



## WEST COAST PAPER MILLS LIMITED

Regd. Office: P B No 5, Bangur Nagar, Dandeli - 581 325, Uttara Kannada, Karnataka  
CIN: L02101KA1955PLC001936, GSTN: 29AAACT4179N1ZO, 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 64th Annual General Meeting of the members of WEST COAST PAPER MILLS LIMITED will be held at the Registered Office of the Company at Bangur Nagar, Dandeli - 581 325, Uttara Kannada District, Karnataka, on Thursday, the 8th August, 2019, at 4.00 P.M. at Shree Rangnath Auditorium to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended March 31, 2019 including the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended on March 31, 2019.
3. To appoint a Director in place of Shri Rajendra Jain (DIN: 07250797), who retires by rotation under the Articles of Association of the Company and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

#### 4. Appointment of Shri S.K.Tikare (M.No.020794), Cost Accountant, Belgaum as Cost Auditor of the Company and Ratification of Remuneration

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

“RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration of Rs. 1,20,000/- as approved by the Board of Directors of the Company be paid to **Shri S.K.Tikare (M.No.020794)**, Cost Auditor, Belgaum, to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2020, be and is hereby ratified.”

“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.”

#### 5. Remuneration to Shri Virendraa Bangur, Chief Executive of West Coast Optilinks (Division of West Coast Paper Mills Limited)

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

“RESOLVED THAT pursuant to Section 177, 188(1) of the Companies Act, 2013, read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules 2014 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions made there under and/or applicable regulations, the revised remuneration/salary to Shri Virendraa Bangur, for holding and continuing to hold an office or place of profit as “Chief Executive” of West Coast Optilinks – Cable Division of the Company on a monthly remuneration of Rs.6,25,000/- (Cost to the Company including all perks & benefits) w.e.f. 01.09.2019, be and is hereby approved.”

“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.”

#### 6. Re-Appointment of Shri Amitav Kothari (DIN:01097705) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special 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 Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), **Shri Amitav Kothari (DIN:01097705)** who was appointed as an Independent Director of the Company w.e.f February 12, 2016 to February 11, 2019 and who is eligible for being re-appointed as an Independent Director and who

meets the criteria for independence as provided under Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of the SEBI LODR and who has submitted the declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 3 years with effect from February 12, 2019 to February 11, 2022.”

#### 7. Re-Appointment of Shri P N Kapadia (DIN:00042090) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special 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 Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), **Shri P N Kapadia (DIN:00042090)** who was appointed as an Independent Director of the Company w.e.f May 30, 2016 to May 29, 2019 and who is eligible for being re-appointed as an Independent Director and who meets the criteria for independence as provided under Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of the SEBI LODR and who has submitted the declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 3 years with effect from May 30, 2019 to May 29, 2022.”

By Order of the Board

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

Place: Mumbai  
Date: 29th May, 2019

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#### NOTES:

1. ONLY A PERSON, WHOSE NAME IS RECORDED IN THE REGISTER OF MEMBERS OR IN THE REGISTER OF BENEFICIAL OWNERS MAINTAINED BY THE DEPOSITORIES AS ON THE CUT-OFF DATE SHALL BE ENTITLED TO AVAIL THE FACILITY OF REMOTE E-VOTING OR VOTING AT THE 64TH ANNUAL GENERAL MEETING (AGM) THROUGH POLLING/ BALLOT PAPER.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY/ PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN FORTYEIGHT HOURS (48) BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.
3. Members/Proxies are requested to bring their copies of Annual Report, Notice and Attendance Slip sent herewith, duly filled-in for attending the meeting. Members holding shares in DEMAT form are requested to incorporate the DP ID Number and Client ID Number in the Attendance Slip for easy identification of attendance at the meeting.
4. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the meeting.
5. In terms of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members holding in the aggregate, not more than ten percent of the total share capital of the Company. Member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Member holding shares in physical form may file nomination in the prescribed form SH-13 with the Company’s Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
8. Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, in respect of the business under item number 4, 5, 6 and 7 set out above, are annexed hereto.

9. 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.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members who have not registered their e-mail address either with the Company or with the Depository Participant(s) can register the same by sending email to M/s Link Intime India Pvt. Ltd. or to the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants.
11. The Register of Members and the Share Transfer Books will remain closed from 24th July, 2019 to 8th August, 2019 (both the days inclusive).
12. The equity dividend as recommended by the Board of Directors, if declared at the meeting, will be paid, on or after 13th August, 2019 to those shareholders whose names appear in the Register of Members on 8th August, 2019. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership at the close of business hours on 23rd July, 2019, based on the details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, for this purpose.
13. In compliance with the SEBI circular, the Company has assigned all the work related to share registry in terms of both physical and electronic to –  
Link Intime India Pvt.Ltd.,  
(Unit: West Coast Paper Mills Ltd.,)  
C-101, 247 Park  
LBS Marg, Vikhroli (West)  
MUMBAI-400 083.  
Ph: (022) 49186000; Fax: (022) 49186060;  
E-mail: rnthelpdesk@linkintime.co.in  
All members are requested to send/deliver their documents/correspondence relating to the Company's Share Transfer/Demat/Remat requests to the above Registrar and Share Transfer Agent. Members holding shares in physical form are requested to notify, promptly, any change in their address, to the Registrar and Share Transfer Agent.
  - (i) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their bank mandates immediately to the Link Intime India Pvt. Ltd.
  - (ii) With a view to provide protection against fraudulent encashment of dividend warrants, the members were requested in the past to provide their bank account numbers, name of the banks, IFSC code and address of the branches to enable the Company to incorporate the said details in the dividend warrants. Those members who are holding shares in physical form and who have not yet furnished such information are again requested to furnish these details quoting their folio numbers to reach the Registrar and Share Transfer Agent, at the address given above, latest by 23rd July, 2019, to enable them to incorporate this information in the dividend warrants or to transfer dividend through electronically. Members will appreciate that the Company will not be responsible for any loss arising out of fraudulent encashment of dividend warrants.
  - (iii) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/deletion in bank details. Such members may therefore give instructions regarding change/deletion in bank details to their Depository Participants only.
  - (iv) Members are requested to register their Permanent Account Number (PAN), E-mail ID and Mobile number with their Depository Participants, in case shares are held in dematerialized form and with Company/Link Intime India Pvt. Ltd., in case of shares held in physical form.
  - (v) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent.

14. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund. Thereafter, members shall not be able to register their claim in respect of their un-encashed dividends with the Company. Further, pursuant to Section 124(6) of the Companies Act, 2013 shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred to Investor Education and Protection Fund. Members who have not yet encashed their dividend warrants for the financial year ended on March 31, 2012 and onwards are advised to make their claims to the Company, without any delay.

The Unclaimed dividend for the year ended on March 31, 2012 will be transferred to the Investor Education and Protection Fund in terms of the provisions of Section 124 of the Companies Act, 2013, in the month of September 2019. The details of the unpaid/unclaimed amounts lying in the Company as on 22nd August 2018 (date of last AGM) are available on the website of the Company [www.westcoastpaper.com](http://www.westcoastpaper.com) and on the Ministry of Corporate Affairs website. Shareholders whose dividends/shares as transferred to the IEPF Authority can now claim their dividends/shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.

15. Once a vote on a resolution is cast through remote E-voting by a member, the member shall not be allowed to subsequently change it. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
16. Shri Naman Gurumurthi Joshi (Membership No.F8389), Company Secretaries, N.G.Joshi & Co., has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**17. Instructions and other information relating to remote E-voting:**

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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer its Members, facility to exercise their right to vote in respect of the businesses to be transacted through E-Voting Services.

The Company has entered into an agreement with Link Intime India Pvt. Ltd.,(LI IPL) 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. E-voting instructions, user ID & Password are being informed by Link Intime India Pvt. Ltd.,(LI IPL), to those members who have registered their e-mail ID and for other members it is indicated in the separate attendance slip. Further members who are already in possession of user ID & Password may use the same.

The facility for voting through polling/ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through polling/ballot paper. Member who do not have access to E-voting facility and wish to send his/her assent or dissent in writing on a postal ballot then he/she can download postal ballot form, from the Website of the Company and send to scrutinizer so as to reach on or before 6th August, 2019. 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.

The E-voting period begins on 5th August, 2019 at 9.00 A.M. and ends on 7th August, 2019 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The E-voting module shall be disabled by LI IPL for voting thereafter.

**For those shareholders opting for remote E-voting, the process and manner of remote E-voting will be as follows:**

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

- (i) Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- (ii) Click on "Login" tab, available under 'Shareholders' section.

- (iii) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- (iv) Your User ID details are given below:
- Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

- (v) 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 / Attendance Slip 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.
Bank Account Number	Enter the Bank Account Number 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 Bank Account Number in order to register. If the above mentioned details are not recorded with the depository participant or Company, please enter Folio Number in the Bank Account Number Details field as mentioned in instruction <b>(iv-c)</b>.</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system 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 shareholder 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 resolutions 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**

- (vi) 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.

- (vii) 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’.

- (viii) If you wish to view the Resolution details, click on the ‘View Resolutions’ File Link.

- (ix) 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.

- (x) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

- (xi) 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:**

- (xii) 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, also can send the same to scrutinizer at email ID :[csnaman@ngjoshiandco.com](mailto:csnaman@ngjoshiandco.com).

- (xiii) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.

- (xiv) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

- (xv) 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.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.westcoastpaper.com](http://www.westcoastpaper.com) and on the website of Link Intime India Pvt. Ltd., immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, Mumbai.

19. The brief profile of the Director retiring by rotation and being eligible, seeking re-appointment at the AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards 2 issued by the Institute of Company Secretaries of India is given below and forms part of the notice:

Sl. No.	Nature of Information	Item No.3 of Notice
1.	Name of the Director	Shri Rajendra Jain
2.	Age	57 years
3.	Director of Company since	31st July, 2015
4.	Expertise in specific functional areas	Professional
5.	Relationships between Directors inter-se	None
6.	Directorship in other Listed entities	None
7.	Membership of Committees of the Board in other Listed entities	None
8.	No. of shares held in the Company	Nil

By Order of the Board

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

Place: Mumbai  
Date: 29th May, 2019

## ANNEXURE TO THE NOTICE

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

#### Item No.4

On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 29.05.2019 have approved the appointment of Shri S.K.Tikare, Cost Accountant (M/020794), Belgaum as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the year ended on 31st March, 2020 at a remuneration of Rs. 1,20,000/- in terms of provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, subject to the ratification by members.

The Board has recommended the Resolution as set out at Item No.4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No.4 of the Notice.

#### Item No. 5

Section 188(1) of the Companies Act, 2013 (Act) provides for the related party's remuneration exceeding the limit of Rs. 2.50 Lakhs per month to any office or place of profit. The proviso of Section 188(1) of the said Act require a Company to obtain prior approval of the shareholders.

The Board of Directors of the Company on the recommendation of the Audit Committee and Nomination & Remuneration Committee, at their meeting held on 29th May 2019 have consented for increase of remuneration to Rs.6,25,000/- per month (Cost to the Company including all perks & benefits) w.e.f. 01.09.2019, payable to Shri Virendraa Bangur, "Chief Executive" of West Coast Optilinks, cable division of the Company, who has grown in hierarchy since 01.09.1997 beginning with Management Executive, subject to approval of the Shareholders at Annual General Meeting.

Shri Virendraa Bangur has held many positions since 01.09.1997 beginning with Management Executive and presently holding the position of "Chief Executive" in the cable division of the Company.

The Board considered the above increase of remuneration/salary in view of skill, vast experience and knowledge of Shri Virendraa Bangur, Chief Executive, West Coast Optilinks, cable division, which would be of immense benefits to the Company and it is desirable to avail his services.

Disclosure of Particulars in terms of Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014

- a. Name of the related party : Shri Virendraa Bangur
- b. Name of the director or key managerial personnel who is related, if any :
  - Shri S K Bangur, Chairman & Managing Director;
  - Shri Saurabh Bangur, Vice-Chairman; and
  - Smt. Shashi Bangur
- c. Nature of relationship: Chief Executive of West Coast Optilinks, Cable Division of the Company
- d. Nature, material terms, monetary value and particulars of the contract or arrangement: As mentioned above in the explanatory statement and the Resolution set out in Item No. 5 of this Notice.

Shri S K Bangur, Chairman & Managing Director, Shri Saurabh Bangur, Vice-Chairman and Smt. Shashi Bangur are interested in the resolutions set out at Item No.5 of the Notice with regard to his remuneration/salary, and relatives of the Shri Virendraa Bangur may be deemed to be interested in the said resolutions to the extent of their shareholdings, if any, in the Company.

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

The Board of Directors of the Company recommended the resolution as set out at Item No.5 of this Notice for your approval (shareholders of the Company).

#### Item No.6 and 7

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 upto 5 consecutive years, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term upto 5 consecutive years.

Shri Amitav Kothari(DIN:01097705) and Shri P N Kapadia(DIN:00042090) were appointed as Independent Directors to hold office for 3(three) consecutive years not liable to retire by rotation with effect from February 12, 2016 and May 30, 2016 respectively, the said term was completed on 11.02.2019 and 29.05.2019 respectively and Board of Directors in their meeting held on 08.02.2019 and 29.05.2019 respectively, on the basis of report of performance evaluation have re-appointed them as Independent Directors of the Company not liable to retire by rotation and to continue to hold office for further period of 3(three) consecutive years w.e.f., 12.02.2019 and 30.05.2019 respectively subject to approval of members of the Company at the Annual General Meeting.

The Company has received declaration from Shri Amitav Kothari(DIN:01097705) and Shri P N Kapadia(DIN:00042090), that, they are not disqualified to become a Director and also consented to hold the office of the Directors.

The Board considered the re-appointment of Shri Amitav Kothari(DIN:01097705) and Shri P N Kapadia(DIN:00042090) in view of their skill, vast experience and knowledge, which would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors.

In the opinion of the Board, Shri Amitav Kothari(DIN:01097705) and Shri P N Kapadia(DIN:00042090) fulfills the conditions specified in the Act and Rules made thereunder and the proposed Directors are Independent of the Management.

The brief profile of Shri Amitav Kothari(DIN:01097705) and Shri P N Kapadia(DIN:00042090) as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards 2 issued by Institute of Company Secretaries of India, are provided as 'Exhibit A' to this Notice.

Shri Amitav Kothari(DIN:01097705) and Shri P N Kapadia(DIN:00042090) are interested in the resolutions set out respectively at Item No.6 and 7 of the Notice with regard to their respective appointment, and relatives of the said Directors may be deemed to be interested in the said resolutions 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 resolutions.

Letter of appointment of Shri Amitav Kothari (DIN:01097705) and Shri P N Kapadia (DIN:00042090) setting out the terms and conditions are available for inspection by the members at the Registered Office of the Company.

The Board of Director recommended the resolution as set out at Item No.6 and 7 of this Notice for your approval.

#### Exhibit A

Sl. No	Nature of Information	Item No.6 of Notice	Item No.7 of Notice
1.	Name	Shri Amitav Kothari	Shri P N Kapadia
2.	Age	66 years	70 years
3.	Director of Company since	12th February, 2016	7th August, 1992
4.	Expertise in specific functional areas	Business	Industrialist
5.	Relationships between Director inter-se	None	None
6.	Directorship in other Listed entities	1) Kiran Vyapar Ltd. 2) Kanoria Chemicals & Industries Ltd.	1) Kaira Can Co. Limited 2) Alkyl Amines Chemicals Ltd.
7.	Membership of Committee of the Board in other Listed entities	<b>Chairman-Audit Committee</b> 1) Kiran Vyapar Ltd. 2) Kanoria Chemicals & Industries Ltd. <b>Member-Stakeholders Relationship Committee</b> 1) Kanoria Chemicals & Industries Ltd.	<b>Chairman- Stakeholders Relationship Committee</b> 1) Kaira Can Co. Limited <b>Member-Audit Committee</b> 1) Alkyl Amines Chemicals Ltd.
8.	No. of Shares held in the Company	Nil	Nil

By Order of the Board

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

Place: Mumbai  
Date: 29th May, 2019





## ATTENDANCE SLIP

### WEST COAST PAPER MILLS LIMITED

Regd. Office: P B No 5, Bangur Nagar, Dandeli - 581 325, Uttara Kannada, Karnataka  
CIN: L02101KA1955PLC001936, GSTN: 29AAACT4179N1ZO, Phone: (08284) 231391-395 (5 Lines),  
Fax: (08284) 231225, E-mail: co.sec@westcoastpaper.com, Website: www.westcoastpaper.com

#### 64th Annual General Meeting on 8th August, 2019

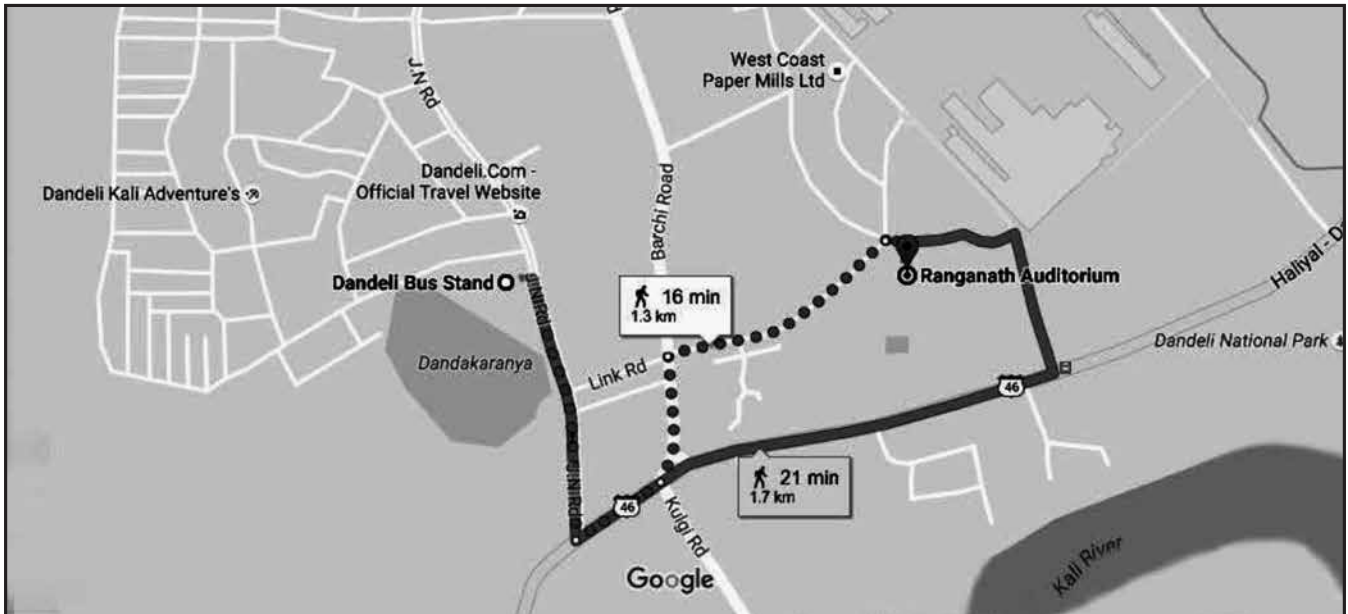
Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

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

I hereby record my presence at the 64th ANNUAL GENERAL MEETING of the Company held on Thursday the 8th August, 2019 at 4.00 P.M. at the Registered Office of the Company at P B No. 5, Bangur Nagar, Dandeli – 581 325, Uttara Kannada, Karnataka at Shree Ranganath Auditorium.

\_\_\_\_\_  
SIGNATURE OF THE SHARE HOLDER/PROXY

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







Form No. MGT-11

**PROXY FORM**

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

CIN : L02101KA1955PLC001936

Name of the company : **West Coast Paper Mills Limited**

Registered office : P B No 5, Bangur Nagar, Dandeli-581325, Dist- Uttara Kannada, Karnataka,

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

Email: co.sec@westcoastpaper.com, Website: www.westcoastpaper.com

Name of the member (s) :	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

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

1. Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_

Signature \_\_\_\_\_, or failing him/her

2. Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_

Signature \_\_\_\_\_, or failing him/her

3. Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_

Signature \_\_\_\_\_

as my/our proxy to attend and vote ( on a poll) for me/us and on my/our behalf at the 64th Annual General Meeting of the Company, to be held on 8th August, 2019, at 4:00 P.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business:</b>
1) To consider and adopt the Audited Financial Statements for the year ended March 31, 2019 including Reports of the Directors and Auditors thereon.
2) To declare dividend on Equity Shares for the financial year ended on March 31, 2019.
3) Re-appointment of Shri Rajendra Jain, who retires by rotation.
<b>Special Business:</b>
4) To ratify the remuneration of Shri S.K.Tikare, Cost Auditor.
5) Remuneration to Shri Virendraa Bangur, Chief Executive of West Coast Optilinks (Cable Division of the Company).
6) Re-Appointment of Shri Amitav Kothari (DIN:01097705) as an Independent Director of the Company.
7) Re-Appointment of Shri P N Kapadia (DIN:00042090) as an Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

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

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

Affix  
Revenue  
Stamp

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

