



The West Coast Paper Mills Limited

Regd. Office : Bangur Nagar, Dandeli - 581325, Karnataka

NOTICE

NOTICE is hereby given that the 56th Annual General Meeting of the members of THE WEST COAST PAPER MILLS LIMITED will be held at the Registered Office of the Company at Bangur Nagar, Dandeli – 581 325, Uttara Kannada District, Karnataka, on Saturday, the 30th July 2011, at 4.00 P.M. to transact the following business :

Ordinary Business :

1. To consider and adopt the Profit and Loss Account for the year ended March 31, 2011 and Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To confirm interim dividend paid on Preference Shares and to declare dividend on Equity Shares for the year ended on March 31, 2011.
3. To appoint a Director in place of Shri PN Kapadia, who retires by rotation under Article 143 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri R.N. Mody, who retires by rotation under Article 143 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Lt. Genl. (Retired) Utpal Bhattacharyya, who retires by rotation under Article 143 of the Articles of Association of the Company and being eligible, offers him self for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

Special Business:

7. To consider and, if thought fit, to pass, with or without modifications, the following as an Ordinary Resolution:
"RESOLVED THAT Pursuant to the provisions of Sections 198, 269, 309 read with schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, the approval of the Company be and is hereby accorded to the re-appointment of Shri K.L. Chandak, as Executive Director of the Company, for a further period of three years with effect from December 01, 2010 on the following

remuneration and terms and conditions, as decided by the Remuneration Committee of the Directors:

1. Emoluments:

- i. Salary - Rs.4,00,000/- (Rupees Four Lakh only) per month.
- ii. Special Allowance – Rs.7,500/- (Rupees Seven Thousand Five Hundred Only) per month.

The Remuneration Committee is authorised to raise salary by giving annual increments on 1st December every year.

2. Perquisites :

- i. Housing: Furnished accommodation with free electricity and water supply.
- ii. Medical Reimbursement : Medical and Hospitalization benefits for him and his family by way of reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed one month's salary in a year or three months' salary over a period of three years.
- iii. Leave : On full pay and allowances in accordance with the Rules of the Company.
- iv. Leave Travel Concession : For him and his family once in a year in accordance with the Rules of the Company.
- v. Club Fees : Fees and subscriptions of two clubs.
- vi. Personal Accident Insurance : Premium as per the Rules of the Company.
- vii. Provident Fund & Superannuation Fund : Contribution to Provident Fund and Superannuation Fund in accordance with the Rules of the Company.
- viii. Gratuity : One half month's salary for each completed year of service in accordance with the Rules of the Company. The past period of his service as an Executive of the Company will be reckoned for determining the completed years of service.
- ix. Conveyance : Provision of Car for use on the Company's Business. In case Car is not provided, then reimbursement of expenses incurred on conveyance up

to Rs.35,000/- (Rs. Thirty Five Thousand only) per month.

- x. Telephone : Free telephone facility at residence.
- xi. Other benefits as are applicable to other senior executives of the Company (including but not limited to production / incentive bonus, ex-gratia, encashment of leave, subject to maximum of Ninety days, compensatory allowance in accordance with the schemes of the Company).
- xii. The appointment may be terminated by either party by giving three months notice in writing of such intention.

"FURTHER RESOLVED THAT in the event of any modification or revision in the provisions of remuneration payable to whole-time Directors, as set out in the Schedule XIII of the Companies Act, 1956, the Remuneration Committee of Directors shall be entitled at their discretion to revise the remuneration payable to Shri K.L. Chandak from the date of such modification or revision, without any further reference to the Company in general meeting."

"FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year, the Executive Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule XIII of the Companies Act, 1956 or within such ceilings as may be prescribed under Schedule XIII from time to time or the Companies Act, 1956 and as may be amended or re-enacted from time to time."

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

"FURTHER RESOLVED THAT Shri K.L. Chandak shall not, during his term of office as Executive Director, be liable to retire by rotation."

"FURTHER RESOLVED THAT Shri K.L. Chandak will not be paid any sitting fees for attending the meetings of Board of Directors or Committees thereof."

8. To consider and, if thought fit, to pass, with or without modifications, the following as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and/or any statutory modification or re-enactment thereof from time to time in force and subject to the approval of the Central Government, if required and subject to such conditions, modifications and changes as the Central Government may direct, require and approve and which the Directors be and

are hereby authorized to accept, consent of the Company be and is hereby accorded to the appointment of and payment of remuneration to Shri. S. K. Bangur as Chairman & Managing Director of the Company for a further period of five years with effect from May 01, 2011, as detailed in the annexed explanatory statement in respect of this Resolution, with powers to the Board of Directors (which term shall be deemed to include any Committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated by the Board) to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Shri S. K. Bangur within the limits prescribed under schedule XIII to the said Act or any statutory amendments(s) and/or modification(s) thereto.

RESOLVED FURTHER THAT subject to Sections 198, 309 and other applicable provisions, if any, of the Companies Act, 1956, the remuneration payable to Shri S.K.Bangur as Chairman & Managing Director by way of salary, perquisites, commission and other allowances shall not exceed five per cent of the net profits of the Company and if there are more than one such managerial person, ten percent for all of them together in a financial year.

RESOLVED FURTHER THAT notwithstanding the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Shri S.K.Bangur as Chairman & Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits specified under Section II, Part II of Schedule XIII to the Companies Act, 1956, as amended from time to time subject to the compliance of provisions thereof, but in any event shall not exceed the remuneration payable when the profits of the Company are adequate.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT Shri. S.K.Bangur be a Director who will not be liable to retire by rotation.

FURTHER RESOLVED THAT Shri SK Bangur will not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.

9. **Appointment of Shri MP Taparia as a Director of the Company**

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary

Resolution:

“RESOLVED THAT Shri MP Taparia, who was appointed by the Board of Directors as Additional Director with effect from 11th November 2010 and who holds office up to the date of this Annual General Meeting of the Company in terms of Article 129 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act

proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

By Order of the Board,

Place : Mumbai

P. K. Mundra

Date : May 24, 2011

VP (Finance) & Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Members/Proxies should bring, duly filled-in, Attendance Slip sent herewith for attending the meeting.

Members holding shares in DEMAT form are requested to incorporate the DP ID Number and Client ID Number in the Attendance Slip for easy identification of attendance at the meeting.
3. The Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956, in respect of the business under item nos. 7, 8 and 9 set out above, is annexed hereto.
4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays and holidays, between 10:00 Hrs. and 12:00 Hrs. up to the date of the Annual General Meeting.
5. The Register of Members and the Share Transfer Books will remain closed from 16th July 2011 to 30th July 2011 (both the days inclusive).
6. The equity dividend as recommended by the Board of Directors, if declared at the meeting, will be paid, without any deduction of tax, on or after 3rd August 2011 to those shareholders whose names appear in the Register of Members on 30th July 2011. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership at the close of business hours on 15th July 2011, based on the details to be furnished by National Securities Depository Limited and Central Depository Services(India) Limited, for this purpose.
7. In compliance with the SEBI circular, the Company has assigned all the work related to share registry in terms of both physical and electronic to –

Link Intime India Pvt.Ltd.,

C-13, Kantilal Maganlal Estate

Pannalal Silk Mills Compound

LBS Road, Bhandup (W)

MUMBAI-400 078.

Ph: (022) 2596 3838; Fax: (022) 2596 2691;

E-mail: mumbai@linkintime.co.in

All the members are requested to send/deliver their documents/correspondence relating to the Company's Share Transfer/Demat/Remat requests to the above Registrars and Share Transfer Agents. Members holding shares in physical form are requested to notify, promptly, any change in their address, to the Registrars and Share Transfer Agents.

- (i) As per RBI notification, with effect from 1st October,2009, the remittance of the dividend through ECS is replaced by National Electronic Clearing Service(NECS). The advantages of NECS over ECS include faster credit of remittance to beneficiary's account, coverage of more bank branches and ease of operations for remitting agencies.

Members holding shares in physical form and desiring to avail of this NECS facility are requested to provide the particulars as per format furnished in the web site of the Company. Members are requested to follow the instructions mentioned therein.

Members may please note that the Company shall not be liable for any loss or damage which may arise out of submission of any incorrect particulars by the members.

- (ii) With a view to provide protection against fraudulent encashment of dividend warrants, the members were requested in the past to provide their bank account numbers, names of the banks and addresses of the branches to enable the Company to incorporate the said details in the dividend warrants. Those members who are holding shares in physical form and who have not yet furnished such information are again requested to furnish these details quoting their folio numbers to reach the Registrar and Share Transfer Agents, at the address given above, latest by 15th July 2011, to enable them to incorporate this information in the dividend warrants. Members will appreciate that the Company will not be

responsible for any loss arising out of fraudulent encashment of dividend warrants.

(iii) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/deletion in bank details. Such members may therefore give instructions regarding change/deletion in bank details to their Depository Participants only.

8. Pursuant to the provisions of Section 205-C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund. Thereafter, members shall not be able to register their claim in respect of their unencashed dividends. Members who have not yet

encashed their dividend warrants for the financial year ended on March 31, 2004 and onwards are advised to make their claims to the Company, without any delay.

The Unclaimed dividend for the year ended on March 31, 2004 will be transferred to the Investor Education and Protection Fund in terms of the provisions of Section 205 A(5) of the Companies Act, 1956, in the month of November 2011.

9. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of the same to the meeting.

10. The brief profile of the Directors retiring by rotation and eligible for re-appointment by Clause 49 (IV) (G) of the Listing Agreement with the Stock Exchanges is given below and forms part of the notice:

Sl. No.	Nature of Information	Item No.3 of Notice	Item No.4 of Notice	Item No.5 of Notice
1.	Name	Shri P.N.Kapadia	Shri R.N.Mody	Lt. Gen[Rtd]Utpal Bhattacharyya
2.	Age	62 years	72 years	63 years
3.	Director of Company since	7th August 1992	30th November 1993	27th May 2009
4.	Expertise in specific functional areas	Industrialist	Business	Retired Army Officer
5.	Directorship in other companies	1) Harshadray Pvt. Ltd. 2) Farm Chemicals Pvt. Ltd. 3) Drayden Pvt. Ltd. 4) TUV India Pvt. Ltd. 5) Harshadray Investment Pvt Ltd. 6) De Nora India Ltd. 7) Kaira Can Company Ltd. 8) Silicon Interfaces Pvt. Ltd. 9) Silicon Interfaces America Inc., U.S.A. 10) Protos Engineering Co. Pvt. Ltd. 11) Sortimat Protos Automation Pvt. Ltd. 12) Alkyl Amines Chemicals Ltd. 13) Thyssen Krupp Indust. India Pvt. Ltd. 14) FirsteService (India)Pvt. Ltd. 15) Integrated Industrial Quality Management Consultants P. Ltd. 16) Rata Iron Ore & Minerals Exports Pvt. Ltd. 17) Sujata Resources Pvt. Ltd. 18) Virman Real Estate Pvt. Ltd. 19) Virneesh Properties Developers Pvt. Ltd. 20) Puma Properties Ltd., Mumbai	1) J L Morison (India) Ltd 2) Hindusthan Composites Ltd 3) Rasoi Limited 4) Rasoi Express Pvt. Ltd. 5) The Prabhukripa Overseas Ltd.	None
6.	Member of Committee of the Board in other companies	None	Chairman-Share Transfer Committee (1) JL Morison (India) Ltd. Member-Audit Committee (1) Hindusthan Composites Ltd. (2) Rasoi Limited	None
7.	No. of shares held in the Company	Nil	2500	Nil

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 7

The re-appointment of Shri K.L. Chandak as Director and Executive Director of the Company was approved by the members in the 52nd Annual General Meeting of the Company held on September 29, 2007. The term of his appointment as Executive Director expired on November 30, 2010.

The Board of Directors, at the meeting held on November 11, 2010, have re-appointed him for a further period of three years from December 01, 2010. The remuneration and other terms & conditions were also approved by the Remuneration Committee of the Board of Directors at the meeting held on 11th November 2010 which has been conveyed to the shareholders by a notice dt.11th November 2010.

Shri K.L. Chandak is a member of Shareholders/Investors Grievances Committee and Audit Committee of the Board. He is also on the Board of Rama Newsprint & Papers Ltd., and Bahubali Papers Ltd.

The members' approval is sought for the re-appointment on the terms and conditions as set out in the Resolution inter-alia the following -

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, the Executive Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule XIII of the Companies Act, 1956 or within such ceilings as may be prescribed under Schedule XIII from time to time or the Companies Act, 1956 and as may be amended or re-enacted from time to time.

1. Contribution to Provident Fund and Superannuation Fund to the extent of these either singly or put together are not taxable under the Income-tax Act, 1961.
2. Gratuity payable at rate not exceeding one half month's salary for each completed year of service.
3. Encashment of leave at the end of the term of office.

Reimbursement of Expenses:

The Executive Director will also be entitled to reimbursement of all entertainment and other expenses properly incurred for the business of the Company.

The Executive Director shall not be entitled to payment of any sitting fees for attending any meeting of the Board of Directors of the Company or any Committee thereof.

Other terms :

Shri K.L. Chandak shall not, during the term of office as

Executive Director, be liable to retire by rotation.

The re-appointment of Shri K.L. Chandak is for a period of three years, which may be terminated by either party by giving three months' notice of such intention in writing to the other party.

Under the provisions of the Companies Act, 1956, approval of the Central Government would not be required for his re-appointment as an Executive Director, as the re-appointment is in accordance with the provisions of Schedule XIII of the said Act.

Shri K.L. Chandak is deemed to be concerned or interested in the resolution as it pertains to his re-appointment and remuneration payable to him. None of the other Directors of the Company is, in any way, concerned or interested in the said resolution.

The Directors recommend the resolution for your approval.

Item No. 8

The Board of Directors of the Company, vide Board Resolution dated 20th April 2006, re-appointed Shri S.K. Bangur, Chairman, as Managing Director of the Company for a period of 5 years with effect from May 01, 2006 to April 30, 2011.

The Board of Directors, at the meeting held on 9th February 2011, re-appointed Shri S.K. Bangur, as Managing Director, for a further period of 5 (Five) years from May 01, 2011 to April 30, 2016. The remuneration and other terms & conditions were also approved by the Remuneration Committee of the Board of Directors at the meeting held on 9th February 2011, which has been conveyed to the shareholders by a Notice dated 9th February 2011.

The revised terms and conditions of re-appointment of Shri S.K. Bangur, as Managing Director are as under:-

(1) Term of Appointment:

5 (Five) years from May 01, 2011 to April 30, 2016.

(2) Remuneration:

(a) Salary:

Rs.5,00,000/- (Rupees Five Lakhs only) per month.

(b) Commission:

Such Commission of the net profits, as may be agreed upon by the Board of Directors and Shri S.K. Bangur, for each financial year or part thereof, subject to the condition that the total remuneration i.e., salary, perquisites and commission in any one financial year shall not exceed the limits prescribed or as may be prescribed from time to time under Section 198, 309 and other applicable provisions of the Companies Act,

1956, as may be for the time being in force.

(3) Perquisites:

- (i) Leave: On full pay and allowances in accordance with the Rules of the Company.
- (ii) Provident Fund & Super Annuation Fund: Contribution to provident Fund and Superannuation Fund in accordance with the Rules of the Company.
- (iii) Gratuity: One half month's salary for each completed year of service in accordance with the Rules of the Company.
- (iv) Encashment of Earned Privilege Leave (accumulated and not availed of during the tenure) at the end of the tenure, as per Rules of the Company.

(4) Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, the Chairman & Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule XIII of the Companies Act, 1956 or within such ceilings as may be prescribed under Schedule XIII from time to time or the Companies Act, 1956, and as may be amended or re-enacted from time to time.

This explanatory statement, together with the accompanying

Notice, is to be regarded as an Abstract of the terms of the appointment and memorandum of concern of interest under Section 302 of the Companies Act, 1956.

Shri SK Bangur being appointee and Smt Shashi Devi Bangur & Shri Saurabh Bangur being his relatives, may be considered to be concerned or interested in the said appointment. Save as aforesaid, none of the other Directors is concerned or interested in the appointment

The Directors recommend the resolution for your approval.

Item No.9

Shri MP Taparia was appointed as an Additional Director of the Company from 11th November 2010 under Section 260 of the Companies Act, 1956 read with Article 129 of the Articles of Association of the Company. He holds office up to the date of the ensuing Annual General Meeting. Your Directors feel that it is in the interest of the Company to continue the appointment of Shri MP Taparia, as a Director of the Company in view of his vast professional experience. The Company has received a notice in writing from a member along with a deposit of Rs.500/- proposing the candidature of Shri MP Taparia for the office of Director under the provisions of Section 257 of the Companies Act, 1956.

The brief profile of Shri MP Taparia, as required under Clause 49 (IV) G of the Listing Agreement is as under:-

Sl. No.	Nature of information	Particulars
1.	Name	Shri MP Taparia
2.	Age	73 Years
3.	Director of the Company since	11th November 2010
4.	Expertise in specific functional areas	Industrialist
5.	Directorship in other Companies	(1) Supreme Petrochem Limited (2) The Supreme Industries Limited (3) Supreme Capital Management Ltd. (4) SPL Industrial Park Ltd. (5) SPL Industrial Support Services Ltd. (6) Kabra Extrusion Technik Limited (7) Jovial Investment & Trading Co. Pvt. Ltd.
6.	Member of Committee of the Board in other companies	Chairman-Investors Grievance Committee (1) Supreme Petrochem Ltd. Chairman-Finance Committee (1) Supreme Petrochem Ltd. Chairman – Investment Committee (1) Supreme Petrochem Ltd.
7.	No. of shares held in the Company	Nil

None of the Directors of the Company, other than Shri MP Taparia are in any way concerned or interested in this resolution. The Board of Directors recommend this resolution as set out at Item No.9 for your approval.

By Order of the Board,

Place : Mumbai
Date : May 24, 2011

P. K. Mundra
VP (Finance) & Company Secretary



The West Coast Paper Mills Limited

Regd. Office : Bangur Nagar, Dandeli - 581325, Karnataka

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

D.P.Id *

L.F. No.

Client Id *

No. of Shares held

NAME OF THE SHAREHOLDER / PROXY _____

ADDRESS _____

I hereby record my presence at the 56th ANNUAL GENERAL MEETING of the Company held on Saturday, the 30th July, 2011 at 4.00 P.M. at the Registered Office of the Company at Bangur Nagar, DANDELI – 581 325, Karnataka.

* Applicable for holding in electronic form.

SIGNATURE OF THE SHAREHOLDER/PROXY



PROXY



The West Coast Paper Mills Limited

Regd. Office : Bangur Nagar, Dandeli - 581325, Karnataka

D.P.Id *

L.F. No.

Client Id *

No. of Shares held

I/We _____ being a member / members

of THE WEST COAST PAPER MILLS LTD. hereby appoint Mr./Ms. _____

of _____ or failing him/her _____

of _____ as my/our proxy to vote for me/us and on my/our behalf at the 56th ANNUAL GENERAL MEETING of the Company to be held on Saturday, the 30th July, 2011 at 4.00 P.M. and at any adjournment thereof.

Signed this _____ day of July 2011

* Applicable for holding in electronic form

Affix
Revenue
Stamp of
Re 1/-
here & Sign

Note: The proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.



