Kuruvilla (DIN 00246757 ) as a Director on retirement by rotation.**

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
13	142070	100%

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

Number of members present and voting (in person or in proxy)	Total Number of Votes cast by them
NIL	NIL

**d) Resolution No.4: Special Resolution**

**Re-appointment of Shri T Balakrishnan (DIN 00052922 ) as a independent Director of the company for a period of five years with effect from August 12, 2019**

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
13	142070	100%

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid** votes:

Number of members present and voting (in person or in proxy)	Total Number of Votes cast by them
NIL	NIL

**e) Resolution No.5: Special Resolution**

**Re-appointment of Smt Pushya Sitaramam (DIN 06537196 ) as a independent Director of the company for a period of five years with effect from August 12, 2019 .**

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
13	142070	100%

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

Number of members present and voting (in person or in proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

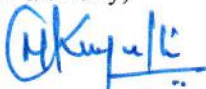
(iii) **Invalid** votes:

Number of members present and voting (in person or in proxy)	Total Number of Votes cast by them
NIL	NIL

4. All the relevant records of electronic voting will remain in our safe custody until the chairman considers, approves and signs the minutes of the 74<sup>th</sup> AGM and the same will be handed over to the company secretary for safe keeping.

Thanking You

Yours Faithfully,



**MURALI KANNIYATH, FCS**  
COMPANY SECRETARY  
S.D. COMPLEX, ROOM No: T.P. (N)3/355  
SOUTH BAZAR, KANNUR - 670 002  
C.P. No: 7543

Place: Kannur  
Date : 20-09-2019



For THE WESTERN INDIA PLYWOODS LTD.

  
R. Balakrishnan  
CFO & Company Secretary



20.09.2019

To  
Mr. T. Balakrishnan  
Chairman  
THE WESTERN INDIA PLYWOODS LIMITED  
Baliapatam, Kannur,  
Kerala - 670010

Sir,

**Sub: Report of the Scrutinizer on Remote Electronic Voting**

I, CS Murali Kanniyath, Company Secretary in Practice, holding Membership Number: FCS - 6916 and Certificate of Practice Number - 7543, S.D Complex, 1<sup>st</sup> Floor, Room No. T.P (N) 3-355, South Bazar, P.O Civil Station, Kannur, Kerala-670002, have been appointed by the Board of Directors of **THE WESTERN INDIA PLYWOODS LIMITED (CIN: L20211KL1945PLC001708)** Baliapatam, Kannur, Kerala - 670010 as Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling 74<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September 2019.

As the Scrutinizer, I report that in compliance of the provision of Rule 20 (4) (vi) of the Companies(Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from Tuesday, the 17<sup>th</sup> day of September, 2019 (09.00 A.M.) to Thursday, the 19<sup>th</sup> day of September, 2019 (05.00 P.M). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.



On completion of the remote e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 19<sup>th</sup> September 2019, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.

The following is the summary of remote e-voting result:

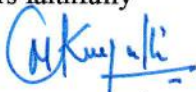


Res olu tion No.	Subject Matter of Resolution	Total Numbe r of Voters	ASSENT / IN FAVOUR OF				DISSENT / AGAINST	
			Total No. Of shares through E- voting	No. Of Votes through E- voting	%of votes in favour on votes through E- voting	% Of Paid up share capital	No. of Votes throug h E- voting	% of votes against on votes throug h E- voting
<b>ORDINARY BUSINESS – ORDINARY RESOLUTION</b>								
1	Consider and Adopt the Audited Financial Statements, Audited Consolidated Financial Statements, Report of the Board of Directors and Auditors for the year ended 31st March 2019	32	2319820	2319820	100%	27.33%	-	-
2	Declaration of dividend	32	2319820	2319820	100%	27.33%	-	-
3	Consider and appoint a Director in place of Shri E. Ranjith Kuruvilla who retires by rotation and being eligible, offers himself for re-appointment.	32	2319820	2319820	100%	27.33%	-	-
<b>SPECIAL BUSINESS – SPECIAL RESOLUTION</b>								
4	Re-appointment of Shri T Balakrishnan as a independent Director of the company for a period of five years with effect from August 12, 2019	32	2319820	2319820	100%	27.33%	-	-
5	Re-appointment of Smt Pushya Sitaramam as a independent Director of the company for a period of five years with effect from August 12, 2019.	32	2319820	2319820	100%	27.33%	-	-

Witnesses to the unblocking of votes:

No.	Name	Address	Signature
1	Rudy Noble Saljith	Sun Nest, Puthiyatheru Post Chirakkal, Kannur, Kerala 670011	
2	Vandana T V	Chaithanyam, Andamkovval, Kunhimangalam, Kerala 670309	

Thank you  
Yours faithfully



**MURALI KANNIYATH, FCS**  
COMPANY SECRETARY



Place : Kannur  
Date : 20-09-2019

For THE WESTERN INDIA PLYWOODS LTD.





**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR  
THE WESTERN INDIA PLYWOODS LIMITED**

To,  
Mr. T. Balakrishnan  
Chairman  
The Western India Plywoods Limited  
Baliapatam, Kannur  
Kerala - 670010

74<sup>th</sup> Annual General Meeting of the Equity Share Holders of **THE WESTERN INDIA PLYWOODS LIMITED (CIN:L20211KL1945PLC001708)** held on Friday, the 20<sup>th</sup> day of September, 2019 at 10:00 A.M at The Registered Office of the Company, Baliapatam, Kannur-670010.

**Sub: Passing of resolutions through remote e-voting and poll conducted at the 74<sup>th</sup> Annual General Meeting of the Equity Shareholders of THE WESTERN INDIA PLYWOODS LIMITED.**

I, CS Murali Kanniyath, Company Secretary in Practice, holding Membership Number: FCS - 6916 and Certificate of Practice Number - 7543, S.D Complex, 1<sup>st</sup> Floor, Room No. T.P (N) 3-355, South Bazar, P.O Civil Station, Kannur, Kerala-670002, have been appointed as Scrutinizer by the Board of Directors for the Remote Electronic Voting and for the purpose of poll taken on the below mentioned resolution(s) at the 74<sup>th</sup> Annual General Meeting of **THE WESTERN INDIA PLYWOODS LIMITED (CIN: L20211KL1945PLC001708)** held on Friday, the 20<sup>th</sup> day of September, 2019 at 10:00 A.M at The Registered Office of the Company, Baliapatam, Kannur-670010.

The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Tuesday, the 17<sup>th</sup> day of September, 2019 (09.00 A.M.) to Thursday, the 19<sup>th</sup> day of September, 2019 (05.00 P.M). M/s. Cameo Corporate Service Limited is the Registrar and Share Transfer Agent of the Company. The Remote e-voting results were unblocked by me on 19<sup>th</sup> September 2019 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 20<sup>th</sup> September 2019 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the Remote e-voting to cast their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 20<sup>th</sup> September 2019 attached herewith.



The result of the Remote E-voting together with that of the Poll is as under:

Resolution No.	Subject Matter of Resolution	Particulars of Voting	Total number of voters	Votes in favour of the resolution		Votes against the resolution	
				No	%	No	%
<b>ORDINARY BUSINESS – ORDINARY RESOLUTION</b>							
1	Consider and Adopt the Audited Financial Statements, Audited Consolidated Financial Statements, Report of the Board of Directors and Auditors for the year ended 31st March 2019	E-voting	32	2319820	100%	-	-
		Poll	13	142070	100%	-	-
		<b>Total</b>	<b>45</b>	<b>2461890</b>	<b>100%</b>	-	-
2	Declaration of dividend	E-voting	32	2319820	100%	-	-
		Poll	13	142070	100%	-	-
		<b>Total</b>	<b>45</b>	<b>2461890</b>	<b>100%</b>	-	-
3	Consider and appoint a Director in place of Shri E. Ranjith Kuruvilla who retires by rotation and being eligible, offers himself for re-appointment.	E-voting	32	2319820	100%	-	-
		Poll	13	142070	100%	-	-
		<b>Total</b>	<b>45</b>	<b>2461890</b>	<b>100%</b>	-	-
<b>SPECIAL BUSINESS – SPECIAL RESOLUTION</b>							
4	Re-appointment of Shri T Balakrishnan as a independent Director of the company for a period of five years with effect from August 12, 2019	E-voting	32	2319820	100%	-	-
		Poll	13	142070	100%	-	-
		<b>Total</b>	<b>45</b>	<b>2461890</b>	<b>100%</b>	-	-
5	Re-appointment of Smt Pushya Sitaramam as a independent Director of the company for a period of five years with effect from August 12, 2019 .	E-voting	32	2319820	100%	-	-
		Poll	13	142070	100%	-	-
		<b>Total</b>	<b>45</b>	<b>2461890</b>	<b>100%</b>	-	-

All resolutions (Ordinary & Special ) stand passed under Remote E-voting and Poll with requisite majority as specified under the Companies Act, 2013.

Thanking you  
Yours faithfully

Place : Kannur  
Date : 20.09.2019

*Handwritten signature*

**MURALI KANNIYATH, FCS**



For THE WESTERN INDIA PLYWOODS LTD

*Handwritten signature*  
R. Balakrishna  
CFO & Company Secretary