



## WEST COAST PAPER MILLS LIMITED

Regd. Office: PB No. 5, Bangur Nagar, Dandeli - 581 325, Karnataka  
CIN : L02101KA1955PLC001936, Phone : (08284) 231391-395 (5 Lines), Fax : (08284) 231225  
E-mail : co.sec@westcoastpaper.com, Website : www.westcoastpaper.com

### NOTICE

NOTICE is hereby given that the 62nd Annual General Meeting of the members of 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 Thursday, the 31st August, 2017, at 4.00 P.M. at Shree Rangnath Auditorium to transact the following business:

#### ORDINARY BUSINESS :

1. To consider and adopt the Financial Statements for the year ended March 31, 2017 including the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended on March 31, 2017.
3. To appoint a Director in place of Shri Saurabh Bangur (DIN: 00236894), who retires by rotation under the Articles of Association of the Company and being eligible, offers himself for re-appointment.
4. To appoint Auditors & fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution:

**"RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Singhi & Co., Chartered Accountants, Kolkata (Firm Reg. No.302049E), be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Sixth Annual General Meeting of the Company (for a period of five years), subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable Service Tax/GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

**FURTHER RESOLVED 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 of this Resolution."

#### SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration of Rs. 1,20,000/- as approved by the Board of Directors of the Company to be paid to Shri Umesh Kini, Cost Accountant (M/29159), Sirsi, as, Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2018, be and is hereby ratified and confirmed.

**FURTHER RESOLVED 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 of this Resolution."

By Order of the Board

**Brajmohan Prasad**  
Company Secretary  
M.No.F7492

Place : Mumbai

Date : 25th May, 2017

#### NOTES :

1. ONLY A PERSON, WHOSE NAME IS RECORDED IN THE REGISTER OF MEMBERS OR IN THE REGISTER OF BENEFICIAL OWNERS MAINTAINED BY THE DEPOSITORIES AS ON THE CUT-OFF DATE SHALL BE ENTITLED TO AVAIL THE FACILITY OF REMOTE E-VOTING OR VOTING AT THE 62<sup>ND</sup> ANNUAL GENERAL MEETING (AGM/MEETING) THROUGH POLLING PAPER.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY/ PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN FORTYEIGHT HOURS (48) BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.
3. 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.
4. A Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 5 set out above, is annexed hereto.
5. 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 AGM.

6. The Register of Members and the Share Transfer Books will remain closed from 19th August 2017 to 31st August 2017 (both the days inclusive).
7. The equity dividend as recommended by the Board of Directors, if declared at the meeting, will be paid, on or after 6th September 2017 to those shareholders whose names appear in the Register of Members on 31st August 2017. 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 18th August 2017, based on the details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, for this purpose.
8. 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.,  
(Unit: West Coast Paper Mills Ltd.,)  
C-101, 247 Park, LBS Marg, Vikhroli (West), MUMBAI-400 083.  
Ph: (022) 49186000;Fax: (022) 49186060;  
E-mail : rnthelpdesk@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 Registrar and Share Transfer Agent. Members holding shares in physical form are requested to notify, promptly, any change in their address, to the Registrars and Share Transfer Agent.

- (i) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their bank mandates immediately to the Link Intime India Pvt. Ltd.
  - (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, name 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 Agent, at the address given above, latest by 21st August 2017, 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.
9. Pursuant to the provisions of Section 124 of the Companies Act, 2013, 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 un-encashed dividends. Pursuant to Section 124(6) of the Companies Act, 2013 Shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred to Investor Education and Protection Fund. Members who have not yet encashed their dividend warrants for the financial year ended on March 31, 2010 and onwards are advised to make their claims to the Company, without any delay.  
The Unclaimed dividend for the year ended on March 31, 2010 will be transferred to the Investor Education and Protection Fund in terms of the provisions of Section 124 of the Companies Act, 2013, in the month of September 2017.
  10. The brief profile of the Director retiring by rotation and eligible for re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below and forms part of the notice:

Sl.No.	Nature of Information	Item No.3 of Notice
1.	Name	Shri Saurabh Bangur
2.	Age	41 years
3.	Director of Company since	28th June 2004
4.	Nature of expertise in specific functional areas	Industrialist
5	Relationships between Directors inter-se	None other Directors than Shri S K Bangur and Smt. Shashi Bangur being his Father and Mother respectively are related.
6.	Directorship in other Listed entities	None
7.	Membership of Committees of the Board in other Listed entities	None
8.	No. of shares held in the Company	1451730

11. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for availing Electronic Voting facility which is mandatory as per the Companies (Management and Administration) Rules, 2014. Members having Shares in physical form are requested to intimate their e-mail Ids to Registrar & Share Transfer Agent viz., Link Intime India Pvt. Ltd., and members holding shares in electronic form are requested to intimate their e-mail Ids to Depository Participants with whom they are maintaining their demat account. E-voting instructions, user ID & Password are being informed by National Securities Depository Ltd., to those members who have registered their e-mail ID and for other members it is indicated in the separate attendance slip. Further members who are already in possession of user ID & Password may use the same.

Member who do not have access to e-voting facility and wish to send his/her assent or dissent in writing on a postal ballot then he/she can download postal ballot form, from the Website of the Company and send to scrutinizer so as to reach on or before 29th August 2017. Alternatively, the Members have the option to request for physical copy of the postal ballot by contacting Share Department of the Company at its registered office.

12. Once a vote on a resolution is cast through remote voting by a member, the member shall not be allowed to subsequently change it. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
13. Mr.Naman Gurumurthi Joshi (Membership No.F8389), Company Secretaries, N G Joshi & Co., has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall 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 of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
14. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.westcoastpaper.com](http://www.westcoastpaper.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, Mumbai.

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#### **ANNEXURE TO THE NOTICE**

##### **STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

###### **Item No.5**

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of Shri Umesh Kini, Cost Accountant (M/29159), Sirsi, as Cost Auditor of the Company for the year ending March 31, 2018 at a remuneration of Rs.1,20,000/- in terms of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 subject to the ratification by the shareholders.

The Board recommends the Resolution as set out at Item No.5 of this notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No.5 of the Notice.

By Order of the Board

Place: Mumbai  
Date: 25th May, 2017

**Brajmohan Prasad**  
Company Secretary  
M.No.F7492



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**62nd Annual General Meeting on 31st August 2017**

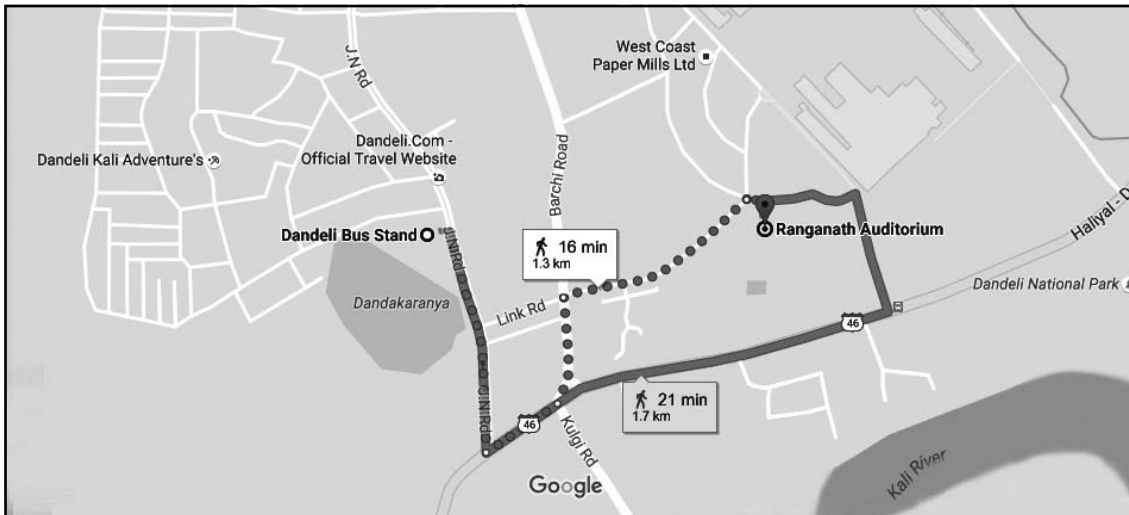
Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall

Registered Folio / DP & CL ID	
Number of Shares	
Name and address of the shareholder(s)/ Proxy	
Joint Holder 1	
Joint Holder 2	

I hereby record my presence at the 62nd ANNUAL GENERAL MEETING of the Company held on Thursday the 31st August 2017 at 4.00 P.M. at the Registered Office of the Company at Bangur Nagar, Dandeli – 581 325, Karnataka.

**SIGNATURE OF THE SHARE HOLDER/PROXY**

**Route Map - Venue of AGM - Shree Ranganath Auditorium, Bangur Nagar, Dandeli-581325 (Karnataka)**





Form No. MGT - 11

## PROXY FORM

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

CIN No. : L02101KA1955PLC001936  
Name of the Company : **WEST COAST PAPER MILLS LIMITED**  
Registered Office : PB No. 5, Bangur Nagar, Dandeli - 581 325, Dist : Uttar Kannada, Karnataka  
Phone : (08284) 231391-395 (5 Lines), Fax : (08284) 231225  
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Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No / Client ID	
DP ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him/her
2. Name \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him/her
3. Name \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_  
Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 62nd Annual General Meeting of the Company, to be held on the 31st August 2017, at 4:00 p.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below :

### ORDINARY BUSINESS :

- 1) To consider and adopt the Financial Statements including Reports of the Directors and Auditors thereon, for the year ended March 31,2017
- 2) To declare dividend on Equity Shares.
- 3) Re-appointment of Shri Saurabh Bangur, who retires by rotation.
- 4) To Appoint M/s Singhi & Co., Chartered Accountants, Kolkata, as Auditors and Fixing their remuneration.

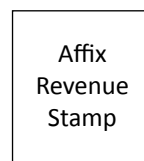
### SPECIAL BUSINESS :

- 5) To ratify the remuneration to Shri Umesh Kini, Cost Auditor.

Signed this \_\_\_\_\_ day of August, 2017

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



**Note :** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.