

## THE WEST COAST PAPER MILLS LIMITED

Regd. Office: 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 60th Annual General Meeting of the members of THE WEST COAST PAPER MILLS LIMITED will be held at the Registered Office of the Company at Bangur Nagar, Dandeli – 581 325, Uttara Kannada District, Karnataka, on Friday, the 31st July 2015, at 4.00 P.M. at Shree Rangnath Auditorium to transact the following business :

#### **ORDINARY BUSINESS :**

1. To consider and adopt the Profit and Loss Account for the year ended March 31, 2015 and Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Shri Saurabh Bangur(DIN:00236894), who retires by rotation under Article 143 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.

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 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 meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration of ₹ 14,00,000/- (Rupees Fourteen Lakhs only) plus service tax, travelling and out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

4. To ratify the remuneration of ₹ 1,00,000/-(Rupees One Lakh only) for the year ended 31.03.2016 to Mr. Umesh Kini, Cost Auditor as recommended by the Audit committee and approved by the Board of Directors of the Company.

#### **SPECIAL BUSINESS**

5. **Appointment of Shri M. P. Taparia (DIN:00112461) as an Independent Director of the Company**

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

"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 Clause 49 of the Listing Agreements, Shri M. P. Taparia (DIN:00112461) who was appointed as an Additional Director in February 2015 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 02, 2015."

6. **Appointment of Lt. Gen. (Retd.) Utpal Bhattacharyya (DIN:02665807) as an Independent Director of the Company**

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

"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 Clause 49 of the Listing Agreements, Lt. Gen. (Retd.) Utpal Bhattacharyya (DIN:02665807) who was appointed as an Additional Director in February 2015 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 02, 2015."

7. **Appointment of Shri Krishna Kumar Karwa (DIN:00181055) as an Independent Director of the Company**

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

"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 Clause 49 of the Listing Agreements, Shri Krishna Kumar Karwa (DIN:00181055) who was appointed as an Additional Director in February 2015 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 02, 2015."

**8. To amend Articles of Association of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Article 155A be and is hereby inserted in the Articles of Association of the Company as follows :

155A "Chairman of the Board can also be Whole time Director by whatever name called in terms of Section 203 of the Companies Act, 2013."

By Order of the Board

Place : Mumbai

Date : 27th May 2015

**P. K. Mundra**

*President (Finance) & Company Secretary*

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Members/Proxies should bring, duly filled-in, Attendance Slip sent herewith for attending the meeting.  
Members holding shares in DEMAT form are requested to incorporate the DP ID Number and Client ID Number in the Attendance Slip for easy identification of attendance at the meeting.
3. A Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 5, 6, 7 and 8 set out above, is annexed hereto.
4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays and holidays, between 10:00 Hrs. and 12:00 Hrs. up to the date of the Annual General Meeting.
5. The Register of Members and the Share Transfer Books will remain closed from 18th July 2015 to 31st July 2015 (both the days inclusive).
6. In compliance with the SEBI circular, the Company has assigned all the work related to share registry in terms of both physical and electronic to –

Link Intime India Pvt. Ltd.,  
C-13, Kantilal Maganlal Estate  
Pannalal Silk Mills Compound  
LBS Road, Bhandup (W)  
Mumbai - 400 078  
Ph : (022) 2596 3838; Fax : (022) 2596 2691  
E-mail : 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 Registrars and Share Transfer Agents. Members holding shares in physical form are requested to notify, promptly, any change in their address, to the Registrars and Share Transfer Agents.

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.

7. Pursuant to the provisions of Section 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund. Thereafter, members shall not be able to register their claim in respect of their unencashed dividends. Pursuant to Section 124(6) of the Companies Act, 2013 as and when notified by Ministry of Corporate Affairs all shares in respect of which unpaid or unclaimed dividend has been transferred to Investor Education and Protection Fund are required to be transferred to said fund. Members who have not yet encashed their dividend warrants for the financial year ended on March 31, 2008 and onwards are advised to make their claims to the Company, without any further delay.

The Unclaimed dividend for the year ended on March 31, 2008 will be transferred to the Investor Education and Protection Fund in terms of the provisions of Section 205 A(5) of the Companies Act, 1956, in the month of October 2015.

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

9. The brief profile of the Director retiring by rotation and eligible for re-appointment by Clause 49 (VIII) (E) of the Listing Agreement with the Stock Exchanges is given below and forms part of the notice :-

Sl. No.	Nature of Information	Item No. 2 of Notice
1.	Name	Shri Saurabh Bangur
2.	Age	39 years
3.	Director of Company since	28th June 2004
4.	Expertise in specific functional areas	Industrialist
5.	Directorship in other Companies	1) Amrit-Villa Investments Limited
		2) Gloster Telecom Ltd.
		3) Gloster Cables Limited
		4) Shree Satyanarayan Investments Co. Ltd.
		5) Shree Satyanarayan Properties Pvt. Ltd.
		6) Lecbns Investments and Trading Company Pvt. Ltd.
6.	Member of Committee of the Board in other companies	None
7.	No. of shares held in the Company	1315730

10. The Company has entered into an agreement with National Securities Depositories Limited 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 Agents 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 Depositories Ltd., to those members who have registered their e-mail ID and for other members it is indicated in the 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 assent or dissent in writing on a postal ballot then he can download postal ballot form, from the Website of the Company and send to scrutinizer so as to reach on or before 29th July, 2015. 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.

## ANNEXURE TO THE NOTICE

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

#### Item No. 5, 6 and 7

Shri M. P. Taparia, Lt. Gen. (Retd.) Utpal Bhattacharyya and Shri Krishna Kumar Karwa, were appointed as Directors liable to retire by rotation under the Companies Act, 1956. It is required under Section 149(4) of the Companies Act, 2013 ("the Act") to appoint Independent Directors and maximum tenure as per Section 149(10) of the Act is up to 5 consecutive years, who are also Additional Directors w.e.f. 02.02.2015 under Section 161 of the Act.

It is proposed in view of vast professional experience to appoint Shri M. P. Taparia, Lt. Gen. (Retd.) Utpal Bhattacharyya and Shri Krishna Kumar Karwa as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreements, to hold office for 3(three) consecutive years not liable to retire by rotation with effect from February 02, 2015. The Company has received notices in writing from members along with a deposit of ₹ 1,00,000/- each proposing the candidature of Shri M. P. Taparia, Lt. Gen. (Retd.) Utpal Bhattacharyya and Shri Krishna Kumar Karwa for the office of Independent Directors under the provisions of Section 160 of the Act.

The Company has received declarations from Shri M. P. Taparia, Lt. Gen. (Retd.) Utpal Bhattacharyya and Shri Krishna Kumar Karwa that, they are not disqualified to become directors and they have also consented to hold the office as Independent Directors.

The Board considers that continued association of Shri M. P. Taparia, Lt. Gen. (Retd.) Utpal Bhattacharyya and Shri Krishna Kumar Karwa would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

In the opinion of the Board, Shri M. P. Taparia, Lt. Gen. (Retd.) Utpal Bhattacharyya and Shri Krishna Kumar Karwa are persons of integrity and possess relevant qualifications, expertise and experience and fulfil the conditions specified in the Act and the rules made thereunder and that the proposed directors are independent of the management.

The brief profile of Shri M. P. Taparia, Lt. Gen. (Retd.) Utpal Bhattacharyya and Shri Krishna Kumar Karwa, as required under Clause 49 (VIII) E of the Listing Agreements are as under :

Sl. No.	Nature of Information	Item No. 5 of Notice	Item No. 6 of Notice	Item No. 7 of Notice
1.	Name	Shri M. P. Taparia	Lt. Gen. (Retd.) Utpal Bhattacharyya	Shri Krishna Kumar Karwa
2.	Age	77 years	67 years	50 years
3.	Director of Company since	11th November 2010	27th May 2009	30th October, 2009
4.	Expertise in specific functional areas	Industrialist	Retired Army Officer	Service sector
5.	Directorship in other Companies	1) Supreme Petrochem Ltd. 2) The Supreme Industries Ltd. 3) Supreme Capital Management Ltd. 4) Kabra Extrusion Technik Ltd. 5) Jovial Investment & Trading Co. Pvt. Ltd. 6) Boon Investment & Trading Co. Pvt. Ltd.	None	1) Emkay Global Financial Services Ltd. 2) Emkay Fincap Ltd. 3) Emkay Commotrade Ltd. 4) Emkay Insurance Brokers Ltd. 5) Emkay Corporate Services Pvt. Ltd. 6) Titagarh Agrico Pvt. Ltd. 7) Emkay Charitable Foundation
6.	Member of Committee of the Board in other companies	<b>Chairman-Stakeholders Relationship Committee</b> 1) Supreme Petrochem Ltd. <b>Chairman-Finance Committee</b> 1) Supreme Petrochem Ltd. <b>Chairman-Investment Committee</b> 1) Supreme Petrochem Ltd. <b>Chairman-Audit Committee</b> 1) Boon Investment & Trading Co. Pvt. Ltd.	None	<b>Chairman-Management Committee</b> 1) Emkay Global Financial Services Ltd. <b>Member- Stakeholders Relationship Committee</b> 1) Emkay Global Financial Services Ltd. <b>Member-Audit Committee</b> 1) Emkay Commotrade Ltd. 2) Emkay Fincap Ltd. 3) Titagarh Agrico Pvt. Ltd. <b>Member-Project Monitoring &amp; Management Committee</b> 1) Titagarh Agrico Pvt. Ltd.
7.	No. of shares held in the Company	Nil	Nil	Nil

Shri M. P. Taparia, Lt. Gen. (Retd.) Utpal Bhattacharyya and Shri Krishna Kumar Karwa are interested in the resolutions set out respectively at Item Nos. 5, 6 and 7 of the Notice with regard to their respective appointments and relatives of the said Directors may be deemed to be concerned or interested, financially or otherwise, in the said resolutions to the extent of their shareholding, 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 Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

Letters of appointment of Shri M. P. Taparia, Lt. Gen. (Retd.) Utpal Bhattacharyya and Shri Krishna Kumar Karwa setting out the terms and conditions are available for inspection by the members at the registered office of the Company.

The Board of Directors recommend these resolutions as set out at Item No. 5, 6 and 7 for your approval.

#### Item No. 8

The Article 155A has been inserted to enable the Chairman of the Board to also function as a whole time Director by whatever name called.

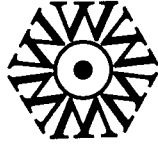
None of the Directors or Key Managerial Personnel of the Company or Relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the proposed Special Resolution for your approval.

By Order of the Board

Place : Mumbai  
Date : 27th May 2015

**P. K. Mundra**  
President (Finance) & Company Secretary

**ATTENDANCE SLIP****THE WEST COAST PAPER MILLS LIMITED**

REGISTERED OFFICE & WORKS : PB No.5, Bangur Nagar, DANDELI-581325 (Karnataka)  
CIN : L02101KA1955PLC001936, Ph: (08284) 231391 – 395 (5 Lines) Fax: (08284) 231225 / 230443  
Email : co.sec@westcoastpaper.com, Website : www.westcoastpaper.com

**60TH ANNUAL GENERAL MEETING ON 31ST JULY, 2015**

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

Registered Folio / DP & CL ID		No. of Shares	
Name and address of the shareholder(s)			
Joint Holder 1			
Joint Holder 2			

hereby record my presence at the 60th ANNUAL GENERAL MEETING of the Company held on Friday, the 31st July 2015 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**