



WEST COAST PAPER MILLS LIMITED

Regd. Office: P B No 5, Bangur Nagar, Dandeli - 581 325, Uttara Kannada, 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 63rd Annual General Meeting of the members of WEST COAST PAPER MILLS LIMITED will be held at the Registered Office of the Company at PB No. 5, Bangur Nagar, Dandeli - 581 325, Uttara Kannada, Karnataka, on Wednesday, the 22nd August, 2018, 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, 2018 including the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended on March 31, 2018.
3. To appoint a Director in place of Smt. Shashi Bangur (DIN: 00053300), who retires by rotation under the Articles of Association of the Company and being eligible, offers herself for re-appointment.
4. **Ratification of appointment of M/s Singhi & Co, Chartered Accountants as Statutory Auditors of the Company for the entire unexpired period.**

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

"**RESOLVED THAT** pursuant to the approval of members in the Annual General Meeting held on 31st August, 2017 for appointment of M/s Singhi & Co., Chartered Accountants, Kolkata (Firm Reg. No.302049E), the Auditors of the Company, for a term of 5 consecutive years ending on 31.03.2022, which was subject to ratification at every Annual General Meeting, consent of the members be and is hereby accorded to continue the appointment of M/s Singhi & Co., Chartered Accountants, Kolkata (Firm Reg. No.302049E), as the Auditors of the Company for the remaining term without any further ratification by the shareholders in terms of the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable Goods and Service Tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

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

SPECIAL BUSINESS:

5. **Appointment of Shri S.K.Tikare, 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/020794), Cost Auditor, Belgaum to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2019, be and is hereby ratified."

"**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."

6. **Appointment of Shri Sudarshan Somani (DIN:00137568) 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 Section 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 SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Sudarshan Somani (DIN:00137568) who was appointed as Additional Director in November 10, 2017 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 Companies Act,2013 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 November 10, 2017 to November 09, 2020.”

7. Re-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 **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, Shri M.P.Taparia (DIN: 00112461) who was appointed as an Independent Director of the Company w.e.f February 02, 2015 to February 01, 2018 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for further period of 3 consecutive years with effect from February 02 , 2018 to February 01, 2021.”

8. Re-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 **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, Lt. Gen. (Retd.) Utpal Bhattacharyya (DIN:02665807) who was appointed as an Independent Director of the Company w.e.f February 02, 2015 to February 01, 2018 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for further period of 3 consecutive years with effect from February 02, 2018 to February 01, 2021 .”

9. Re-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 **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, Shri Krishna Kumar Karwa (DIN:00181055) who was appointed as an Independent Director of the Company w.e.f February 02, 2015 to February 01, 2018 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for further period of 3 consecutive years with effect from February 02, 2018 to February 01, 2021 .”

10. Re-Appointment of Shri Rajendra Jain (DIN: 07250797) as Executive 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 Section 152, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) 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), approval of the Company be and is hereby accorded to appoint Shri Rajendra Jain (DIN:07250797), who is liable to retire by rotation, as Executive Director of the Company for a further period of 3 years with effect from July 31, 2018 on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to the Notice.”

“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 of the Company, he shall be paid remuneration as specified under Section IIA of Part II of Schedule V of the Companies Act, 2013 or within such ceiling as may be prescribed from time to time as minimum remuneration notwithstanding the absence or inadequacy of profit in the year.”

“RESOLVED FURTHER 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.”

By Order of the Board

Brajmohan Prasad
Company Secretary
M.No. F7492

Place: Kolkata

Date: 21st May, 2018

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 63RD ANNUAL GENERAL MEETING (AGM/MEETING) 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. Members holding more than ten percent of the total share capital of the company may appoint a single person as Proxy, who shall not act a 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, Members 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 5,6,7,8,9 and 10 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 thereunder, 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 with the Company 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 11th August, 2018 to 22nd August, 2018 (both days inclusive).

12. The equity dividend as recommended by the Board of Directors, if declared at the meeting, will be paid, on or after 28th August, 2018 to those shareholders whose names appear in the Register of Members on 22nd August, 2018. 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 10th August, 2018, 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 the members are requested to send/deliver their documents/correspondence relating to the Company's Share Transfer/Demat/Remat requests to the above Registrar and Share Transfer Agent. Members holding shares in physical form are requested to notify, promptly, any change in their address, to the 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 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 10th August 2018, to enable them to incorporate this information in the dividend warrants. Members will appreciate that the Company will not be responsible for any loss arising out of fraudulent encashment of dividend warrants.
- (iii) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/deletion in bank details. Such members may therefore give instructions regarding change/deletion in bank details to their Depository Participants only.
- (iv) Members are requested to register their Permanent Account Number (PAN) with their Depository Participants, in case shares are held in dematerialised form and with Company, 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, 2011 and onwards are advised to make their claims to the Company, without any delay.

The Unclaimed dividend for the year ended on March 31, 2011 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 2018. The details of the unpaid/unclaimed amounts lying in the Company as on 31st August 2017 (date of last AGM) are available on the website of the Company www.westcoastpaper.com and on Ministry of Corporate Affairs website. The Shareholders whose dividend/shares were transferred to the IEPF Authority can now claim their 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 Gurusurthi 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, 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. Members having shares in physical form are requested to intimate their e-mail Ids to Registrar & Share Transfer Agent viz., Link Intime India Pvt. Ltd. and members holding shares in electronic form are requested to intimate their e-mail Ids to Depository Participants with whom they are maintaining their demat account. E-voting instructions, user ID & Password are being informed by National Securities Depositories Ltd., to those members who have registered their e-mail ID and for other members it is indicated in the separate attendance slip. Further members who are already in possession of user ID & Password may use the same.

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 20th August 2018. 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 August 19, 2018 at 9.00 A.M. and ends on August 21, 2018 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 NSDL for voting thereafter.

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

- (i) In case of Shareholder receives an e-mail from NSDL [for members whose email IDs are registered with the Company /Depository Participant(s)]: open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for E-voting and for those shareholders who have not registered their e-mail ID and password/PIN is indicated in the separate attendance slip. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) If you are already registered with NSDL for E-Voting, then you can use your existing user ID and Password.
Note: Shareholders who forgot the Users Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- (v) In case Shareholders are holding shares in demat mode, USER ID is the combination of (DPID+ClientID).
- (vi) In case Shareholders are holding shares in physical mode, USER ID is the combination of (Even No+ Folio No).
- (vii) If you are logging in for the first time, please enter the User ID and password provided in the .pdf file attached with the email or as provided in separate attendance slip, as initial password.
- (viii) Password change menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) Once the E-voting home page opens, click on E-Voting: Active Voting Cycles.

- (x) Select "EVEN" (E-Voting Event Number) of West Coast Paper Mills Limited.
- (xi) Now you are ready for E-Voting as Cast Vote page opens.
- (xii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xiii) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xiv) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csnaman@ngjoshiandco.com with a copy marked to evoting@nsdl.co.in.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholder and e-voting user manual for shareholder available at the Download section of www.evoting.nsdl.com or contact NSDL at the following toll free no.:1800 - 222-990 or send request at evoting@nsdl.co.in.

The E-voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **August 16, 2018 (cut-off date)**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut off date i.e August 16, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or co.sec@westcoastpaper.com.

The voting period ends on the close of August 21,2018 (5.00 P.M.). The E-voting module shall also be disabled by NSDL for voting thereafter.

- 18. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.westcoastpaper.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting 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 is given below and forms part of the notice:

Sl. No.	Nature of Information	Item No.3 of Notice
1.	Name of the Director	Smt. Shashi Bangur
2.	Age	62 years
3.	Director of Company since	30th May, 1994
4.	Expertise in specific functional areas	Industrialist
5.	Relationships between Directors inter-se	None other Directors than Shri S K Bangur and Shri Saurabh Bangur being her Husband and Son respectively are related.
6.	Directorship in other Listed entities	None
7.	Membership of Committees of the Board in other Listed entities	None
8.	No. of shares held in the Company	2181265

By Order of the Board

Brajmohan Prasad
Company Secretary
M.No. F7492

Place: Kolkata
Date: 21st May, 2018

ANNEXURE TO THE NOTICE

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

Item No.5

On the recommendation of the Audit Committee, the Board of Directors of the Company have approved the appointment of Shri S.K.Tikare, Cost Accountant (M/020794), Belgaum as the Cost Auditor of the Company for the year ended on 31st March, 2019 at a remuneration of Rs. 1,20,000/- in terms of provisions of Section 148 of the Companies At, 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.5 of this Notice for your approval.

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

Item No.6

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, Shri Sudarshan Somani (DIN:00137568) is appointed as Additional Director with effect from 10th November, 2017 under Section 161 of the Act.

It is proposed in view of vast professional experience to appoint Shri Sudarshan Somani as Independent Director under Section 149 of the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 3 consecutive years not liable to retire by rotation with effect from November 10, 2017. The Company has received notice in writing from member along with a deposit of Rupees 1,00,000/- (One Lakh Only) proposing the candidature of Shri Sudarshan Somani for the office of Independent Director under the provisions of Section 160 of the Act .

The Company has received declaration from Shri Sudarshan Somani, he is not disqualified to become a director and also consented to hold the office as Director.

Your directors feel that, continued appointment/association of Shri Sudarshan Somani, in view of his skill, vast experience and knowledge would be of immense benefit to the Company and it is desirable to avail his services as Independent Director.

In the opinion of the Board, Shri Sudarshan Somani fulfills the conditions specified in the Act and Rules made thereunder and the proposed director is Independent of the Management.

The brief profile of Shri Sudarshan Somani, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as 'Exhibit A' to this Notice.

Shri Sudarshan Somani is interested in the resolution set out at Item No.6 of the Notice with regard his appointment, and his relatives 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.

Letter of appointment of Shri Sudarshan Somani setting out the terms and conditions is 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 of this Notice for your approval.

Item No.7, 8 and 9

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 M P Taparia (DIN:00112461), Lt.Gen(Retd.) Utpal Bhattacharyya (DIN:02665807) and Shri Krishna Kumar Karwa(DIN:00181055) were appointed as Independent Directors to hold office for 3(three) consecutive years not liable to retire by rotation with effect from February 02, 2015 the said term was completed on 01.02.2018 and Board of Directors in their meeting held on 29.01.2018, on the basis of report of performance evaluation, have re-appointed 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., 02.02.2018 subject to approval of members of the company at the Annual General Meeting.

The Company has received declaration from Shri M P Taparia (DIN:00112461), Lt.Gen (Retd.) Utpal Bhattacharyya (DIN:02665807) and Shri Krishna Kumar Karwa (DIN:00181055), 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 M P Taparia(DIN:00112461), Lt.Gen(Retd.) Utpal Bhattacharyya (DIN:02665807) and Shri Krishna Kumar Karwa (DIN:00181055) 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 M P Taparia (DIN:00112461), Lt.Gen (Retd.) Utpal Bhattacharyya (DIN:02665807) and Shri Krishna Kumar Karwa(DIN:00181055) fulfill the conditions specified in the Act and Rules made thereunder and the proposed directors are Independent of the Management.

The brief profile of Shri M P Taparia (DIN:00112461), Lt.Gen (Retd.) Utpal Bhattacharyya (DIN:02665807) and Shri Krishna Kumar Karwa (DIN:00181055), as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided as 'Exhibit A' to this Notice.

Shri M P Taparia (DIN:00112461), Lt.Gen (Retd.) Utpal Bhattacharyya (DIN:02665807) and Shri Krishna Kumar Karwa (DIN:00181055) are interested in the resolutions set out respectively at Item No.7, 8 and 9 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 M P Taparia(DIN:00112461), Lt.Gen(Retd.) Utpal Bhattacharyya(DIN:02665807) and Shri Krishna Kumar Karwa(DIN:00181055) 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.7, 8 and 9 of this Notice for your approval.

Item No.10

The Board of Directors of the Company, vide Board Resolution dated 23.07.2015, appointed Shri Rajendra Jain as Executive Director (DIN:07250797) of the Company for a period of 3 years with effect from 31.07.2015 to 30.07.2018.

The Board of Directors, at the meeting held on 21st May 2018 re-appointed Shri Rajendra Jain as Executive Director for further period of 3 years from 31.07.2018 to 30.07.2021 on the remuneration and other terms and conditions as approved by the Nomination and Remuneration Committee of the Board of Directors in their meeting held on 16th May, 2018.

The revised terms and conditions of re-appointment of Shri Rajendra Jain, as Executive Director are as under:

1) Term of Appointment:

Three years with effect from 31.07.2018 to 30.07.2021

2) Remuneration:

- i) Salary: Rs. 7,23,000/- per month
- ii) Allowance: Rs. 6000/- per month

3) 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 allowance 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 subscription of two clubs.
- vi) Personal Accident Insurance: Premium as per Rules of the Company.
- vii) Provident Fund and Superannuation Fund: Contribution of 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/- 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 Nomination and Remuneration Committee is authorized to raise Salary by giving increments on 1st August every year.
- xiii) 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 and conditions:

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.

The brief profile of Shri Rajendra Jain, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as 'Exhibit A' to this Notice.

Shri Rajendra Jain is deemed to be interested or concerned in the resolution at Item No.10 as the same pertain to his reappointment and remuneration payable to him.

The relatives of Shri Rajendra Jain are deemed to be concerned or interested in the resolution at Item No.10 to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of other Directors or Key Managerial Personnel of the Company or relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested in the said resolution.

The Director recommended the resolution for your approval.

Exhibit A

Sl. No	Nature of Information	Item No.6 of Notice	Item No.7 of Notice	Item No.8 of Notice	Item No.9 of Notice	Item No.10 of Notice
1.	Name	Shri Sudarshan Somani	Shri M.P.Taparia	Lt. Gen. (Retd.) Utpal Bhattacharyya	Shri Krishna Kumar Karwa	Shri Rajendra Jain
2.	Age	55 years	80 years	70 years	53 years	56 years
3.	Director of Company since	10th November, 2017	11th November, 2010	27th May, 2009	30th October, 2009	31st July, 2015
4.	Expertise in specific functional areas	Business	Industrialist	Retired Army Officer	Service Sector	Professional
5.	Relationships between Director inter-se	None	None	None	None	None
6.	Directorship in other Listed entities	1. Nivedita Mercantile & Financing Ltd.	1. Supreme Petrochem Ltd. 2.The Supreme Industries Limited 3. Kabra Extrusion Technik Ltd.	Nil	1.Emkay Global Financial Services Limited.	Nil
7.	Membership of Committee of the Board in other Listed entities	Chairman-Audit Committee & Nomination and Remuneration Committee 1. Nivedita Mercantile & Financing Ltd.	Chairman-Stakeholders Relationship Committee, Finance Committee, CSR Committee, Investment Committee 1. Supreme Petrochem Ltd. Chairman- Nomination & Remuneration Committee 1. Kabra Extrusion Technik Ltd. Member- Stakeholders Relationship Committee, CSR Committee 1. The Supreme Industries Ltd.	Nil	Chairman-Management Committee 1. Emkay Global Financial Services Limited Member- Stakeholders Relationship Committee & CSR Committee 1. Emkay Global Financial Services Ltd.	Nil
8.	No. of Shares held in the Company	227100	Nil	Nil	Nil	Nil

By Order of the Board

Brajmohan Prasad
Company Secretary
M.No. F7492

Place: Kolkata

Date: 21st May, 2018



ATTENDANCE SLIP

WEST COAST PAPER MILLS LIMITED

Registered Office & Works: PB No.5, Bangur Nagar, Dandeli-581325 Uttar Kannada, Karnataka
CIN: L02101KA1955PLC001936, Ph: (08284) 231391 – 395 (5 Lines) Fax: (08284) 231225 / 230443
Email: co.sec@westcoastpaper.com, Website: www.westcoastpaper.com

63rd Annual General Meeting on 22nd August, 2018

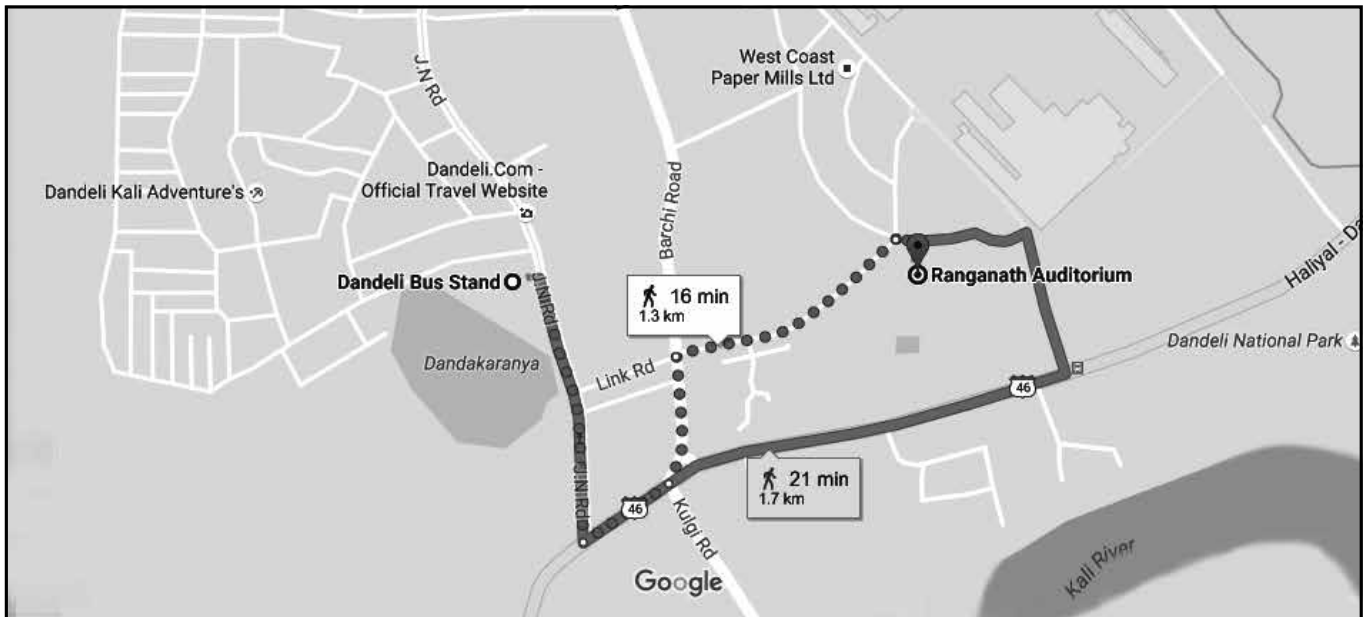
Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

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 63rd ANNUAL GENERAL MEETING of the Company held on Wednesday the 22nd August, 2018 at 4.00 P.M. at the Registered Office of the Company at P B No. 5, Bangur Nagar, Dandeli – 581 325, Uttar Kannada, Karnataka at Shree Rangnath Auditorium.

SIGNATURE OF THE SHARE HOLDER/PROXY

Route Map - Venue of AGM - Shree Rangnath 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- Uttar 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 63rd Annual General Meeting of the Company, to be held on the 22nd August, 2018, at 4:00 p.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:
1) To consider and adopt the Audited Financial Statements including Reports of the Directors and Auditors thereon, for the year ended March 31, 2018.
2) To declare dividend on Equity Shares for the financial year ended on March 31, 2018.
3) Re-appointment of Smt. Shashi Bangur, who retires by rotation.
4) To Ratify the appointment of M/s Singhi & Co. , Chartered Accountants, Kolkata, as Auditors and Fixing their remuneration.
Special Business:
5) To ratify the remuneration of Shri S.K.Tikare, Cost Auditor.
6) Appointment of Shri Sudarshan Somani (DIN:00137568) as an Independent Director of the Company.
7) Re-Appointment of Shri M.P.Taparia (DIN:00112461) as an Independent Director of the Company.
8) Re-Appointment of Lt. Gen.(Retd.) Utpal Bhattacharyya (DIN:02665807) as an Independent Director of the Company.
9) Re-Appointment of Shri Krishna Kumar Karwa (DIN:00181055) as an Independent Director of the Company.
10) Re-appointment of Shri Rajendra Jain (DIN:07250797) as Executive Director of the Company.

Signed this _____ day of August, 2018

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.

