

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

NOTICE OF ANNUAL GENERAL MEETING:

NOTICE is hereby given that the 73rd Annual General Meeting of The Western India Plywoods Limited will be held on Friday 28th September, 2018 at 3.30 pm at the registered Office of the Company at Kannur, to transact, with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss, Statement of changes in Equity for the financial year ended on that date together with Cash flow statement, report of the Board of Directors and Auditors thereon.
 - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Auditors Report thereon.
2. To consider and appoint a Director in place of Shri E. Ranjith Kuruvilla who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if, thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions contained in sections 196,197,203, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments thereto or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, approval be and is hereby accorded for the appointment of Shri. P.K. Mayan Mohamed as Managing Director for a period of three years effective from 12th December, 2017 and for the payment of remuneration as given hereunder, with liberty to the Board to alter and vary such terms and conditions including remuneration so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendments thereto as may be decided by the Board of Directors.”

Remuneration:

- a. Monthly salary of Rs.2.20 Lakhs
- b. Commission: One percent of Net profits as computed pursuant to Section 198 of the Companies Act, 2013 subject to the overall remuneration (including Salary & Commission), specified in Schedule V of the Act.
- c. Perquisites
 1. Company’s contribution towards provident Fund, Gratuity and Superannuation Fund should not exceed the limits prescribed under Income Tax Act.
 2. House Rent: House rent allowance at 50% of the monthly salary.
 3. Medical benefits to self and family: Reimbursement of expenses actually incurred the total cost of which to the Company shall not exceed one month’s salary in a year.
 4. Leave: On full pay and allowance as per Rules of the Company but not exceeding one month’s leave for every eleven months service, subject to the condition that leave accumulated but not availed of will not be allowed to be encashed.

RESOLVED FURTHER that if in any financial year, the Company has no profits or is having inadequacy of profits, Shri P K Mayan Mohamed shall be paid Managerial Remuneration as specified above subject to the overall limits specified in Schedule V.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to this resolution”.

By the order of the Board
For The Western India Plywoods Limited

Date: 13.08.2018
Place: Kannur

R Balakrishnan
CFO & 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 22nd September 2018 to 28th September 2018 both days inclusive.
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 10th September, 2018.
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. 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 Limited, Chennai for the necessary help
9. 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).

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 - 180820062
- iv) Now Enter your User ID:

	for Members holding shares in Demat form	for Members holding shares in Demat 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. E.g. 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 authorized 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 25th September 2018 at 9 am and ends on 27th September 2018 at 5 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 21st September 2018 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. 21st September 2018 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 21st September 2018) 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 21st September 2018, 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: 13.08.2018

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

R.Balakrishnan
CFO & 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 item no. 3, of the accompanying Notice dated 13.08.2018.

Shri. Mayan Mohamed was appointed as Managing Director for a period of three years commencing from 11.11.2014 and his remuneration was also fixed for a period of three years.

The Board of Directors in their meeting held on 12.12.2017 decided to reappoint Shri. P.K. Mayan Mohamed as Managing Director for further period of three years w.e.f 12.12.2017 and referred this matter to the Nomination and Remuneration Committee for recommendation of suitable remuneration payable to him.

The Committee after due consideration of the matter with reference to the provisions contained in Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules thereunder read with Schedule V had recommended the remuneration to be paid as specified in the resolution.

The Board, after careful consideration adopted the recommendations of the Nomination and Remuneration Committee and resolved to re-appoint Shri. Mayan Mohammed as Managing Director for a term of three years w.e.f 12.12.2017 and fix his remuneration as detailed above subject to the approval of Members at the Annual General Meeting.

None of the Directors other than Shri. Mayan Mohamed is interested in the above resolution. Shri. P.K. Mayan Mohamed is son of Late P.K. Mohamed, Former Managing Director. Shri. Mayan Mohamed is interested to the extent of remuneration receivable by him as Managing Director. Shri. Mayan Mohamed holds, 92610 equity shares of Rs.10/- each in the Company.

THE INFORMATION IN RESPECT OF ITEM NO.2 & 3 IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 ABOUT THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER

Particulars	Item No. 2	Item No. 3
Name of Director	Ranjit Kuruvilla	P K Mayan Mohamed
Date of Birth	21.02.1960	23.08.1964
Date of Appointment on the Board	07.08.2017	09.06.2001
Qualification	B. Com	B Tech (Mechanical)
Experience in specific functional areas	Industrialist. More than 29 years of experience in handling and managing various manufacturing facilities and has proven track for developing markets for products	Industrialist
List of other Public Companies in which Directorship held	Nil	a. Kohinoor Saw Mills Company Limited b. Mayabandar Doors Limited c. Southern Veneers and Woodworks Limited
Chairman/Member of the Committee of the Board of Director of the Company	Nil	<u>Member</u> a. Stakeholders Relationship Committee
Chairman/Member of the Committee of other Companies in which he is a Director	Nil	Nil
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on March 31, 2018	202910	92610
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of meetings attended during the year.	1	5

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

Place : Kannur
Date : 13.08.2018

R. Balakrishnan
CFO & Company Secretary