



## THE WEST COAST PAPER MILLS LIMITED

Regd. Office: Bangur Nagar, Dandeli - 581 325, Karnataka

CIN : L02101KA1955PLC001936, Phone : (08284) 231391-395 (5 Lines), Fax : (08284) 231225

E-mail : co.sec@westcoastpaper.com, Website : www.westcoastpaper.com

### NOTICE

NOTICE is hereby given that the 61st Annual General Meeting of the members of THE WEST COAST PAPER MILLS LIMITED will be held at the Registered Office of the Company at Bangur Nagar, Dandeli - 581 325, Uttara Kannada District, Karnataka, on Wednesday, the 31st August 2016, at 4.00 P.M. at Shree Rangnath Auditorium to transact the following business:

#### **ORDINARY BUSINESS :**

1. To consider and adopt the Financial Statements for the year ended March 31, 2016 including the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended on March 31, 2016.
3. To appoint a Director in place of Smt. Shashi Devi Bangur (DIN:00053300), who retires by rotation under the Articles of Association of the Company and being eligible, offers herself for re-appointment.
4. To appoint Auditors & fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Batliboi & Purohit, Chartered Accountants, Mumbai (Firm Reg. No.101048W), be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration of ₹ 14,00,000/- (Rupees Fourteen Lakhs only) plus service tax, traveling and out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### **SPECIAL BUSINESS**

5. **To consider and, if thought fit, to pass, with or without modifications, the following as 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) the remuneration of ₹ 1,20,000 as approved by the Board of Directors of the Company to be paid to Mr. Umesh Kini, Cost Accountant (M/29159), Sirsi, Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2017 be and is hereby ratified and confirmed.

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 Amitav Kothari (DIN:01097705) as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Amitav Kothari (DIN:01097705) who was appointed as Additional Director on February 12, 2016, who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 3 consecutive years with effect from February 12, 2016."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri P N Kapadia (DIN:00042090) who was appointed as an Additional Director in May 30, 2016 under the provisions of Section 161 of the Companies Act, 2013 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 3 consecutive years with effect from May 30, 2016."

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

“RESOLVED THAT Pursuant to the provisions of Sections 152,196,197 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013 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 approval of the Company be and is hereby accorded to the appointment of Shri Rajendra Jain (DIN:07250797), who is liable to retire by rotation, as Executive Director of the Company, for a period of three years with effect from July 31, 2015 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, he shall be paid remuneration as specified under Section II A of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed from time to time as minimum remuneration notwithstanding the absence or inadequacy of profit in any year.

FURTHER RESOLVED 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.”

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

“RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 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) and/or any statutory modification or re-enactment thereof from time to time in force, approval of the Company be and is hereby accorded to the appointment of Shri S. K. Bangur (DIN: 00053237) as Chairman & Managing Director of the Company for a further period of five years with effect from May 01, 2016, 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 S.K. Bangur as Chairman & Managing Director, he shall be paid remuneration as specified under Section II A of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed from time to time as minimum remuneration notwithstanding the absence or inadequacy of profit in any year.

FURTHER RESOLVED 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.”

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

“RESOLVED that pursuant to the provisions of section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the Act), approval of the Members of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to create mortgages, charges and hypothecations, in addition to the existing mortgages, charges and hypothecations, on all or any of the movable and/or immovable properties, both present and future, in such manner as the Board may deem fit, whether exclusive, pari passu, subservient or otherwise to or in favour of all or any of the banks, financial institutions, bodies corporate, trusts, any other person(s), for securing any borrowings, debentures, bonds, or any securities in the nature of debts availed or to be availed from the banks, financial institutions, bodies corporate, trusts, any other person(s), including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein together with interest, costs, charges, liquidated damages, expenses and any other moneys payable by the Company (hereinafter referred to as “loans”) provided that the total amount for which the charge is to be created in respect of loans, under the arrangements entered into/to be entered into by the Company shall not, at any time exceed ₹ 2,000 crores (Rupees Two Thousand Crores only).

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

11. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT subject to approval of the Central Government under Section 13 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation)Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the name of the Company be and is hereby changed from “The West Coast Paper Mills Limited” to “West Coast Paper Mills Limited” and accordingly the name “The West Coast Paper Mills Limited” wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name “West Coast Paper Mills Limited.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take necessary actions and do all acts, deeds and things in connection therewith and incidental thereto.”

**12. To amend Articles of Association of the Company in conformity with the Companies Act, 2013:**

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

“RESOLVED THAT, pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Articles contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of the Association of the Company.

FURTHER RESOLVED THAT, the Board of Directors of the Company 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.”

By Order of the Board

**Rajendra Jain**

*Executive Director*

DIN - 07250797

Place : Kolkata

Date : 19th July 2016

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Members/Proxies should bring, duly filled-in, Attendance Slip sent herewith for attending the meeting.  
Members holding shares in DEMAT form are requested to incorporate the DP ID Number and Client ID Number in the Attendance Slip for easy identification of attendance at the meeting.
3. A Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 5,6,7,8,9,10,11 and 12 set out above, is annexed hereto.
4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays and holidays, between 10:00 Hrs. and 12:00 Hrs. up to the date of the Annual General Meeting.
5. The Register of Members and the Share Transfer Books will remain closed from 20th August 2016 to 31st August 2016 (both the days inclusive).
6. The equity dividend as recommended by the Board of Directors, if declared at the meeting, will be paid, without any deduction of tax, on or after 5th September 2016 to those shareholders whose names appear in the Register of Members on 31st August 2016. 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 19th August 2016, based on the details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, for this purpose.
7. In compliance with the SEBI circular, the Company has assigned all the work related to share registry in terms of both physical and electronic to –  
Link Intime India Pvt. Ltd.,  
C-13, Kantilal Maganlal Estate  
Pannalal Silk Mills Compound  
LBS Road, Bhandup (W)  
Mumbai - 400 078  
Ph : (022) 2596 3838; Fax : (022) 2596 2691  
E-mail : rnthelpdesk@linkintime.co.in  
All the members are requested to send/deliver their documents/correspondence relating to the Company's Share Transfer/ Demat/Remat requests to the above Registrars and Share Transfer Agents. Members holding shares in physical form are requested to notify, promptly, any change in their address, to the Registrars and Share Transfer 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, names of the banks and addresses 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 19th August 2016, 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.
8. Pursuant to the provisions of Section 205-C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund. Thereafter, members shall not be able to register their claim in respect of their unencashed dividends. Pursuant to Section 124(6) of the Companies Act, 2013 as and when notified by Ministry of Corporate Affairs all shares in respect of which unpaid or unclaimed dividend has been transferred to Investor Education and Protection Fund are required to be transferred to said fund. Members who have not yet encashed their dividend warrants for the financial year ended on March 31, 2009 and onwards are advised to make their claims to the Company, without any delay.

The Unclaimed dividend for the year ended on March 31, 2009 will be transferred to the Investor Education and Protection Fund in terms of the provisions of Section 205 A(5) of the Companies Act, 1956, in the month of October 2016.

9. The brief profile of the Director retiring by rotation and eligible for re-appointment 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                                                           | Smt. Shashi Devi Bangur                                                                                 |
| 2.      | Age                                                            | 60 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 spouse and son 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                              | 1982507                                                                                                 |

10. The Company has entered into an agreement with National Securities Depositories Limited for availing Electronic Voting facility which is mandatory as per Companies (Management and Administration) Rules, 2014. Members having shares in physical form are requested to intimate their e-mail Ids to Registrar & Share Transfer Agent viz., Link Intime India Pvt. Ltd., and members holding shares in electronic form are requested to 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.

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 29th August 2016. Alternatively, the Members have the option to request for physical copy of the postal ballot by contacting Share Department of the Company at its registered office.

## ANNEXURE TO THE NOTICE

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

### Item No. 5

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of Mr. Umesh Kini, Cost Accountant as the Cost Auditor of the Company for the year ending March 31, 2017 at a remuneration of ₹ 1,20,000/- in terms of the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 subject to the ratification by the members.

The Board recommends 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 and 7

It is required under Section 149(4) of the Companies Act, 2013 ("the Act") to appoint Independent Directors and maximum tenure as per Section 149(10) of the Act is up to 5 consecutive years, Shri Amitav Kothari and Shri P N Kapadia, are also Additional Directors with effect from 12.02.2016 and 30.05.2016 respectively under Section 161 of the Act.

It is proposed in view of vast professional experience to appoint Shri Amitav Kothari and Shri P N Kapadia as Independent Directors under Section 149 of the Act and Regulation 25 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for 3(three) consecutive years not liable to retire by rotation with effect from February 12, 2016 and 30.05.2016 respectively. The Company has received notices in writing from members along with a deposit of ₹ 1,00,000/- each proposing the candidature of Shri Amitav Kothari and Shri P N Kapadia for the office of Independent Directors under the provisions of Section 160 of the Act.

The Company has received declarations from Shri Amitav Kothari and Shri P N Kapadia that, they are not disqualified to become a directors and who are also consented to hold the office as Directors.

The Board considers that appointment of Shri Amitav Kothari and continued association of Shri P N Kapadia, their skills, experience and knowledge would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

In the opinion of the Board, Shri Amitav Kothari and Shri P N Kapadia fulfils the conditions specified in the Act and the rules made thereunder and that the proposed directors are independent of the management.

The brief profile of Shri Amitav Kothari and Shri P N Kapadia, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as Exhibit A to this Notice.

Shri Amitav Kothari and Shri P N Kapadia are interested in the resolutions set out respectively at Item Nos. 6 and 7 of the Notice with regard to their respective appointments, and relatives of the said Directors may be deemed to be interested in the said resolutions to the extent of their shareholding, if any, in the Company.

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

Letters of appointment of Shri Amitav Kothari and Shri P N Kapadia setting out the terms and conditions are available for inspection by the members at the registered office of the Company.

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

#### **Item No. 8**

The Board of Directors in their meeting held on 23.07.2015, have appointed Shri Rajendra Jain, as Whole Time Director with designation Director (Operations) for a period of 3 years with effect from 31.07.2015, on the remuneration and other terms & conditions as approved by the Nomination and Remuneration Committee of the Board of Directors in their meeting held on 23.07.2015 and he has been re-designated as Executive Director and also as Chief Financial Officer by the Board of Directors in their meeting held on 14.11.2015 with effective from 01.12.2015.

Shri Rajendra Jain is a member of Stakeholders Relationship Committee and Audit Committee of the Board.

The details of remuneration and the terms and conditions of the appointment are given below:

#### **1. EMOLUMENTS :**

- i. Salary – ₹ 5,60,000/- (Rupees Five Lakh Sixty Thousand only) per month.
- ii. Allowance – ₹ 6,000/- (Rupees Six Thousand Only)per month.

The Nomination and Remuneration Committee is authorised to raise salary by giving annual increments on 1st August every year.

#### **2. 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 allowances 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 subscriptions of two clubs.
- vi. **Personal Accident Insurance:** Premium as per the Rules of the Company.
- vii. **Provident Fund & Superannuation Fund:** Contribution to 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 ₹ 50,000/- (Rs. Fifty Thousand only) 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 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:

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 concerned or interested in the resolutions at Item No. 8, as the same pertains to his appointment and remuneration payable to him.

Notice has been received from a member along with deposit of ₹ 1,00,000/- proposing the appointment of Shri Rajendra Jain as Executive Director under the provisions of Section 160 of the Companies Act, 2013.

The relatives of Shri Rajendra Jain are deemed to be concerned or interested in the resolution at Item No. 8 to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested in the said resolution.

The Directors recommend the resolution for your approval.

#### **Item No. 9**

The Board of Directors of the Company, vide Board Resolution dated 9th February 2011, re-appointed Shri S. K. Bangur, Chairman, as Chairman & Managing Director of the Company for a period of 5 years with effect from May 01, 2011 to April 30, 2016.

The Board of Directors, at the meeting held on 12th February, 2016, re-appointed Shri S.K.Bangur, as Chairman & Managing Director, for a further period of 5 (Five) years from May 01, 2016 to April 30, 2021, on the remuneration and other terms & conditions as approved by the Nomination and Remuneration Committee of the Board of Directors in their meeting held on 12.02.2016.

The revised terms and conditions of re-appointment of Shri S.K.Bangur, as Chairman & Managing Director are as under :

1) Term of Appointment:

5 (Five) years with effect from May 01, 2016 to April 30, 2021.

2) Remuneration:

(a) Salary:

₹ 10,00,000/- (Rupees Ten Lakh only) per month.

(b) Commission:

Such Commission of the net profits, as may be agreed upon by the Board of Directors and Shri S. K. Bangur, for each financial year or part thereof, subject to the condition that the total remuneration i.e., salary, perquisites and commission in any one financial year shall not exceed the limits prescribed or as may be prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as may be for the time being in force.

3) Perquisites:

(a) Leave: On full pay and allowances in accordance with the Rules of the Company.

(b) Provident Fund & Superannuation Fund: Contribution to provident Fund and Superannuation Fund in accordance with the Rules of the Company.

(c) Gratuity: One half month's salary for each completed year of service in accordance with the Rules of the Company.

(d) Encashment of Earned Privilege Leave (accumulated and not availed of during the tenure) at the end of the tenure, as per Rules of the Company.

Shri. S. K. Bangur as Chairman & Managing Director will not be liable to retire by rotation.

Shri S K Bangur will not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.

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 S. K. Bangur, as required under Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as Exhibit A to this Notice.

Shri S.K. Bangur is deemed to be concerned or interested in the resolution at Item No. 9 as it pertains to his re-appointment and remuneration payable to him. The relatives of Shri S. K. Bangur particularly Smt. Shashi Devi Bangur and Shri Saurabh Bangur are deemed to be concerned or interested in the resolution at Item No. 9 to the extent of their shareholding interest, if any, in the Company. Save and except the above none of the other Directors or Key Managerial Personnel of the Company or relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested in the said resolution.

The Directors recommend the resolution for your approval.

#### **Item No. 10**

The Company already has approval of the shareholders of the Company by way of Ordinary Resolution through postal ballot dated 26.07.2007 for creation of charge/mortgage on the movable/immovable properties of the Company in favour of Banks, Financial Institutions and other lending agencies pursuant to provisions of Section 293(1)(a) of the Companies Act, 1956.

As per the provisions of Section 180(1) (a) of the Companies Act, 2013 ("the Act"), notified as on September 12, 2013, the powers of the Board are required to be exercised only with the consent of the company by a Special Resolution. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolution passed under Sections 293(1)(a) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act i.e. upto 11th September, 2014. It is therefore necessary to obtain fresh approval of Members for creation of charge or mortgage of assets of the Company by way of Special Resolution pursuant to section 180(1)(a) of the Companies Act, 2013.

The Directors recommend the Resolution at Item No. 10 of the accompanying Notice for the approval of the Members of the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

#### **Item No. 11**

To make better approach, communication and prospective use, it is proposed to change the name of the Company to "West Coast Paper Mills Limited". The proposed name is not only widely in use it is short and auspicious.

The Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, has made available the aforesaid name. Pursuant to the provisions of Section 13 of the Companies Act, 2013, the Company is required to obtain approvals of the Shareholders and Central Government for the proposed change of its name, as aforesaid.

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

The Board recommends the proposed Special Resolution for your approval.

#### **Item No. 12**

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several Articles in the existing AoA contain references to specific sections of the Companies Act, 1956 and some Articles in the existing AoA are no longer in conformity with the Companies Act, 2013 ("Act"). It is therefore considered expedient to amend and replace the existing Articles of AoA of the Company in conformity with the Act.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a Company limited by shares.

The proposed new draft AoA is uploaded on the Company's website for perusal of the Members.

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

The Board recommends the proposed Special Resolution for your approval.

By Order of the Board

**Rajendra Jain**

*Executive Director*

DIN : 07250797

Place : Kolkata

Date : 19th July 2016

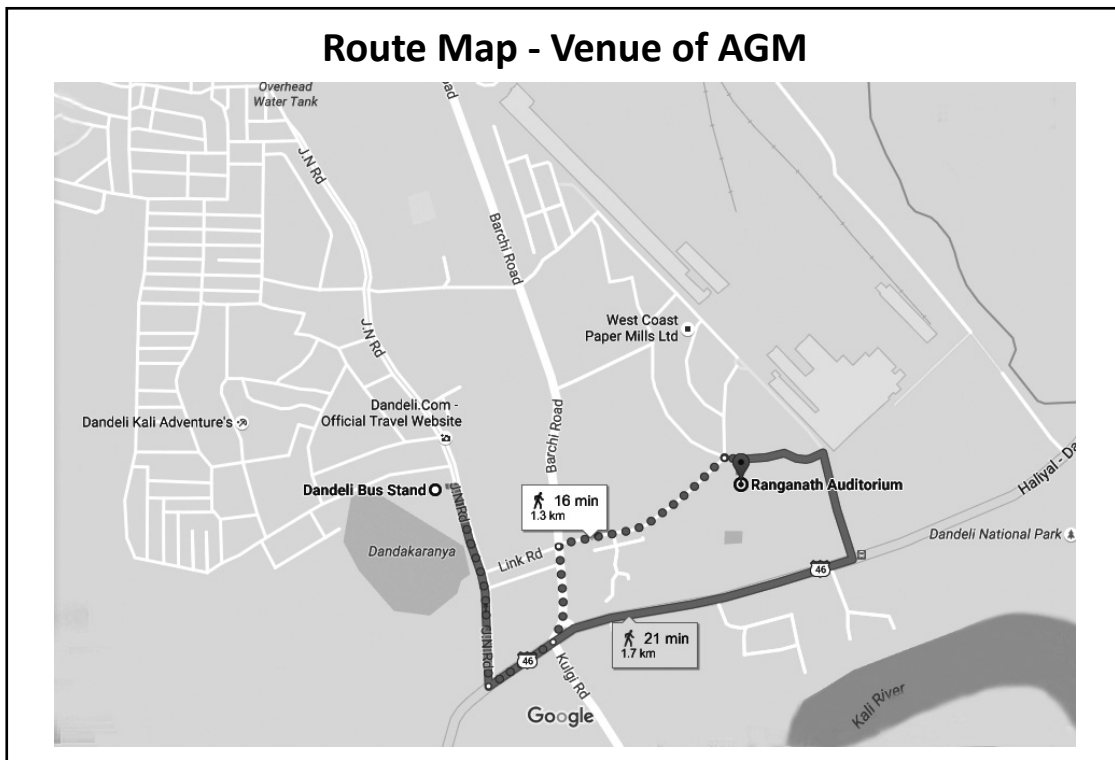
**Exhibit A**

| 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                                                                                            |
|--------|---------------------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------------------------------------------------------------------------------|
| 1.     | Name                                                          | Shri Amitav Kothari                                                                               | Shri P. N. Kapadia                                                                                                                          | Shri Rajendra Jain  | Shri S. K. Bangur                                                                                               |
| 2.     | Age                                                           | 63 years                                                                                          | 67 years                                                                                                                                    | 54 years            | 67 years                                                                                                        |
| 3.     | Director of Company since                                     | 12th February, 2016                                                                               | 7th August, 1992                                                                                                                            | 31st July, 2015     | 24th February, 1988                                                                                             |
| 4.     | Expertise in specific functional areas                        | Business                                                                                          | Industrialist                                                                                                                               | Professional        | Industrialist                                                                                                   |
| 5      | Relationships between Directors inter-se                      | None                                                                                              | None                                                                                                                                        | None                | None other Directors than Smt. Shashi Devi Bangur and Shri Saurabh Bangur being his spouse and son are related. |
| 6.     | Directorship in other Listed entities                         | 1) Kiran Vyapar Ltd.<br>2) Kanoria Chemicals & Industries Ltd.                                    | 1) Kaira Can Co. Limited<br>2) Alkyl Amines Chemicals Ltd.                                                                                  | Nil                 | 1) Jayshree Chemicals Ltd.<br>2) Mothola Company Ltd.                                                           |
| 7.     | Membership of Committee of the Board in other Listed entities | <b>Chairman-Audit Committee</b><br>1) Kiran Vyapar Ltd.<br>2) Kanoria Chemicals & Industries Ltd. | <b>Member-Audit Committee</b><br>1) Alkyl Amines Chemicals Ltd.<br><br><b>Chairman-Share Transfer Committee</b><br>1) Kaira Can Co. Limited | Nil                 | Chairman-Nomination and Remuneration Committee<br>1) Jayshree Chemicals Ltd.                                    |
| 8.     | No. of shares held in the Company                             | Nil                                                                                               | Nil                                                                                                                                         | Nil                 | 2576979                                                                                                         |

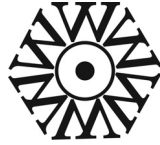
By Order of the Board

**Rajendra Jain**  
Executive Director  
DIN : 07250797

Place : Kolkata  
Date : 19th July 2016





**THE WEST COAST PAPER MILLS LIMITED**

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

**61ST ANNUAL GENERAL MEETING ON 31ST AUGUST 2016**

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

|                                                  |  |
|--------------------------------------------------|--|
| Registered Folio / DP & CL ID                    |  |
| Number of Shares                                 |  |
| Name and address of the shareholder(s)/<br>Proxy |  |
| Joint Holder 1                                   |  |
| Joint Holder 2                                   |  |

I hereby record my presence at the 61st ANNUAL GENERAL MEETING of the Company held on Wednesday the 31st August, 2016 at 4.00 P.M. at the Registered Office of the Company at Bangur Nagar, Dandeli - 581 325, Karnataka.

**SIGNATURE OF THE SHARE HOLDER/PROXY**





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 No. : L02101KA1955PLC001936  
Name of the Company : **THE WEST COAST PAPER MILLS LIMITED**  
Registered Office : Bangur Nagar, Dandeli - 581 325, Dist : Uttar Kannada, Karnataka  
Phone : (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 61st Annual General Meeting of the company, to be held on the 31st August 2016, 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 Financial Statements including Reports of the Directors and Auditors thereon, for the year ended March 31, 2016
- 2) To declare dividend on Equity Shares
- 3) Re-appointment of Smt. Shashi Devi Bangur, who retires by rotation
- 4) To Appoint, Batliboi & Purohit, Chartered Accountants, Mumbai, as Auditors and Fixing their remuneration

### SPECIAL BUSINESS :

- 5) To ratify the remuneration to Mr. Umesh Kini, Cost Auditor

- 6) Appointment of Shri Amitav Kothari as an Independent Director of the Company
- 7) Appointment of Shri P. N. Kapadia as an Independent Director of the Company
- 8) Appointment of Shri Rajendra Jain as Executive Director of the Company
- 9) Re-appointment of Shri S. K. Bangur as Chairman and Managing Director of the Company
- 10) Authority to Board of Directors U/S 180(1)(a)
- 11) Approval of Change of Name of the Company
- 12) Replacement of Articles of Association of the Company

Signed this \_\_\_\_\_ day of August, 2016

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.

