



## WEST COAST PAPER MILLS LIMITED

Regd. Office: 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 69th Annual General Meeting of the Members of WEST COAST PAPER MILLS LIMITED will be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Wednesday, 14th August 2024, at 11.30 A.M. to transact the following business:

### ORDINARY BUSINESS:

- (1) To consider and adopt the Standalone Audited Financial Statements for the year ended 31st March, 2024 including the Reports of the Directors and Auditors thereon.
- (2) To consider and adopt the Consolidated Audited Financial Statements for the year ended 31st March, 2024 including the Report of the Auditors thereon.
- (3) To declare dividend on Equity Share for the financial year ended on 31st March 2024.
- (4) 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.

### SPECIAL BUSINESS:

- (5) **Appointment of Shri Umesh Kini (M.No.29159), Cost Accountant, as Cost Auditor of the Company and ratification of remuneration for financial year 2024-25.**

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

**"RESOLVED THAT** pursuant to Section 148(3) and all other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with 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 and as approved by the Board of Directors, the consent of the members of the Company be and is hereby accorded to the ratification of the remuneration to Shri Umesh Kini (M.No.29159), Cost Accountant, who is re-appointed as Cost Auditor of the Company to conduct the audit of the cost accounts records maintained by the Company, for the financial year ending 31st March 2025 and that the said Cost Auditor be paid a remuneration of Rs. 2,00,000 (Rupees Two Lakh) plus Goods and Services Tax as applicable and reimbursement of out of pocket expenses incurred be and are hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and/or the Company Secretary, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- (6) **Continuation to hold the office of Director by Shri Vinod Balmukand Agarwala (DIN: 01725158), Non-Executive 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 Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**) and all applicable provisions of the Companies Act, 2013 (**"the Act"**) and Rules made thereunder and on the basis of recommendation and approval of the Nomination and Remuneration Committee in its meeting held on 23rd May, 2024 and that of the Board of Directors of the Company, in its meeting held on 27th May, 2024, Shri Vinod Balmukand Agarwala (DIN: 01725158), who was appointed as a Non-Executive Independent Director of the Company with effect from 26th May 2022, who will be above the age of 75 (Seventy Five) years on 29th October, 2024, consent of the Members be and is hereby accorded for continuation of directorship of

Shri Vinod Balmukand Agarwala (DIN: 01725158) for the remaining period of his first term i.e. upto 25th May, 2025 on the same terms and conditions as already approved by the Members.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and/or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**(7) Re-appointment of Shri Rajendra Jain (DIN: 07250797) as an 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 149, 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), the consent of the Members of the Company be and is hereby accorded for the re-appointment of Shri Rajendra Jain (DIN:07250797), who is liable to retire by rotation, as an Executive Director of the Company for a further period of 2 (two) years with effect from 31st July, 2024 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.”

“**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profit in any financial year, during the currency of tenure of Shri Rajendra Jain (DIN: 07250797) as the Executive Director of the Company, he shall be paid remuneration as specified under Section II B of Part II of Schedule V of the Act, or within such ceiling as may be prescribed from time to time as minimum remuneration notwithstanding the absence or inadequacy of profit in any year.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board

**Brajmohan Prasad**

Company Secretary

M.No. F7492

Place: Dandeli

Date: 27th May, 2024

**NOTES:**

- 1 An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”), in respect of businesses to be transacted at the Annual General Meeting (“**the AGM**”), as set out under Item No.5, 6 and 7 above and the relevant details of the Directors as mentioned under Item No. 4 and 7 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, is at **Annexure-I**.
- 2 The Members may note that the Ministry of Corporate Affairs (“**MCA**”) vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, read with other relevant circulars (“**MCA Circulars**”), in relation to the extension of framework provided in the MCA Circulars up to 30th September, 2024 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October 2023 issued by Securities and Exchange Board of India in view of seeking extension by the listed entities, has permitted the Companies:
  - (i) to send the annual reports to shareholders only on e-mail who have registered their e-mail ID with the Company/ Depositories;
  - (ii) to hold AGM through VC or OAVM during the year till 30th September 2024.

- 3 In compliance with the provisions of Section 108 of the Act 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 LODR, 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.
- 4 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 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014. E-voting instructions, user ID & Password are being informed by LI IPL, to those members who have registered their e-mail ID. Further members who are already in possession of user ID & Password may use the same.
- 5 The facility for voting through InstaMeet (VC/OAVM) 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 InstaMeet (VC/OAVM).
- 6 The Company will hold the AGM through VC/OAVM facility without physical presence of the members. The necessary details for joining the meeting are given at **Annexure-II**.
- 7 As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 8 The meeting shall be deemed to be conducted at the Registered office of the Company.
- 9 Remote e-voting period will commence on **11th August, 2024 at 9.00 AM and end on 13th August, 2024 at 5.00 PM**. Thereafter e-voting module shall be disabled for voting by LI IPL. Voting right will be reckoned on the paid-up value of share registered in the name of members on **6th August, 2024 (Cut Off Date)**.
- 10 Pursuant to Section 101 and Section 136 of the Act, read with relevant Rules made there under, Annual Report and Notice of AGM is being sent through e-mail to members who have registered e-mail ID with the Company / Depositories. The members who have not registered their e-mail ID with the Company can access the Notice of AGM and Annual Report on the website of the Company [www.westcoastpaper.com/investors](http://www.westcoastpaper.com/investors). Members who would like to obtain pdf copy on their e-mail ID, may write an e-mail to [co.sec@westcoastpaper.com](mailto:co.sec@westcoastpaper.com). Pursuant to the Circulars mentioned above, the Company will not send hard copy of Annual Reports.
- 11 Members may note that the Notice of AGM and Annual Report for the financial year 2023-24 will also be available on the website of the Stock Exchanges i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).
- 12 Pursuant to Section 113 of the Act, corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote in the AGM, by e-mail before e-voting/ attending AGM, to [csnaman@ngjoshiandco.com](mailto:csnaman@ngjoshiandco.com), [co.sec@westcoastpaper.com](mailto:co.sec@westcoastpaper.com).
- 13 The members who are holding shares in physical form and who have not registered their e-mail ID with the Company, can write to [evoting.investors@linkintime.co.in](mailto:evoting.investors@linkintime.co.in) by providing their name and folio number and obtain default PAN (if PAN is not registered with the Company) for the purpose of e-voting and exercise their vote through remote e-voting or vote electronically during the AGM. The credentials will be provided to the members after verification of all details.
- 14 As per the provisions of Section 72 of the Act, 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. Members can nominate a person in respect of all the shares held by him singly or jointly. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in electronic form may approach their respective DPs to complete the nomination formalities.
- 15 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 AGM and these documents shall be uploaded on the platform of AGM with adequate security feature enabled so as to disallow members from taking copies of such documents.

- 16 The Register of Members and the Share Transfer Books will remain closed from 7th August, 2024 to 14th August, 2024 (both the days inclusive).
- 17 The dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, will be paid, on or after 19th August, 2024 to those shareholders whose names appear in the Register of Members on 14th August, 2024. 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 6th August, 2024, based on the details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, for this purpose.
- 18 Payment of Dividend is subject to deduction of income tax at source in accordance with the provisions of Income Tax Act, 1961 and rules made there under w.e.f. 1st April, 2020. Shareholders who are not liable to pay income tax are requested to download the applicable Tax Exemption Forms from <https://www.linkintime.co.in/client-downloads.html> and upload the said Forms/documents duly completed and signed on URL: <https://linkintime.co.in/forms-reg/submission-of-form-15g-15h.html> or email at [wcpdivtax@linkintime.co.in](mailto:wcpdivtax@linkintime.co.in), if unable to upload/email, send the hard copy to LIPL, (RTA of the Company) on or before 2nd August, 2024.
- 19 Pursuant to SEBI Circular:SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, in case of non-updating of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details.
- 20 If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updating) pertaining to the securities held after the said updating automatically.
- 21 SEBI Circular and the List of Shareholders having discrepancy as mentioned above is available on the website of the company (under Investor Information) at <http://www.westcoastpaper.com/compliance/#com5>
- 22 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](mailto:rnthelpdesk@linkintime.co.in)
- 23 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 LIPL.
  - (ii) 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.
  - (iii) Shareholders holding share in physical form are requested to register their PAN, E-mail ID, Mobile Number and Bank Account details on Web portal Link [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html) or send the hard copy to LIPL,(RTA of the Company) before 2nd August, 2024.

- (iv) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the RTA.
- (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.
- (vi) Non-resident Indian Members are requested to inform the followings immediately to the Company's Registrar and Share Transfer Agent (RTA):
- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- (vii) In view of SEBI Circulars: SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31st July, 2023 and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4th August, 2023, Shareholder if not satisfied with the resolution provided by RTA/Company(Level 1) or SEBI Scores Portal(Level 2), then the online resolution can be availed by lodging the grievances/ complaints/ disputes through the ODR Portal (Online Dispute Resolution) within the time frame under law at <https://smartodr.in/login>. Detailed process to access ODR Portal and the link for the ODR are also hosted on the website of the Company (under Investor Information) at <http://www.westcoastpaper.com/compliance/#com5>.
- (viii) Link Intime India Private Ltd (RTA) has launched '**SWAYAM**', is a secure, user-friendly web-based application, that empowers shareholders to effortlessly access various services. Shareholders are requested to get registered and have first-hand experience of the portal. This application can be accessed at <https://swayam.linkintime.co.in>.
- 24 Pursuant to the provisions of Section 124 of the Act the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund ("**IEPF**"). Thereafter, members shall not be able to register their claim in respect of their un-cashed dividends with the Company.
- 25 Further, pursuant to Section 124(6) of the Act, shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to IEPF. Members who have not yet encashed their dividend for the financial year ended on 31st March, 2017 and onwards are advised to make their claims to the Company, without any delay.
- 26 The Unclaimed dividend for the year ended on 31st March, 2017 will be transferred to the IEPF in terms of the provisions of Section 124 of the Act, in the month of September 2024.
- 27 The details of the unpaid/unclaimed amounts of dividend for 7 (seven) years, lying in the Company are available on the website of the Company [www.westcoastpaper.com](http://www.westcoastpaper.com). The 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.
- 28 Once vote on a resolution is cast through remote e-voting/voting by e-mail by a member, the member shall not be allowed to subsequently change it. A member may participate in the AGM through VC/OAVM, even after exercising his right to vote through remote e-voting/voting by e-mail but shall not be allowed to vote again at the AGM.
- 29 Shri Naman Gurumurthi Joshi (Membership No.F8389), Company Secretaries, N.G.Joshi & Co., has been appointed as the Scrutinizer to scrutinize the e-voting/voting by e-mail process in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will unblock the votes cast through remote E-voting/ voting by E-mail in the presence of at least two witnesses not in the employment of the Company and shall make, within two working 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.

- 30 Instructions and other information relating to remote e-voting: **Annexure-II** appended herewith.
- 31 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 LIPL, 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.
- 32 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 LODR and applicable Secretarial Standards 2 issued by the Institute of Company Secretaries of India is provided as '**Exhibit A**'.

Place: Dandeli  
Date: 27th May, 2024

By Order of the Board  
**Brajmohan Prasad**  
Company Secretary  
M.No. F7492

## 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 at its meeting held on 27th May, 2024 have approved the appointment of Shri Umesh Kini (M.No.29159), Cost Accountant, as the Cost Auditor of the Company to conduct the audit of the cost accounts records maintained by the Company, for the year ended on 31st March, 2025 at a remuneration of Rs. 2,00,000/- (Rupees Two Lakh) plus Goods and Services Tax as applicable and reimbursement of out-of pocket expenses incurred.

In terms of provisions of Section 148 of the Companies Act, 2013 ("the Act") and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor shall be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out in Item no.5 of the Notice.

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**

Shri Vinod Balmukand Agarwala (DIN: 01725158) was appointed as an Non-Executive Independent Director of the Company not liable to retire by rotation, for the period of 3(three) consecutive years in the 67th Annual General Meeting (AGM) held on 17th August, 2022. His existing term/tenure will expire on 25th May, 2025. However, Shri Vinod Balmukand Agarwala will attain the age of 75 (Seventy-Five) years on 29th October, 2024, which falls during his first term.

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") listed entities are required to pass a special resolution and provide a justification in the explanatory statement annexed to the notice, for appointing or continuing the directorship of any person who has attained the age of 75 (seventy-five) years, as a non-executive director of a company.

Shri Vinod Balmukand Agarwala shall attain the age of 75 years on 29th October 2024, hence approval by way of Special Resolution is placed before the shareholders in order to comply with the provisions of Regulation 17 (1A) of the SEBI LODR. Apart from being a Director on the Board, Shri Vinod Balmukand Agarwala is also Chairman of the Nomination and Remuneration Committee and has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time.

The Board of Directors is of the opinion that Shri Vinod Agarwala's rich, knowledge and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-executive Independent Director will be beneficial to the Company and recommends the continuation of directorship of Shri Vinod Balmukand Agarwala (DIN: 01725158) as Non-executive Independent Director of the Company for the remaining period of first term i.e. up to 25th May 2025.

Shri Vinod Balmukand Agarwala (DIN: 01725158), interested in the resolution set out in the Notice with regard to his appointment and relatives of the said Director may be deemed to be interested in the said resolution to the extent of their shareholdings, if any, in the Company .

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

The Board of Directors recommended the resolution as set out at Item No.6 of this Notice for your approval as a Special Resolution

**Item No.7**

Shri Rajendra Jain (DIN:07250797) was appointed as the Executive Director of the Company in its 66th Annual General Meeting for a period of 3 (three) years with effect from 31st July, 2021 to 30th July, 2024. Accordingly, his term of appointment will end on 30th July 2024.

The Nomination and Remuneration Committee of the Board, after taking into account the performance evaluation of Shri Rajendra Jain has recommended to the Board of Directors, to consider the re-appointment of Shri Rajendra Jain, Executive Director of the Company for further period of 2 (two) years from 31st July, 2024 to 30th July, 2026. Accordingly, the Board of Directors on 27th May, 2024, recommended to the members, the re-appointment of Shri Rajendra Jain as an Executive Director of the Company.

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

**1. Term of Appointment:**

2 (two) years with effect from 31st July, 2024 to 30th July, 2026.

**2. Remuneration:**

i) Salary: Rs. 11,13,289/- 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 two months salary over a period of two 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:** As per Payment of Gratuity Act.
- ix) **Conveyance:** As the Company is not providing any car, the Company will reimburse conveyance expenses upto 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 if any 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 an Executive Director be liable to retire by rotation and shall continue to hold his office of Executive Director and the re-appointment 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 Company has received declaration from Shri Rajendra Jain, that he is not disqualified to become a director and also consented to hold the office as Director.



In the opinion of the Board, Shri Rajendra Jain, possesses the appropriate skills, experience, and knowledge as necessary to hold the office of Executive Director of the Company and fulfils the conditions specified in the Act and Rules made thereunder.

The brief profile of Shri Rajendra Jain, as required under Regulation 36(3) of SEBI LODR is provided as 'Exhibit A' to this Notice.

Shri Rajendra Jain is deemed to be interested or concerned in the resolution at Item No.7 as the same pertain to his re-appointment and remuneration payable to him.

The relatives of Shri Rajendra Jain are deemed to be concerned or interested in the resolution at Item No.7 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 Board of Directors recommended the resolution as set out at Item No.7 of this Notice for your approval as a Special Resolution.

**“Exhibit A”**

Sl. No.	Nature of Information	Item No. 4 of Notice	Item No.7 of Notice
1.	Name	Smt. Shashi Bangur	Shri Rajendra Jain
2.	DIN	00053300	07250797
3.	Age	68 years	62 years
4.	Nationality	Indian	Indian
5.	Director of Company since	30th May, 1994	31st July, 2015
6.	Remuneration last drawn, (including sitting fees, if any) / Remuneration proposed to be paid	Rs.2.25 Lakh (sitting fees) paid during 2023-24	Rs. 250.84 Lakhs / As per Explanatory Statement to Item No.7 of the Notice
7.	Expertise in specific functional areas	Industrialist	Professional
8.	Qualifications	B.com	B.com, FCA, ACS
9.	Terms and Conditions of appointment / re-appointment	Re-appointment by rotation	As per Explanatory Statement to Item No.7 of the Notice
10.	Relationships between Directors inter-se	None other Directors than Shri Shree Kumar Bangur being her spouse and Shri Virendraa Bangur & Shri Saurabh Bangur being her sons are related.	None
11.	Directorship in other Listed entities	None	None
12.	Membership of Committee of the Board in other Listed entities	None	None
13.	No. of shares held in the Company	2343362	NIL
14.	Listed entities in which the director has resigned in the past three years	NIL	NIL
15.	Number of meetings of the Board attended during the Financial Year 2023-24	Four meetings attended during Financial Year 2023-24	Four meetings attended during Financial Year 2023-24

Sl. No.	Nature of Information	Item No. 4 of Notice	Item No.7 of Notice
16.	Brief resume/skills and capabilities	Industrialist having vast knowledge and good experience of management, administration and Pulp & Paper.	He is FCA and ACS having experience in Strategic Planning & Management, Manufacturing / Plant Operations, Business Process Re-engineering, Quality assurance, Cost Optimization, Maintenance, Project Management, Customer Satisfaction, Safety, Continuous Improvement & adoption of best practices, Commercial Operations, Procurements, Accounting & Financial Management, Resource Development & Management, Industrial Relations, CSR, People Development, Liaison & Networking and Sustainability.

Place: Dandeli  
Date: 27th May, 2024

By Order of the Board  
**Brajmohan Prasad**  
Company Secretary  
M.No. F7492

## Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

### METHOD 1 - If registered with NSDL IDeAS facility

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

### METHOD 1 – From Easi/Easiest

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/loginor> [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>

- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website.
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

\*Shareholders holding shares in **NSDL form**, shall provide 'D' above

- ▶ Set the password of your choice (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).
- ▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, 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.

### **Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**

#### **STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. b above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### **STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID'-
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID and send the same in pdf format to the scrutinizer at email ID: [csnaman@ngjoshiandco.com](mailto:csnaman@ngjoshiandco.com). Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

#### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

##### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on '**Submit**'.

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

OR

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### **Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/ Mutual Fund**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

### **InstaVote Support Desk**

#### **Link Intime India Private Limited**

### **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “**Login**”.

- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
  - A. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
    - o Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - o Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - o Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **Mobile No.:** Enter your mobile number.
  - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request to [co.sec@westcoastpaper.com](mailto:co.sec@westcoastpaper.com) from 11th August, 2024 to 13th August, 2024 (preferably one day or 24 hours prior to the date of AGM).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for 'InstaMeet' and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### **InstaMeet Support Desk**

### **Link Intime India Private Limited**