

THE WESTERN INDIA PLYWOODS LIMITED

Regd. Office: VALAPATANAM, KERALA, INDIA

PIN 670010, Tel: 0497-2775120

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 80th Annual General Meeting (AGM) of the Members of THE WESTERN INDIA PLYWOODS LIMITED will be held on Thursday 25th September, 2025 at 11:00 a.m (IST) through Video Conference (VC) for which purpose the Registered Office of the Company situated at Mill Road, Valapattanam, Kannur- 670010 shall be deemed to be the venue for the Meeting and the proceedings of the AGM shall be deemed to be made there at, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial statements of the Company for the Financial year ended on March 31, 2025 and the reports of the Board of Directors and the Auditors thereon:
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**
“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025, together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby approved and adopted.”
2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025 and the report of the Auditors thereon:**
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**
“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the year ended on March 31, 2025, together with the report of the Auditors thereon, as circulated to the members, be and are hereby approved and adopted.
3. **To declare dividend of Rs. 1.20/- per equity share of Rs. 10/- each for the Financial Year ended on March 31, 2025:**
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
“**RESOLVED THAT** approval be and is hereby accorded to declare and pay final dividend of Rs. 1.20/- per equity share of the face value of Rs. 10/- each fully paid up, of the Company, as recommended by the Board of Directors for the Financial Year ended on March 31, 2025.”
4. **To re-appoint Mr. Thiruvengadam Parthasarathi (DIN: 00016375), who retires by rotation and being eligible, offers himself for re-appointment:**
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of The Companies Act, 2013 and rules made thereunder (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force) read with Article of the Articles of Association, Mr. Thiruvengadam Parthasarathi (DIN: 00016375), who retires by rotation at this AGM and being eligible, seeks re-appointment, be and is hereby re-appointed as a Non-Executive Non – Independent Director, liable to retire by rotation.

SPECIAL BUSINESS

Appointment of M/s Gopimohan Satheesan and Associates, Practising Company Secretaries as Secretarial Auditor of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company to conduct the Secretarial Audit of the Company for a period of 5 (five) consecutive years i.e. from financial year 2025-26, at such remuneration as may be determined by the Board of Directors of the Company on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution,”

By Order of the Board
For THE WESTERN INDIA PLYWOODS LIMITED

R BALAKRISHNAN

CFO & Company Secretary
Membership No: 7119

Place: Kannur
Date: 13.08.2025

NOTES:

1. Pursuant to the Circular No. 14/2020 (dated April 8, 2020), Circular No. 17/2020 (dated April 13, 2020) Circular No. 20/2020 (dated May 5, 2020), Circular No. 02/2021 (dated January 13, 2021), Circular No. 19/2021 (dated December 8, 2021), Circular No. 21/2021 (dated December 14, 2021), Circular No. 02/2022 (dated May 5, 2022), Circular No. 10&11/2022 (dated December 28, 2022) and Circular No. 09/2023 (dated September 25, 2023) issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated (May 12, 2020), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 (dated January 15, 2021), SEBI Circular No. SEBI/HO/CFD/CMF2/CIR/P/2022/62 (dated May 13, 2022), SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 (dated January 5, 2023) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 (dated October 7, 2023) and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated (October 3, 2024) (hereinafter referred to as 'Circulars'), AGM will be held through Video Conferencing (VC) or other Audio Visual Means (OAVM), where physical attendance of the Members at the AGM Venue is not required. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/electronic system.

2. In accordance with the Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC and participate there at and cast their votes through e-Voting.
3. Since the AGM will be held through VC, the route map, proxy form and attendance slips are not annexed to this Notice.
4. In compliance with the Circulars, the financial statements including Board's Report, Auditor's Report or other documents required to be attached therewith (together referred to as Annual Report FY25) and Notice of AGM are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s) as on 20.08.2025 and to all other persons so entitled. The Company shall send a physical copy of the Annual Report to those members who specifically request for the same at secretarial.westernply@gmail.com mentioning their Folio No. / DP ID and Client ID.
5. In line with the Circulars, the Notice calling the AGM along with Annual Report FY 25 has also been uploaded on the website of the Company at www.wipltd.in. The Notice can also be accessed from the Website of the Stock Exchange at www.nseindia.com respectively and the AGM Notice is also available on the Website of CDSL (agency for providing the Remote e-voting facility) i.e. www.cdslindia.com.
6. The members can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 Members on first come first served basis. However, this number does not include the large shareholders i.e. Shareholders holding 2% or more shareholding, promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
8. The dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within 30 days from the date of declaration to the Members holding equity shares as on the record date i.e. 18.09.2025 on 8487340 shares of the Company.'
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 19.09.2025 to 25.09.2025 both days inclusive, for annual closing and determining the entitlement of the Members to the final dividend for financial year 2024-2025.
10. The Company has fixed 18.09.2025 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended 31.03.2025, if approved at the AGM.
11. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f April 1, 2020, and the Company is required to deduct tax at Source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, verify the documents and provide exemption.

12. Corporate members are requested to send a duly certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
13. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out above in the notice is annexed hereto.
14. Information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Obligations") and Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice. The concerned Directors have furnished the requisite declarations for their appointment and their brief profile forms part of the explanatory statement.
15. All documents referred to in the notice are available for inspection through secured electronic mode by writing of the Company at its email ID: secretarial.westernply@gmail.com till the date of the meeting.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
17. During the AGM, the Register of Directors and Key Managerial and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the said Act and other documents referred to in the explanatory statement will be available electronically for inspection without any fee by the members upon login at CDSL e-voting system at www.evotingindia.com
18. In accordance with Regulation 40 of the Listing Regulations all requests for transfer of Securities, including transmission and transportation requests, shall be processed only in dematerialized form. In view of the same and to get inherent benefits of dematerialization, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialized form. Members can contact Company's RTA at murali@cameoindia.com for assistance in this regard.

Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in demat form only, while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed suspense Account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company at www.wipltd.in .
19. SEBI vide its Circular dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities.

In terms of the above Circular, Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details.
20. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc to their Depository Participant ("DP") in case the shares are held in electronic form and to the Company's Registrar and Share Transfer Agent at murali@cameoindia.com in case the shares are held in physical form, in prescribed Form ISR -1 , quoting their folio number and enclosing the self- attested supporting document.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.
22. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
23. AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with circulars.
24. Mr. Murali Kanniyath, practicing Company Secretary, has been appointed as the Scrutinizer to Scrutinize the e-Voting process in a fair and transparent manner.
25. The Scrutinizer shall submit, not later than 2 working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.
26. The Results shall be declared by the Chairman or the person authorized by him in writing not later than 2 working days of conclusion of the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wipltd.in and on the website of CDSL www.evoting.cdsl.com immediately after the results is declared by the Chairman.
27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holding should be obtained from the concerned Depository Participants and holdings should be verified periodically.
28. All documents, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's RTA, Cameo Corporate Services Limited at the address mentioned below:
M/s Cameo Corporate Service Limited
Subramanian Building
No.1 Club House Road,
Chennai-600002
Ph: 28460390

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 20.08.2025. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 22.09.2025 at 09:00 am and ends on 24.09.2025 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18.09.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen

	will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN No. 250819005 for the relevant The Western India Plywoods Limited on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz secretarial.westernply@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning

their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to murali@cameoindia.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board
For THE WESTERN INDIA PLYWOODS LIMITED

R BALAKRISHNAN
CFO & Company Secretary
Membership No: 7119

Place: Kannur
Date: 13.08.2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Pursuant to the provision of Section 204 of the Companies Act, 2013 ('Act') read with rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is required to undertake Secretarial Audit by a Company Secretary in practice or a firm of Company Secretary (ies) in practice who shall be a Peer Reviewed Company Secretary. As per Regulation 24A of the Listing Regulations, Secretarial Auditors shall be appointed with the approval of shareholders at their Annual General Meeting basis on the recommendation of the Board of Directors.

In the view of the above, based upon the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on May 26, 2025 appointed M/s Gopimohan Satheesan and Associates, practicing Company Secretaries, a peer reviewed firm, (Peer Review No. 4078/2023 & Firm Registration No. AAN - 0892) as secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for a period of 5 (five) consecutive years i.e. from FY26 to FY30, subject to approval of the shareholders.

The remuneration for the Secretarial Auditor for the period shall be determined by the Board in consultation with the Audit Committee.

A consent letter and an eligibility certificate have been received from M/s Gopimohan Satheesan and Associates, practicing Company Secretaries, consenting to act as the Secretarial Auditors of the Company and confirming their eligibility for appointment in accordance with the provisions of the Section 204 of the Act read with rule made thereunder and Regulation 24A of the Listing Regulations.

M/s Gopimohan Satheesan and Associates LLP is one of the leading firm of practicing Company Secretaries in Kerala with experienced team of 7 qualified members having expertise in Corporate and Securities Laws, Intellectual Property Rights, Project Financing, IBC & NCLT, SME Listing Compliances etc.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested (financial and otherwise) in the resolution.

The Board of Directors recommends the Ordinary Resolution set out item No. 5 for your consideration and approval.

ANNEXURE - A
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
AT THE 80th ANNUAL GENERAL MEETING

(Pursuant to the Listing Regulations and Secretarial Standard on
General Meetings issued by the The Institute of Company Secretaries of India)

AGENDA ITEM NUMBER: 4

Name of the Director	Thiruvengadam Parthasarathi, Non-Executive Non-Independent Director		
DIN	00016375		
Date of Birth	28/12/1951		
Age	74		
Date of first appointment of the Board	29.06.2020		
Date of re-appointment by the Members	12.08.2023		
Qualifications	B Tech (IIT Madras) 1973 PGSIPL 1975, FCMA		
Brief Resume and nature of expertise in functional areas	National Director of the Deloitte Touche Tohmatsu India Private Limited (DTIPL). He has over 40 years of experience in Management Consultancy with a breadth of experience in India, the Middle and Far East Asia, Africa, Europe and the USA.		
Relationship with other Directors and Key Managerial Personnel	NIL		
Directorship in listed Companies	Fine Organics Industries Limited Centum Electronics Limited		
Name of companies (except foreign companies) in which Mr.Thiruvengadam Parthasarathi holds Directorships and Memberships of Committees of the Board	Name of the Company	Name of the Committee	Position
	Centum Electronics Limited	Audit Committee	Member
	The KCP Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
	Fine Organic Industries Limited	Nomination & Remuneration Committee	Chairman
		Audit Committee	Member
		Risk Management Committee	Member
	Name of the Company		Nature of directorship
	1. Fine Organic Industries Limited		Director
	2. Centum Electronics Limited		Director
	3. Surin Automotive Private Limited		Director
	4. Micromatic Machine Tools Private Ltd		Director
	5. Dtdc Express Limited		Director
	6. Ace Multi Axes Systems Limited		Director
	7. Margo Biocontrols Private Limited		Director
	8. P J Margo Private Limited		Director
	9. The KCP Limited		Director

Number of Shares held in the Company	NIL
Terms and Conditions of Re-appointment	• Re-appointment pursuant to the provisions of section 152 of the Act • Liable to retire by rotation • Entitled to receive sitting fees for attending Board and Committee meetings
Total remuneration drawn in Financial year ended on March 31, 2025	Rs. 2.00 lakhs towards sitting fees.
Attendance in Board, Committee and General Meetings in Financial Year ended March 31, 2025	Mr. Thiruvengadam Parthasarathi has attended 4 Board, 4 committee and General meeting during the Financial year 31.03.2025
Declaration	Mr. Thiruvengadam Parthasarathi is not debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

By Order of the Board
For THE WESTERN INDIA PLYWOODS LIMITED

R BALAKRISHNAN
CFO & Company Secretary
Membership No: 7119

Place: Kannur
Date: 13.08.2025