



# THE WEST COAST PAPER MILLS LTD.,

Registered & Works Office : Post Box No. 5, Bangur Nagar, Dandeli-581 325  
Dist Uttar Kannada (Karnataka) - India

CORPORATE IDENTITY NO : L02101KA1955PLC001936 website : www.westcoastpaper.com  
Ph : (08284) 231391 - 395 (5 lines) Fax : 08284 - 231225 Admn. Office : 230443 Works Office :



ZZJ:Share:08:

September 1, 2016

BSE Limited  
**Corporate Services**  
Floor 25, P.J.Towers,  
Dalal Street  
**MUMBAI - 400 001**

National Stock Exchange of India Ltd.  
Listing Department  
Exchange Plaza  
Bandra-Kurla Complex,  
Bandra [East]  
**MUMBAI-400 051**

**Scrip Code : 500444**

**Scrip Code : WSTCSTPAPR**

Dear Sirs,

**Sub : 61st Annual General Meeting - Voting Results & Minutes of proceedings of AGM.**


Pursuant to Regulation 44(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results along with the Report of Scrutinizer at 61st Annual General Meeting ("AGM") concluded on 31st August, 2016 at the Registered office of the Company at Bangur Nagar, Dandeli, Uttar Kannada District, Karnataka.

We also enclose herewith Minutes of the proceedings of 61st Annual General Meeting held on 31st August 2016.

This is for your information and records.

Thanking you,

Yours faithfully,  
For The West Coast Paper Mills Limited

  
BRAJMOHAN PRASAD  
COMPANY SECRETARY  
M.No.F7492

Encl. a.a.

Cc : **National Securities Depository Limited**  
Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel (W)  
**Mumbai -400013**

**:Please upload on Website**



Corporate Office : 31, Chowringhee Road, Kolkata - 700 016  
Phone : (033) 2265 6271-78 (8 lines) Fax : (033) 2226 5242  
E-mail : wcom.sale@westcoastpaper.com

## VOTING RESULTS

Date of the AGM	31.08.2016
Total number of shareholders on record date (August 24, 2016 - Cut-off date)	16836
No. of shareholders present in the meeting either in person or through proxy:	
Promoters :	24
Public:	824
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A
Public	N.A

## Agenda-wise disclosure

Resolution Required : (Ordinary)				1 - To consider and adopt the Financial Statements including Reports of the Directors and Auditors thereon, for the year ended March 31, 2016.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>	<b>-</b>	<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>	<b>-</b>	<b>100.00000</b>	<b>-</b>
Public Non institutions	E-Voting	5050	5050	100.00000	4940	110	97.82178	2.17822
	Poll	8736	8736	100.00000	8736	-	100.00000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13786</b>	<b>13786</b>		<b>13676</b>	<b>110</b>	<b>99.20209</b>	<b>0.79791</b>
<b>Total</b>		<b>37887602</b>	<b>37887602</b>		<b>37887492</b>	<b>110</b>	<b>99.99971</b>	<b>0.00029</b>

Resolution Required : (Ordinary)				2 - To declare dividend on Equity Shares.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>	<b>-</b>	<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>	<b>-</b>	<b>100.00000</b>	<b>-</b>
Public Non institutions	E-Voting	4850	4850	100.00000	4740	110	97.73196	2.26804
	Poll	8237	8237	100.00000	8237	-	100.00000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13087</b>	<b>13087</b>		<b>12977</b>	<b>110</b>	<b>99.15947</b>	<b>0.84053</b>
<b>Total</b>		<b>37886903</b>	<b>37886903</b>		<b>37886793</b>	<b>110</b>	<b>99.99971</b>	<b>0.00029</b>



Resolution Required : (Ordinary)				3 - Re-appointment of Smt. Shashi Devi Bangur, who retires by rotation.				
Whether promoter/promoter group are interested in the agenda/resolution?				YES				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>		<b>100.00000</b>	<b>-</b>
Public Non Institutions	E-Voting	5050	5050	100.00000	4690	360	92.87129	7.12871
	Poll	8487	8487	100.00000	8487	-	100.00000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13537</b>	<b>13537</b>		<b>13177</b>	<b>360</b>	<b>97.34062</b>	<b>2.65938</b>
<b>Total</b>		<b>37887353</b>	<b>37887353</b>		<b>37886993</b>	<b>360</b>	<b>99.99905</b>	<b>0.00095</b>

Resolution Required : (Ordinary)				4 - To Appoint, Batliboi & Purohit, Chartered Accountants, Mumbai, as Auditors and Fixing their remuneration.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	148900	1,046,041	12.46087	87.53913
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>148900</b>	<b>1,046,041</b>	<b>12.46087</b>	<b>87.53913</b>
Public Non institutions	E-Voting	5050	5050	100.00000	4690	360	92.87129	7.12871
	Poll	8236	8236	100.00000	8236	-	100.00000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13286</b>	<b>13286</b>		<b>12926</b>	<b>360</b>	<b>97.29038</b>	<b>2.70962</b>
<b>Total</b>		<b>37887102</b>	<b>37887102</b>		<b>36840701</b>	<b>1046401</b>	<b>97.23811</b>	<b>2.76189</b>



Resolution Required : (Special)				5 - To ratify the remuneration to Mr. Umesh Kini, Cost Auditor.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>		<b>100.00000</b>	
Public Non institutions	E-Voting	5050	5050	100.00000	4430	620	87.72277	12.27723
	Poll	8236	8236	100.00000	8226	10	99.87858	0.12142
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13286</b>	<b>13286</b>		<b>12656</b>	<b>630</b>	<b>95.25817</b>	<b>4.74183</b>
<b>Total</b>		<b>37887102</b>	<b>37887102</b>		<b>37886472</b>	<b>630</b>	<b>99.99834</b>	<b>0.00166</b>

Resolution Required : (Special)				6 - Appointment of Shri Amitav Kothari as an Independent Director of the Company.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>		<b>100.00000</b>	
Public Non institutions	E-Voting	4800	4800	100.00000	4430	370	92.29167	7.70833
	Poll	8236	8236	100.00000	8236	-	100.00000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13036</b>	<b>13036</b>		<b>12666</b>	<b>370</b>	<b>97.16171</b>	<b>2.83829</b>
<b>Total</b>		<b>37886852</b>	<b>37886852</b>		<b>37886482</b>	<b>370</b>	<b>99.99902</b>	<b>0.00098</b>



Resolution Required : (Special)				7 - Appointment of Shri P. N. Kapadia as an Independent Director of the Company.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>	<b>-</b>	<b>100.00000</b>	<b>-</b>
Public Non institutions	E-Voting	4940	4940	100.00000	4330	610	87.65182	12.34818
	Poll	8236	8236	100.00000	8226	10	99.87858	0.12142
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13176</b>	<b>13176</b>		<b>12556</b>	<b>620</b>	<b>95.29447</b>	<b>4.70553</b>
<b>Total</b>		<b>37886992</b>	<b>37886992</b>		<b>37886372</b>	<b>620</b>	<b>99.99836</b>	<b>0.00164</b>

Resolution Required : (Special)				8 - Appointment of Shri Rajendra Jain as Executive Director of the Company.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>	<b>-</b>	<b>100.00000</b>	<b>-</b>
Public Non institutions	E-Voting	5050	5050	100.00000	4690	360	92.87129	7.12871
	Poll	7987	7987	100.00000	7977	10	99.87480	0.12520
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13037</b>	<b>13037</b>		<b>12667</b>	<b>370</b>	<b>97.16192</b>	<b>2.83808</b>
<b>Total</b>		<b>37886853</b>	<b>37886853</b>		<b>37886483</b>	<b>370</b>	<b>99.99902</b>	<b>0.00098</b>



Resolution Required : (Special)				9 - Re-appointment of Shri S. K. Bangur as Chairman and Managing Director of the Company.				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>	<b>-</b>	<b>100.00000</b>	<b>-</b>
Public Non institutions	E-Voting	4780	4780	100.00000	4430	350	92.67782	7.32218
	Poll	8371	8371	100.00000	8371	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13151</b>	<b>13151</b>		<b>12801</b>	<b>350</b>	<b>97.33861</b>	<b>2.66139</b>
<b>Total</b>		<b>37886967</b>	<b>37886967</b>		<b>37886617</b>	<b>350</b>	<b>99.99908</b>	<b>0.00092</b>

Resolution Required : (Special)				10 - Authority to Board of Directors U/S 180(1)(a).				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	0	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>	<b>-</b>	<b>100.00000</b>	<b>-</b>
Public Non institutions	E-Voting	5050	5050	100.00000	4430	620	87.72277	12.27723
	Poll	7986	7986	100.00000	7736	250	96.86952	3.13048
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13036</b>	<b>13036</b>		<b>12166</b>	<b>870</b>	<b>93.32617</b>	<b>6.67383</b>
<b>Total</b>		<b>37886852</b>	<b>37886852</b>		<b>37885982</b>	<b>870</b>	<b>99.99770</b>	<b>0.00230</b>



Resolution Required : (Special)				11 - Approval of Change of Name of the Company.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	1194941	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>1194941</b>	<b>-</b>	<b>100.00000</b>	<b>-</b>
Public Non institutions	E-Voting	5050	5050	100.00000	4130	920	81.78218	18.21782
	Poll	7986	7986	100.00000	7691	295	96.30604	3.69396
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13036</b>	<b>13036</b>		<b>11821</b>	<b>1215</b>	<b>90.67966</b>	<b>9.32034</b>
<b>Total</b>		<b>37886852</b>	<b>37886852</b>		<b>37885637</b>	<b>1215</b>	<b>99.99679</b>	<b>0.00321</b>

Resolution Required : (Special)				12 - Amendment of Articles of Association of the Company.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36678875	36678875	100.00000	36678875	-	100.00000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>36678875</b>	<b>36678875</b>		<b>36678875</b>		<b>100.00000</b>	<b>-</b>
Public Institutions	E-Voting	1194941	1194941	100.00000	148900	1046041	12.46087	87.53913
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1194941</b>	<b>1194941</b>		<b>148900</b>	<b>1046041</b>	<b>12.46087</b>	<b>87.54000</b>
Public Non institutions	E-Voting	5050	5050	100.00000	4330	720	85.74257	14.25743
	Poll	8236	8236	100.00000	8236	-	100.00000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13286</b>	<b>13286</b>		<b>12566</b>	<b>720</b>	<b>94.58076</b>	<b>5.41924</b>
<b>Total</b>		<b>37887102</b>	<b>37887102</b>		<b>36840341</b>	<b>1046761</b>	<b>97.23716</b>	<b>2.76284</b>





Compliance for Corporate Action



### Consolidated Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of the 61<sup>st</sup> Annual General Meeting of the Equity Shareholders of **The West Coast Paper Mills Limited** (the "Company") held on August 31, 2016 at 4.00 P.M. at Shree Rangnath Auditorium, Bangur Nagar, Dandeli - 581325, Uttara Kannada District, Karnataka, India.

Dear Sir,

1. I, Srikant R. Gudi, partner of GJ and Associates, Company Secretaries, Bangalore, was appointed as a scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing e-voting process (remote e-voting) and voting by poll under the provisions of Section 108 and Section 109 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the notice to the 61<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on August 31, 2016 at 4.00 P.M. at Shree Rangnath Auditorium, Bangur Nagar, Dandeli - 581 325, Uttara Kannada District, Karnataka, India.
2. The management of the Company is responsible to ensure the Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by poll on the resolutions contained in the notice to 61<sup>st</sup> AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the process of voting through electronic means (i.e. by remote e-voting) and voting by poll is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for the voting through electronic means (i.e. by remote e-voting) and report generated for voting by poll at the meeting.



Page 1 of 3



3. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting) and voting by poll as under:

Item No. of the Notice of AGM	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No. of Valid Votes cast (Favour and Against)	Nos.	% of Total No. of Valid Votes cast (Favour and Against)	Nos.
Item No. 1 - To consider and adopt the Financial Statements for the year ended March 31, 2016 including the Reports of the Directors and Auditors thereon.	37887492	99.99971	110	0.00029	5200528
Item No. 2 - To declare dividend on Equity Shares for the year ended on March 31, 2016.	37886793	99.99971	110	0.00029	5200528
Item No. 3 - To appoint a Director in place of Smt. Shashi Devi Bangur (DIN: 00053300), who retires by rotation under the Articles of Association of the Company and being eligible, offers herself for re-appointment.	37886993	99.99905	360	0.00095	5200528
Item No. 4 - To Appoint, M/s. Batliboi & Purohit, Chartered Accountants, Mumbai, as Auditors and fixing their remuneration.	36840701	97.23811	1046401	2.76189	5200528
Item No. 5 - To ratify the remuneration to Mr. Umesh Kini, Cost Auditor. (as an Ordinary Resolution).	37886472	99.99834	630	0.00166	5200528
Item No. 6 - Appointment of Shri Amitav Kothari as an Independent Director of the Company. (as an Ordinary Resolution).	37886482	99.99902	370	0.00098	5200528
Item No. 7 - Appointment of Shri P.N. Kapadia as an Independent Director of the Company. (as an Ordinary Resolution).	37886372	99.99836	620	0.00164	5200528
Item No. 8 - Appointment of Shri Rajendra Jain as Executive Director of the Company. (as a Special Resolution).	37886483	99.99902	370	0.00098	5200528
Item No. 9 - Re-appointment of Shri S.K. Baingur as Chairman and Managing Director of the Company. (as a Special Resolution).	37886617	99.99908	350	0.00092	5200528
Item No. 10 - Authority to Board of Directors U/s 180(1)(a). (as a Special Resolution).	37885682	99.99770	870	0.00230	5200528
Item No. 11 - Approval of Change of Name of the Company. (as a Special Resolution).	37885637	99.99679	1215	0.00321	5200528



Item No. 12 - Replacement of Articles of Association of the Company. (as a Special Resolution).	36840341	97.23716	1046761	2.76284	5200528
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4. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,


Yours faithfully,  
For GJ and Associates

  
(Srikant R. Gudi)  
Partner  
FCS 8499 CP 7820



Place: Dandeli  
Dated: September 01, 2016

Countersigned by:  
For The West Coast Paper Mills Limited

  
11/9/16



Compliance for Corporate Action



FORM NO. MGT-13

**Report of Scrutinizer**

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

To,

Shri S. K. Bangur  
Chairman,

61<sup>st</sup> (Sixty first) Annual General Meeting of the Equity Shareholders of **The West Coast Paper Mills Limited** (the "Company") held on Wednesday, August 31, 2016 at 4.00 P.M. at Shree Rangnath Auditorium, Bangur Nagar, Dandeli - 581325, Uttara Kannada District, Karnataka, India.

Dear Sir,

I, Srikant R. Gudi, partner of GJ and Associates, Company Secretaries, Bangalore, was appointed as Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the remote e-voting process and voting by poll taken on the below mentioned resolutions, at the 61<sup>st</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Wednesday, August 31, 2016 at 4.00 P.M. at Shree Rangnath Auditorium, Bangur Nagar, Dandeli - 581 325, Uttara Kannada District, Karnataka, India, submit my report as under:

1. The Equity Shareholders holding shares as on August 24, 2016, being cut-off date, were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.
2. The remote E-Voting period remained open from 9.00 AM on Sunday, August 28, 2016 up to 5.00 PM on Tuesday, August 30, 2016.
3. After the time fixed for closing of the poll by the Chairman at the AGM, Four (4) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
5. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Invalid votes include shareholding of members who left ballot paper blank but signed it.



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6. The votes cast through remote e-voting were unblocked at around 06.30 PM, after the conclusion of voting at the AGM in the presence of two witnesses who are not in the employment of the Company.
7. Thereafter, the details of equity shareholders, who voted for or against was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).
8. The combined result of remote E-voting and poll is as under:

(a) **RESOLUTION No. 1: (As an Ordinary Resolution)**

To consider and adopt the Financial Statements for the year ended March 31, 2016 including the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	43	37878756	
Voting by Poll	42	8736	
<b>Total</b>	<b>85</b>	<b>37887492</b>	<b>99.99971</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	110	
Voting by Poll	0	0	
<b>Total</b>	<b>2</b>	<b>110</b>	<b>0.00029</b>

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(b) **RESOLUTION No. 2: (As an Ordinary Resolution)**

To declare dividend on Equity Shares for the year ended on March 31, 2016.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	43	37878556	
Voting by Poll	42	8237	
<b>Total</b>	<b>85</b>	<b>37886793</b>	<b>99.99971</b>



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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	110	
Voting by Poll	0	0	
<b>Total</b>	<b>2</b>	<b>110</b>	<b>0.00029</b>

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(c) **RESOLUTION No. 3: (As an Ordinary Resolution)**

To appoint a Director in place of Smt. Shashi Devi Bangur (DIN: 00053300), who retires by rotation under the Articles of Association of the Company and being eligible, offers herself for re-appointment.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	42	37878506	
Voting by Poll	43	8487	
<b>Total</b>	<b>85</b>	<b>37886993</b>	<b>99.99905</b>

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	3	360	
Voting by Poll	0	0	
<b>Total</b>	<b>3</b>	<b>360</b>	<b>0.00095</b>

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(d) **RESOLUTION No. 4: (As an Ordinary Resolution)**

To Appoint, M/s. Batliboi & Purohit, Chartered Accountants, Mumbai, as Auditors and fixing their remuneration.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	41	36832465	
Voting by Poll	41	8236	
<b>Total</b>	<b>82</b>	<b>36840701</b>	<b>97.23811</b>



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	4	1046401	
Voting by Poll	0	0	
<b>Total</b>	<b>4</b>	<b>1046401</b>	<b>2.76189</b>

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(e) **RESOLUTION No. 5: (As an Ordinary Resolution)**

To ratify the remuneration to Mr. Umesh Kini, Cost Auditor.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	41	37878246	
Voting by Poll	40	8226	
<b>Total</b>	<b>81</b>	<b>37886472</b>	<b>99.99834</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	4	620	
Voting by Poll	1	10	
<b>Total</b>	<b>5</b>	<b>630</b>	<b>0.00166</b>

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(f) **RESOLUTION No. 6: (As an Ordinary Resolution)**

Appointment of Shri Amitav Kothari as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	41	37878246	
Voting by Poll	41	8236	
<b>Total</b>	<b>82</b>	<b>37886482</b>	<b>99.99902</b>



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	3	370	
Voting by Poll	0	0	
<b>Total</b>	<b>3</b>	<b>370</b>	<b>0.00098</b>

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(g) **RESOLUTION No. 7: (As an Ordinary Resolution)**

Appointment of Shri P.N. Kapadia as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	40	37878146	
Voting by Poll	40	8226	
<b>Total</b>	<b>80</b>	<b>37886372</b>	<b>99.99836</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	3	610	
Voting by Poll	1	10	
<b>Total</b>	<b>4</b>	<b>620</b>	<b>0.00164</b>

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(h) **RESOLUTION No. 8: (As a Special Resolution)**

Appointment of Shri Rajendra Jain as Executive Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	42	37878506	
Voting by Poll	40	7977	
<b>Total</b>	<b>82</b>	<b>37886483</b>	<b>99.99902</b>



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	3	360	
Voting by Poll	1	10	
<b>Total</b>	<b>4</b>	<b>370</b>	

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(i) **RESOLUTION No. 9: (As a Special Resolution)**

Re-appointment of Shri S.K. Bangur as Chairman and Managing Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	41	37878246	
Voting by Poll	43	8371	
<b>Total</b>	<b>84</b>	<b>37886617</b>	

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	350	
Voting by Poll	0	0	
<b>Total</b>	<b>2</b>	<b>350</b>	

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(j) **RESOLUTION No. 10: (As a Special Resolution)**

Authority to Board of Directors U/s 180(1)(a).

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	40	37877946	
Voting by Poll	39	7736	
<b>Total</b>	<b>79</b>	<b>37885682</b>	





(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	4	620	
Voting by Poll	1	250	
<b>Total</b>	<b>5</b>	<b>870</b>	<b>0.00230</b>

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(k) **RESOLUTION No. 11: (As a Special Resolution)**

Approval of Change of Name of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	39	37877946	
Voting by Poll	37	7691	
<b>Total</b>	<b>76</b>	<b>37885637</b>	<b>99.99679</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	6	920	
Voting by Poll	3	295	
<b>Total</b>	<b>9</b>	<b>1215</b>	<b>0.00321</b>

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

(l) **RESOLUTION No. 12: (As a Special Resolution)**

Replacement of Articles of Association of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	39	36832105	
Voting by Poll	41	8236	
<b>Total</b>	<b>80</b>	<b>36840341</b>	<b>97.23716</b>



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	6	1046761	
Voting by Poll	0	0	
<b>Total</b>	<b>6</b>	<b>1046761</b>	<b>2.76284</b>

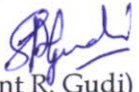
(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
101	5200528

9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

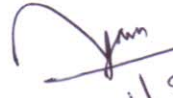
Yours faithfully,  
For GJ and Associates

  
(Srikant R. Gudi)  
Partner  
FCS 8499 CP 7820



Place: Dandeli  
Dated: September 01, 2016

Reed

  
11/9/16

# **The West Coast Paper Mills Ltd., Dandeli.**

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**MINUTES OF THE 61<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE WEST COAST PAPER MILLS LIMITED HELD ON WEDNESDAY, THE 31<sup>ST</sup> AUGUST, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT BANGUR NAGAR, DANDELI(UTTARA KANNADA), KARNATAKA.**

**COMMENCED AT 4.00 P.M. AND CONCLUDED AT 5:30 P.M.:**

## **PRESENT**

### **DIRECTORS/KMPs**

<b>CHAIRMAN</b>	<b>:</b>	<b>SHRI S.K.BANGUR</b>
<b>DIRECTOR &amp; CHAIRMAN STAKEHOLDERS RELATIONSHIP COMMITTEE</b>	<b>:</b>	<b>SMT. SHASHI DEVI BANGUR</b>
<b>DIRECTOR</b>	<b>:</b>	<b>LT. GEN.(RETD.)UTPAL BHATTACHARYYA</b>
<b>EXECUTIVE DIRECTOR &amp; CFO</b>	<b>:</b>	<b>SHRI RAJENDRA JAIN</b>
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>	<b>:</b>	<b>SHRI BRAJMOHAN PRASAD</b>

### **IN ATTENDANCE**

<b>STATUTORY AUDITORS</b>	<b>:</b>	<b>SHRI PARAG HANGEKAR REPRESENTING BATLIBOI &amp; PUROHIT, CHARTERED ACCOUNTANTS</b>
<b>SECRETARIAL AUDITOR &amp; SCRUTINIZER</b>	<b>:</b>	<b>SHRI SRIKANT GUDI PRACTICING COMPANY SECRETARY</b>
<b>MEMBERS/PROXY HOLDERS 654 + 194 = 848</b>	<b>:</b>	<b>As per the attendance register forming part of these Minutes</b>

Shri Brajmohan Prasad, Company Secretary & Compliance Officer requested Shri S. K. Bangur, Chairman and Managing Director to take the chair and requested Smt. Shashi Devi Bangur, Non-executive Director, Lt.Gen.(Retd.) Utpal Bhattacharyya, Independent Director and Shri Rajendra Jain, Executive Director to take their seats.



Also requested Shri Parag Hangekar, Statutory Auditor and Shri Srikant Gudi Secretarial Auditor and Scrutinizer to take their seats.

Shri S.K.Bangur took the Chair and welcomed the members of the Company to the 61<sup>st</sup> Annual General Meeting. Being necessary quorum present Chairman initiated proceedings of the meeting.

Register of Directors' Shareholdings as per Section 170 and Register of Contracts or arrangements as per section 189(4) of the Companies Act, 2013, and Register of Proxies were placed on the Table and Auditors report was kept open for inspection by members.

The Chairman informed the members that, Shri P N Kapadia, Chairman of the Audit Committee has authorized Shri Rajendra Jain, a member of the Audit Committee and Shri M.P.Taparia, Chairman of the Nomination & Remuneration Committee authorized Lt.Gen.(Retd.) Utpal Bhattacharyya to attend the meeting due to their pre-occupation.

The Chairman welcomed the Shareholders/ Members and delivers his speech as follows:

It is my privilege to share my thoughts on the performance of your company during the year and its prospects for the coming years. The specific details about various parameters concerning operations of your company are spelt out in the accompanying annual report.

The performance of the company during the year under review has been satisfactory compared to the previous year. This is mainly due to increase in production and sales of Paper & Paperboard in spite of stagnancy in sales price. The wood cost has marginally increased, whereas imported coal and furnace oil prices have come down and also reduction in other input costs. The company is continuously focusing on improving operating efficiencies and minimizing cost for better performance.

The Chairman also stated division wise Performance of the Company, Future outlook, CSR Initiative, Safety, improvement in Credit Ratings.

The Chairman also mentioned receipt of various Awards and Recognitions:

#### **APPRECIATION BY CHAIRMAN**

Despite various challenges, company posted better performance in terms of revenues as well as profits in the last year. On behalf of the Board of Directors and on my behalf, I would like to express



my sincere appreciation to the Union Government, Government of Karnataka and for the continued co-operation and support extended by our bankers and confidence reposed by the shareholders and other stakeholders in the Company. I would also like to express my sincere appreciation of the dedicated services rendered by the officers, staff and workers and their contribution towards the successful performance of the Company during the year. Thank You!

With the consent of the members Notice convening the meeting was taken as read, with the direction of the Chairman, Company Secretary read out the Auditors report and conducted the proceedings of the meeting and also informed the details of voting by polling papers to be taken at the end of the meeting on all resolutions. Thereafter, the following resolutions were proposed & seconded

**RESOLUTION No.1:**

**Proposed by Shri S.N.Ojha**

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016, together with Auditors’ Report thereof and Directors’ Report as already circulated among the members be and are hereby considered and adopted.”

**Seconded by Shri Krishna Vernekar**

Some of the members sought clarifications on the accounts and the Chairman replied the same.

**RESOLUTION No.2:**

**Proposed by Shri Vitthal S.Bang**

“RESOLVED THAT a dividend of Rs.1/- per equity share i.e.50% on 6,60,48,908 Equity Shares of Rs.2/-each for the year ended 31<sup>st</sup> March, 2016, be and is hereby declared for payment to the holders of the Equity Shares, whose name appear in the Register of Shareholders of the Company ,as on the record date for dividend.”

**Seconded by Shri G.L.Bhagwat**



**RESOLUTION No.3:**

**Proposed by Shri Rajesh Kalawatia**

"RESOLVED THAT Smt. Shashi Devi Bangur (DIN: 00053300), who retires by rotation under Articles of Association of the Company be and is hereby re-appointed a Director of the Company."

**Seconded by Shri Bharat Bhandari**

**RESOLUTION No.4:**

Appointment of M/s. Batliboi & Purohit, Chartered Accountants, Mumbai, as Auditors and Fixing their remuneration.

**Proposed by Shri K.Jayasimha**

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Batliboi & Purohit, Chartered Accountants, Mumbai (Firm Reg.No.101048W), be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs.14,00,000/- (Rupees Fourteen Lakhs only) plus service tax, traveling and out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**Seconded by Shri Srinivas Khandelwal**

**RESOLUTION No.5:**

Ratification of the remuneration of Mr. Umesh Kini, Cost Auditor.

**Proposed by Shri M.Haridasan**

"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 Mr.Umesh Kini, Cost Accountant (M/29159), Sirsi, Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2017 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.”

**Seconded by Shri Srinivas Khandelwal**

**RESOLUTION No.6:**

Appointment of Shri Amitav Kothari as an Independent Director of the Company.

**Proposed by Dr.Pradeep Joshi**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”)and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, Shri Amitav Kothari (DIN:01097705) who was appointed as Additional Director on February 12,2016 under the provisions of Section 161 of the Companies Act,2013 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 3 consecutive years with effect from February 12, 2016.”

**Seconded by Shri Nitin Vyas**

**RESOLUTION No.7:**

Appointment of Shri P.N. Kapadia as an Independent Director of the Company.

**Proposed by Dr.R.G.Hegde**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, Shri P N Kapadia (DIN:00042090) who was appointed as an Additional Director in May 30, 2016 under the provisions of Section 161 of the Companies Act,2013 and who qualifies for being appointed as an Independent Director and in respect of whom



the Company has received a notice in writing under Section 160 of the Act be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 3 consecutive years with effect from May 30, 2016."

**Seconded by Shri G.L.Bhagwat**

**RESOLUTION No.8:**

Appointment of Shri Rajendra Jain as Executive Director of the Company.

**Proposed by Dr.Pradeep Joshi**

**"RESOLVED THAT** Pursuant to the provisions of Sections 152,196,197 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to the appointment of Shri Rajendra Jain (DIN:07250797), who is liable to retire by rotation, as Executive Director of the Company, for a period of three years with effect from July 31, 2015 on the terms and conditions and remuneration, as set out in the Explanatory Statement annexed to the Notice.

**1. EMOLUMENTS :**

- i. Salary—Rs.5,60,000/- (Rupees Five Lakh Sixty Thousand only) per month.
- ii.Allowance—Rs.6,000/-(Rupees Six Thousand Only)per month.

The Nomination and Remuneration Committee is authorised to raise salary by giving annual increments on 1<sup>st</sup> August 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.
- 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.50,000/- (Rs. Fifty 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 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.

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 Rajendra Jain shall, during the term of office as Executive Director be liable to retire by rotation and shall continue to hold his office of Executive Director and the reappointment as such Director shall not be deemed to constitute a break in his office of Executive Director.

The Company has taken "Directors & Officers liability insurance policy" which will be extended from time to time to cover full tenure of appointment.

**FURTHER RESOLVED THAT** in the event of any loss or inadequacy of profit in any financial year, during the currency of tenure of Shri Rajendra Jain as Executive Director, he shall be paid remuneration as specified under Section II A of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed from time to time as minimum remuneration notwithstanding the absence or inadequacy of profit in any year.



**FURTHER RESOLVED THAT** the Board of Directors or a duly constituted Committee thereof 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.”

**Seconded by Shri S.K.Ladda**

**RESOLUTION No.9:**

Re-appointment of Shri S.K. Bangur as Chairman and Managing Director of the Company.

Shri S.K.Bangur, Chairman, being interested in the resolution No.9, Lt.Gen.(Retd.)Utpal Bhattacharyya occupied the Chair for the said resolution.

**Proposed by S.N.Ojha**

“**RESOLVED THAT** pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and/or any statutory modification or re-enactment thereof from time to time in force , approval of the Company be and is hereby accorded to the appointment of Shri. S. K. Bangur (DIN: 00053237) as Chairman & Managing Director of the Company for a further period of five years with effect from May 01, 2016, on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to the Notice.

1) Term of Appointment:

5(Five) years with effect from May 01, 2016 to April 30, 2021.

2) Remuneration:

(a) Salary:

Rs.10,00,000/- (Rupees Ten Lakh 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 197 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as may be for the time being in force.



3) Perquisites:

- (a) Leave: On full pay and allowances in accordance with the Rules of the Company.
- (b) Provident Fund & Super Annuation Fund: Contribution to provident Fund and Superannuation Fund in accordance with the Rules of the Company.
- (c) Gratuity: One half month's salary for each completed year of service in accordance with the Rules of the Company.
- (d) 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.

Shri. S.K.Bangur as a Chairman & Managing Director will not be liable to retire by rotation.

Shri S K Bangur will not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.

The Company has taken "Directors & Officers liability insurance policy" which will be extended from time to time to cover full tenure of appointment.

**FURTHER RESOLVED THAT** in the event of any loss or inadequacy of profit in any financial year, during the currency of tenure of Shri S.K. Bangur as Chairman & Managing Director, he shall be paid remuneration as specified under Section II A of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed from time to time as minimum remuneration notwithstanding the absence or inadequacy of profit in any year.

**FURTHER RESOLVED THAT** the Board of Directors or a duly constituted Committee thereof 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"

**Seconded by Shri S.K.Ladda**

**RESOLUTION No.10:**

Authority to Board of Directors U/S 180(1)(a)

**Proposed by K.Jayasimha**

**"RESOLVED** that pursuant to the provisions of section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the Act), approval of the Members of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to create mortgages, charges and hypothecations, in addition to the existing mortgages, charges and hypothecations, on all or any of the movable and/or immovable properties,



both present and future, in such manner as the Board may deem fit, whether exclusive, pari passu, subservient or otherwise to or in favour of all or any of the banks, financial institutions, bodies corporate, trusts, any other person(s), for securing any borrowings, debentures, bonds, or any securities in the nature of debts availed or to be availed from the banks, financial institutions, bodies corporate, trusts, any other person(s), including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein together with interest, costs, charges, liquidated damages, expenses and any other moneys payable by the Company (hereinafter referred to as "loans") provided that the total amount for which the charge is to be created in respect of loans, under the arrangements entered into/to be entered into by the Company shall not, at any time exceed Rs. 2,000 crores( Rupees Two Thousand Crores only ).

**FURTHER RESOLVED** that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**Seconded by Shri Srinivas Khandelwal**

**RESOLUTION No.11:**

Approval of Change of Name of the Company.

**Proposed by K.B.Nanjundappa**

**"RESOLVED THAT** subject to approval of the Central Government under Section 13 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation)Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the name of the Company be and is hereby changed from "The West Coast Paper Mills Limited" to "West Coast Paper Mills Limited" and accordingly the name "The West Coast Paper Mills Limited" wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name "West Coast Paper Mills Limited".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take necessary actions and do all acts, deeds and things in connection therewith and incidental thereto".

**Seconded by Shri Vitthal Bang**

**RESOLUTION No.12:**

Amendment of Articles of Association of the Company.

**Proposed by Dr. R.G.Hegde**

**"RESOLVED THAT,** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act,2013 read with Companies(Incorporation)Rules, 2014



(including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Articles contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of the Association of the Company.

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

**Seconded by Shri M.Haridasan**

### **VOTE OF THANKS**

There being no other business, the meeting concluded with vote of thanks.

On the basis of the Scrutinizer’s Reports received in Form No.MGT-13 Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014 and Pursuant to Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on 01.09.2016, the summary of which is mentioned hereunder, the Executive Director announced the results of voting on 01.09.2016 that all the resolutions for the Ordinary and Special Business as set out in Item Nos.1 to 12 in the Notice of the 61<sup>st</sup> Annual General Meeting of the Company have been duly passed by the requisite majority as per details hereunder.



**PARTICULARS OF VOTES CAST**

Resolution Nos. as given in the Notice of the 61st Annual General Meeting	Mode	Electronic Voting		Poll		Voting Results		Results Declared
		Nos(A)	%	Nos(B)	%	Nos(A)+(B)	%	
<b>Ordinary Business</b>								
1 To consider and adopt the Financial Statements for the year ended March 31, 2016 including the Reports of the Directors and Auditors thereon.	Votes cast in favour	37878756	99.97665	8736	0.02306	37887492	99.99971	Approved by
	Votes cast against	110	0.00029	0	0	110	0.00029	requisite majority
2 To declare dividend on Equity Shares for the year ended on March 31, 2016.	Votes cast in favour	37878556	99.97797	8237	0.02174	37886793	99.99971	Approved by
	Votes cast against	110	0.00029	0	0	110	0.00029	requisite majority
3 To appoint a Director in place of Smt. Shashi Devi Bangur (DIN: 00053300), who retires by rotation under the Articles of Association of the Company and being eligible, offers herself for re-appointment.	Votes cast in favour	37878506	99.9766	8487	0.02240	37886993	99.99905	Approved by
	Votes cast against	360	0.00095	0	0	360	0.00095	requisite majority
4 To Appoint, M/s. Batliboi & Purohit, Chartered Accountants, Mumbai, as Auditors and fixing their remuneration.	Votes cast in favour	36832465	97.2164	8236	0.02174	36840701	97.23811	Approved by
	Votes cast against	1046401	2.7619	0	0	1046401	2.76189	requisite majority
<b>Special Business</b>								
5 To ratify the remuneration to Mr. Umesh Kini, Cost Auditor. (as an Ordinary Resolution).	Votes cast in favour	37878246	99.97663	8226	0.02171	37886472	99.99834	Approved by
	Votes cast against	620	0.00164	10	0.00003	630	0.00166	requisite majority
6 Appointment of Shri Amitav Kothari as an Independent Director of the Company. (as an Ordinary Resolution).	Votes cast in favour	37878246	99.97728	8236	0.02174	37886482	99.99902	Approved by
	Votes cast against	370	0.00098	0	0	370	0.00098	requisite majority
7 Appointment of Shri P. N. Kapadia as an Independent Director of the Company. (as an Ordinary Resolution).	Votes cast in favour	37878146	99.97665	8226	0.02171	37886372	99.99836	Approved by
	Votes cast against	610	0.00161	10	0.00003	620	0.00164	requisite majority
8 Appointment of Shri Rajendra Jain as Executive Director of the Company. (as a Special Resolution).	Votes cast in favour	37878506	99.97797	7977	0.02105	37886483	99.99902	Approved by
	Votes cast against	360	0.00095	10	0	370	0.00098	requisite majority
	Invalid	5200528	0	0	0	5200528	-	



9	Re-appointment of Shri S.K. Bangur as Chairman and Managing Director of the Company. (as a Special Resolution).	Votes cast in favour 37878246	99.9770	8371	0.02209	37886617	99.99908	Approved by
		Votes cast against 350	0.0009	0	0	350	0.00092	requisite
		Invalid 5200528	0	0	0	5200528	-	majority
10	Authority to Board of Directors U/s 180(1)(a). (as a Special Resolution).	Votes cast in favour 37877946	99.9773	7736	0.02042	37885682	99.99770	Approved by
		Votes cast against 620	0.0016	250	0.00066	870	0.00230	requisite
		Invalid 5200528	0	0	0	5200528	-	majority
11	Approval of Change of Name of the Company. (as a Special Resolution).	Votes cast in favour 37877946	99.9765	7691	0.02030	37885637	99.99679	Approved by
		Votes cast against 920	0.0024	295	0.00078	1215	0.00321	requisite
		Invalid 5200528	0	0	0	5200528	-	majority
12	Amendment of Articles of Association of the Company. (as a Special Resolution).	Votes cast in favour 36832105	97.2154	8236	0.02174	36840341	97.23716	Approved by
		Votes cast against 1046761	2.7628	0	0.00000	1046761	2.76284	requisite
		Invalid 5200528	0	0	0	5200528	-	majority

Note : Company has not received postal ballot even though facility has been provided.

Sd/-

(S.K.Bangur)

Chairman of the Meeting

Place : Dandeli

Date : 01.09.2016

Certified to be True  
For The West Coast Paper Mills Ltd.,

  
BRAJMOHAN PRASAD  
COMPANY SECRETARY,  
M.N.O.F 7492