



## WEST COAST PAPER MILLS LIMITED

Regd. Office: P B No 5, Bangur Nagar, Dandeli - 581 325, Uttar Kannada, Karnataka  
CIN: L02101KA1955PLC001936, GST No. 29AAACT4179N1Z0, Phone: (08284) 231391-395 (5 Lines),  
Fax : (08284) 231225 ,E-mail: co.sec@westcoastpaper.com, Website: www.westcoastpaper.com

Start Date : Friday, 1st March, 2019  
Last Date : Saturday, 30th March, 2019

### NOTICE FOR POSTAL BALLOT AND E-VOTING

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

**Notice** is hereby given that, pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, it is proposed to transact the appended special business to be passed as Special Resolution by the members of West Coast Paper Mills Limited through Postal Ballot/E-voting. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, is attached herewith, for your information.

The Board of Directors at its meeting held on 08<sup>th</sup> February, 2019 has appointed Shri Naman G Joshi (Membership No. F8389), Practicing Company Secretary, N.G.Joshi & Co., as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members/E-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed, postage prepaid business reply envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5.00 P.M.) on Saturday, the 30th March, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The Members are requested to convey their assent or dissent in the enclosed Postal Ballot Form.

The Company has entered into an agreement with Link Intime India Pvt. Limited for availing Electronic Voting facility in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of 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 inform their E-mail Ids to Depository Participants with whom they are maintaining their Demat Accounts for updation of records. E-voting instructions, user ID & Password are being informed by Link Intime India Pvt. Ltd., to those Members who have registered their E-mail ID and for other Members it is indicated below the Postal Ballot Form. Further Members who are already in possession of user ID & Password may use the same.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is offering E-voting facility as an alternate mode of voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting from 9.00 A.M. onwards on Friday, March 1, 2019 till 5.00 P.M. on Saturday, March 30, 2019. The E-voting module will be disabled / blocked after the business hours i.e. 5.00 P.M., on Saturday, the 30th March, 2019 for voting by the Members. The Members have both the options of voting i.e. By E-voting or through Postal Ballot Form. Kindly note that while exercising their votes, Members can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If Member is opting for E-voting, then he should not vote through Postal Ballot Form and vice-versa. In case Members cast their vote by postal ballot and E-voting, then voting done through valid E-voting shall prevail and the voting done by Postal Ballot will be treated as invalid.

The Scrutinizer will submit his report to any of the Directors of the Company, after completion of scrutiny of Postal Ballot Forms (including E-voting) in a fair and transparent manner. The result of the Postal Ballot will be announced within 48 hours from receipt of the Scrutinizer's Report, and will be displayed at the registered office of the Company as well as at the Notice Board of Corporate Office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The result of the Postal Ballot will also be displayed on the Company's website i.e. www.westcoastpaper.com and on the website of Link Intime India Pvt. Limited i.e. www.linkintime.co.in

**SPECIAL BUSINESS:**

**APPROVAL FOR CONTINUATION OF HOLDING THE OFFICE OF INDEPENDENT NON-EXECUTIVE DIRECTOR BY SHRI M. P. TAPARIA (DIN: 00112461)**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 17(1A) (which will be effective from April 01, 2019) and all other applicable Regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) and all applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made there under, consent of the members of the Company be and is hereby accorded for continuation of holding of the office of Independent Non-executive Director of the Company by Shri M.P.Taparia (DIN: 00112461), who is above the age of 75 years, up to his existing term/tenure ending on February 01, 2021, for the reasons and justification as stated in the explanatory statement attached to the Notice.”

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

By Order of the Board  
For **West Coast Paper Mills Limited**

**Brajmohan Prasad**

Company Secretary

M.No.F7492

Place : Kolkata

Date : 08.02.2019

**Notes :**

1. This Notice is being sent by electronic mode to those members, whose email address are registered with the Company/National Securities Depository Limited(NSDL) and Central Depositor Services (India) Limited (CDSL). For members who have not registered their email address, physical copies are being sent by the permitted mode. Members may note that this Notice will be available on the Company’s website [www.westcoastpaper.com](http://www.westcoastpaper.com) and on [www.linkintime.co.in](http://www.linkintime.co.in).
2. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Tuesday, the 26th February, 2019 i.e., “Cut Off date”, only those members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date will be entitled to cast their votes by postal ballot or evoting. Evoting module shall be disabled after 5.00 P.M. on Saturday, the 30th March, 2019.
3. **Instructions for voting by Postal Ballot Form.**
  - i) A Postal Ballot Form and a self-addressed postage prepaid business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
  - ii) The Postal Ballot Form should be signed by the members as per the specimen signatures registered with the Registrar/Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository) by the first named member and his /her absence, by the next named member. Holder(s) of Power of Attorney(s) (POA) on behalf of the member(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
  - iii) In case of Equity Shares held by the members other than the individual members, the duly completed Postal Ballot Form should be signed by the authorized signatory, as per specimen signature registered with Registrar/Depository and it should be accompanied by a certified copy of board resolution/authorization together with the specimen signature(s) of the duly authorized signatory giving requisite authority to the person voting on the Postal Ballot Form.
  - iv) Members are requested to send only the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope.
  - v) Member may contact at share Department of the Company or email at [co.sec@westcoastpaper.com](mailto:co.sec@westcoastpaper.com) to obtain a duplicate copy of Postal Ballot Form.
  - vi) The votes would be cast either in favour of or against by putting the tick(✓) mark in the column provided for assent or dissent. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form will be permitted.
  - vii) A member cannot exercise his vote by proxy on Postal Ballot.

#### 4. Instructions for shareholders to vote electronically:

##### ❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"><li>• Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form indicated in the PAN Field.</li></ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number. <ul style="list-style-type: none"><li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction <b>(4-C)</b>.</li></ul>

If you are holding shares in demat form and had registered on e-Voting system / portal of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any Company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase Shareholder is having valid e-mail address, Password will be sent to the shareholders registered e-mail address. Else, Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by Demat Shareholders for voting on the resolutions placed by the Company in which they are a Shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For Shareholders holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

##### ❖ Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.  
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
8. If you wish to view the Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ General Guidelines for Shareholders:

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.  
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc., together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

## ANNEXURE TO THE NOTICE

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

Securities Exchange Board of India (SEBI) vide its notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 has inserted Sub-Regulation 1A in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires the listed entities to pass a special resolution indicating the justification in the explanatory statement annexed to the notice, for appointing or continue the directorship of any person as a non-executive director who has attained the age of seventy five years. The said Regulation 17(1A) will come into force w.e.f., April 01, 2019.

Shri M P Taparia(DIN:00112461), was re-appointed as an Independent Director of the Company not liable to retire by rotation and to continue to hold office for further period of 3(three) consecutive years in the 63rd Annual General Meeting held on 22nd August 2018. His existing term/tenure will expire on February 01, 2021, who is presently already above the age of 75 years.

Board of Directors justify the continuation of holding of the office of Independent Non-executive Director of the Company by Shri M.P.Taparia (DIN: 00112461), in view of his skill, vast experience and knowledge, which would be of immense benefit to the Company and feel that it is desirable to avail his services as Independent Non-executive Director.

Shri M. P. Taparia(DIN:00112461) is presently 81 years of age, an Industrialist, Director of the Company since November 11, 2010. He is the Chairman of Nomination and Remuneration Committee and a member of Corporate Social Responsibility Committee of the Company. He also holds directorship in Supreme Petrochem Ltd., The supreme Industries Limited and Kabra Extrusion Technik Ltd. etc., also Chairman and Member of various Committees of other entities.

Shri M. P. Taparia(DIN:00112461), interested in the resolution set out in the Notice with regard to his appointment, and relatives of the said Director may be deemed to be interested in the said resolution to the extent of their shareholdings, if any, in the Company .

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or Relatives of Director and Key Managerial Personnel are in any way concerned or interested in the said resolution.

By Order of the Board  
For **West Coast Paper Mills Limited**

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

Place : Kolkata  
Date : 08.02.2019



## WEST COAST PAPER MILLS LIMITED

Registered Office & Works: PB No.5, Bangur Nagar, Dandeli-581325 (Karnataka)

CIN: L02101KA1955PLC001936, GSTN: 29AAACT4179N1ZO

Ph: (08284) 231391 – 395 (5 Lines) Fax: (08284) 231225

Email: [co.sec@westcoastpaper.com](mailto:co.sec@westcoastpaper.com), Website: [www.westcoastpaper.com](http://www.westcoastpaper.com)

### POSTAL BALLOT FORM

(From 1<sup>st</sup> March 2019 to 30<sup>th</sup> March 2019) Sr.No:

Sr. No.	Particulars	Details
1.	Name of the Shareholder(s) (including Joint holder, if any) (In block letters)	
2.	Postal address	
3.	Registered folio No./ * DP & Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	No. of Equity Shares held	

I/We hereby exercise my/our vote in respect of Special resolution enumerated below to be passed through Postal Ballot/E-voting as mentioned in the Notice for Postal Ballot dated 08.02.2019, by recording my/our assent or dissent to the said resolution by placing the (✓) mark at the appropriate box below:

Item No.	Description	No. of shares held by me/us	I/We assent to the resolution(✓) (FAVOUR)	I/We dissent from the resolution (✓) (AGAINST)
1.	<b>Special Resolution:</b> Approval for continuation of appointment of Shri M. P. Taparia, to hold office of Independent Non-Executive Director, who is above the age of 75 years up to his existing term/tenure ending on February 01, 2021.			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder(s)

### Electronic Voting Particulars

EVENT No.	PAN / Sequence Number

#### Note:

1. Kindly read the instructions printed overleaf before exercising the vote through this form or e-voting.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer: Saturday, March 30, 2019 up to 5.00 P.M.
3. Postal Ballot Forms received after that date, will be treated as if the reply from such Member/(s) has not been received.

## INSTRUCTIONS

1. A Member can opt for only one mode of voting, i.e. either through Remote e-voting or by Postal Ballot Form. If a Member casts his/her vote using both the modes, then voting done through Remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
2. Duly completed Postal Ballot Form should reach, Shri Naman G Joshi (Membership No. F8389), Practicing Company Secretary, Scrutinizer, C/o West Coast Paper Mills Limited, Bangur Nagar, Dandeli-581325, Dist : Uttara Kannada, Karnataka, on or before Saturday, March 30, 2019 at 5.00 P.M. All Postal Ballot Forms received after the above time and date will be treated as if reply/ Postal Ballot Form from such Member have not been received.
3. A Member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Company in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/ speed post at the expense of the Member(s) will also be accepted. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice.
4. The self-addressed postage pre-paid Business Reply Envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
5. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
6. There shall be one Postal Ballot for every folio irrespective of the number of joint holders. A member cannot exercise his vote by proxy on the Postal Ballot.
7. Members, whose names appear in the Register of Members as on Tuesday, February 26, 2019, will be eligible for voting. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who is not a member as on the said date should treat this notice for information purpose only.
8. The consent must be accorded by recording the assent in the Column 'FAVOUR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
9. The Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member; and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote; and/or (v) the details provided in the form are incomplete, unsigned, incorrect, defaced or mutilated.
10. Members are requested not to send any other paper / documents along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If sent, such paper / document would not be acted upon. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
11. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney/Authority Letter in favour of the signatory together with specimen signature(s) of the duly authorized signatory (ies).
12. The results of the Postal Ballot will be declared in the manner as specified in the Notice.
13. In case of any query/grievance in connection with the Postal Ballot including E-voting, Members may contact LIPL by e-mail at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or the Company at [co.sec@westcoastpaper.com](mailto:co.sec@westcoastpaper.com)