



WEST COAST PAPER MILLS LIMITED

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

NOTICE

NOTICE is hereby given that the 65th 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 Monday, the September 28, 2020, at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the year ended March 31, 2020 including the Reports of the Directors and Auditors thereon.
2. To confirm the interim dividend of Rs. 5/- per equity share, already paid during the year, for the financial year ended March 31, 2020 and to treat the same as final dividend.
3. To appoint a Director in place of Shri Saurabh Bangur (DIN:00236894), who retires by rotation under the Articles of Association of the Company and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Shri Umesh Kini (M.No.29159), Cost Accountant, Sirsi as Cost Auditor of the Company and Ratification of Remuneration**

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

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration of Rs. 1,20,000/- as approved by the Board of Directors of the Company be paid to **Shri Umesh Kini (M.No.29159)**, Cost Auditor, Sirsi, to conduct the audit of the cost accounts maintained by the Company, for the financial year ending March 31, 2021, be and is hereby ratified."

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

5. **Appointment of Shri Virendraa Bangur (DIN:00237043) as Joint Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197 and 203 read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders be and is hereby accorded for the appointment of **Shri Virendraa Bangur (DIN:00237043)** as Joint Managing Director of the Company for a period of three years with effect from 26th June, 2020 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 Virendraa Bangur (DIN:00237043)** as Joint 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."

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

6. **Appointment of Smt. Arpita Vinay (DIN:06940663) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 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 17 and 25 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Arpita Vinay (DIN:06940663) was appointed as an Additional Director of the Company w.e.f., 26th June, 2020 under Section 161 of the Companies Act, 2013 and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for three consecutive years with effect from 26th June, 2020 to 25th June, 2023."

"RESOLVED FURTHER THAT, the Board of Directors 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."

7. Approval for continuation of Shri. S. K. Bangur (DIN: 00053237) as Chairman & Managing Director of the Company

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), consent of the members of the Company be and is hereby accorded for continuation of employment of Shri S. K. Bangur (DIN: 00053237) as Chairman & Managing Director of the Company, who has attained the age of 70 years, up to his existing term/tenure ending on 30th April, 2021 for the reasons and justification as stated in the explanatory statement attached to the Notice."

"RESOLVED FURTHER THAT, the Board of Directors 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."

8. Approval for payment of remuneration to Shri. S. K. Bangur(DIN:00053237), Chairman & Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded for payment of annual remuneration including commission on net profits, exceeding ₹ 5 crore/up to 5 percent of the net profits of the Company to Shri S. K. Bangur (DIN: 00053237) Chairman & Managing Director of the Company, till his existing term/tenure ending on 30th April, 2021 subject to other terms and conditions as approved by the shareholders in the 61st Annual General Meeting of the Company held on 31st August, 2016."

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

By Order of the Board

Brajmohan Prasad
Company Secretary
M. No. F7492

Place: Dandeli
Date: 26.06.2020

NOTES:

- In view of the country wide lockdown and continuing restrictions on the movement across the country imposed by the Government due to COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide General Circular No. 20/2020 dated 5th May, 2020 read with its General Circulars No. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, allowed companies:
 - to send the annual reports to shareholders only on email who have registered their email ID with the Company/ Depositories;
 - to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means("OVAM") during the calendar year 2020; and
 - to keep the dividend on hold for those shareholders who have not provided details of their bank accounts for electronic payment and dispatch their cheque /demand draft upon normalization of the postal services.
- The Company will hold the AGM through VC facility without physical presence of the members. The necessary details for joining the meeting are given at Annexure-I.
- The meeting shall be deemed to be conducted at the Registered office of the Company.
- Since this AGM is being held through video conferencing, physical attendance of members has been dispensed with. Therefore, appointment of proxies is not applicable.
- Remote e-Voting period will **commence on September 25, 2020 at 9.00 AM and ends on September 27, 2020 at 5.00 PM**. Thereafter e-voting module shall be disabled for voting by Link Intime India Pvt. Ltd. Voting rights will be reckoned on the paid up value of share registered in the name of members **on September 21, 2020 (Cut Off Date)**.
- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to item nos. 4 to 8 of the Notice is annexed hereto and forms part of this Notice.
- Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Annual Report and notice of AGM is being sent through email to members who have registered email ID with the Company / Depositories. The members who have not registered their email ID with the Company can access the Annual Report on the website of the Company www.westcoastpaper.com. Members who would like to obtain pdf copy on their email ID may write an email to co.sec@westcoastpaper.com. Pursuant to the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.

8. Pursuant to Section 113 of the Companies Act, 2013, corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote the AGM, by e-mail before e-voting/ attending AGM, to co.sec@westcoastpaper.com.
9. The members who are holding shares in physical form and who have not registered their email ID with the Company, can write to 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 either through remote e-voting or vote electronically during the AGM. The credentials will be provided to the members after verification of all details.
10. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
11. 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 and these documents shall also be uploaded on the platform of AGM with adequate security feature enabled so as to disallow members from taking copies of such documents.
12. The Register of Members and the Share Transfer Books will remain closed from September 14, 2020 to September 28, 2020 (both the days inclusive).
13. The interim dividend on equity shares for the financial year 2019-2020, as approved by the Board of Directors, was already paid on 26.03.2020, notice contains item to treat the same as final dividend.
14. In compliance with the SEBI circular, the Company has assigned all the work related to share registry in terms of both physical and electronic to -

Link Intime India Pvt.Ltd.

(Unit: West Coast Paper Mills Ltd.)

C-101, 247 Park

LBS Marg, Vikhroli (West)

Mumbai - 400 083

Ph: (022) 49186000; Fax: (022) 49186060;

E-mail: rnthelpdesk@linkintime.co.in

All the members are requested to send/deliver their documents/correspondence relating to the Company's Share Transfer/Demat/Remat requests to the above Registrar and Share Transfer Agent. Members holding shares in physical form are requested to notify promptly any change in their address, to the Registrar and Share Transfer Agent.

- (i) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their bank mandates immediately to the Link Intime India Pvt. Ltd.
 - (ii) With a view to provide protection against fraudulent encashment of dividend warrants, the members were requested in the past to provide their bank account numbers, name of the banks, IFSC code and address of the branches to enable the Company to incorporate the said details in the dividend warrants. Those members who are holding shares in physical form and who have not yet furnished such information are again requested to furnish these details quoting their folio numbers to reach the Registrar and Share Transfer Agent, at the address given above.
 - (iii) Members holding shares in electronic form may give instructions regarding change/deletion in bank details to their Depository Participants only.
 - (iv) Members are requested to register their Permanent Account Number (PAN), E-mail ID and Mobile number with their Depository Participants, in case shares are held in dematerialized form and with Company/Link Intime India Pvt. Ltd., in case of shares held in physical form.
 - (v) Members holdings 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.
15. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund. Thereafter, members shall not be able to register their claim in respect of their un-encashed dividends with the Company. Further, pursuant to Section 124(6) of the Companies Act, 2013 shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred to Investor Education and Protection Fund. Members who have not yet encashed their dividend warrants for the financial year ended on March 31, 2013 and onwards are advised to make their claims to the Company, without any delay.

16. The Unclaimed dividend for the year ended on March 31, 2013 will be transferred to the Investor Education and Protection Fund in terms of the provisions of Section 124 of the Companies Act, 2013, in the month of September 2020. The details of the unpaid/unclaimed amounts lying in the Company as on 8th August 2019 (date of last AGM) are available on the website of the Company www.westcoastpaper.com and on Ministry of Corporate Affairs website. The Shareholders whose dividends/shares are 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.
17. 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.
18. 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, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
19. Instructions and other information relating to remote E-voting: **Annexure-I** appended herewith.
20. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.westcoastpaper.com and on the website of Link Intime India Pvt. Ltd., immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, Mumbai.
21. The brief profile of the Director retiring by rotation and being eligible, seeking re-appointment at the AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards 2 issued by the Institute of Company Secretaries of India is provided as **'Exhibit A'**.

By Order of the Board

Brajmohan Prasad
Company Secretary
M. No. F7492

Place : Dandeli
Date : 26.06.2020

ANNEXURE TO THE NOTICE

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

Item No.4

On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 26.06.2020 have approved the appointment of Shri Umesh Kini (M. No. 29159), Cost Accountant, Sirsi, as the Cost Auditor of the Company to conduct the audit of the cost accounts maintained by the Company, for the year ended on 31st March, 2021 at a remuneration of Rs.1,20,000/- in terms of provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, subject to the ratification by members.

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

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

Item No. 5

Shri Virendraa Bangur (DIN:00237043) was appointed as Additional Director of the Company under Section 161 of the Companies Act, 2013 ("the Act"), at the meeting of the Board of Directors held on 12th November, 2019 and who holds office up to this Annual General Meeting.

The Board of Directors, at the meeting held on 26th June, 2020 appointed Shri Virendraa Bangur (DIN:00237043) as Joint Managing Director for a period of 3 (Three) years from 26th June, 2020 to 25th June, 2023 on the remuneration and other terms and conditions as approved by the Nomination and Remuneration Committee of the Board of Directors in their meeting held on 26th June, 2020.

The terms and conditions of appointment of Shri Virendraa Bangur (DIN:00237043) Joint Managing Director are as under :

- 1) Term of Appointment:
3 (Three) years with effect from 26th June, 2020 to 25th June, 2023
- 2) Remuneration:
 - (a) Salary: ₹ 9,63,650.00 (Rupees Nine lakh sixty three thousand six hundred fifty only) per month.

- (b) Commission: 1% (One %) Commission on the net profits, as may be agreed upon by the Board of Directors and him, 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 there under, read with SEBI (LODR) Regulations, 2015 as may be for the time being in force.

3) Perquisites:

- i) 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.
- ii) Leave: On full pay and allowance in accordance with the Rules of the Company.
- iii) Leave Travel Concession: For him and his family once in a year in accordance with the Rules of the Company.
- iv) Club Fees: Fees and subscription of two clubs.
- v) Personal Accident Insurance: Premium as per Rules of the Company.
- vi) Provident Fund and Superannuation Fund: Contribution of Provident Fund and Superannuation Fund in accordance with the Rules of the Company.
- vii) Gratuity: One half month's salary for each completed year of service in accordance with the Rules of the Company.
- viii) Telephone: Free telephone facility.
- ix) 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].

Shri Virendraa Bangur, Joint Managing Director during the term of office as Joint Managing Director shall not be liable to retire by rotation and continue to hold his office of Joint Managing Director, the re-appointment as such Director shall not be deemed to constitute a break in his office of Joint Managing Director.

Shri Virendraa 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.

It is proposed in view of vast experience to appoint Shri Virendraa Bangur(DIN:00237043) as Joint Managing Director of the Company, under Section 149, 152, 196, 197, 203 of the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received notice in writing from member, proposing the candidature of Shri Virendraa Bangur for the office of Joint Managing Director under the provisions of Section 160 of the Act .

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

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

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

In the opinion of the Board, Shri Virendraa Bangur, fulfills the conditions specified in the Act and Rules made thereunder, he is interested in the resolution set out at Item No.5 of the Notice with regard his appointment and his relatives particularly Shri S. K. Bangur, Smt. Shashi Bangur and Shri Saurabh Bangur are deemed to be concerned or interested in the resolution at Item No.5 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 Director and Key Managerial Personnel are in any way concerned or interested in the said resolution.

The Board of Director recommended the resolution as set out at Item No. 5 of this Notice for your approval.

Item No. 6

Pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020 and under Section 149(10) of the Companies Act, 2013 ("the Act"), Independent Directors can be appointed for a maximum tenure upto 5 consecutive years, Smt. Arpita Vinay (DIN:06940663) is appointed as Additional Director with effect from 26th June, 2020 under Section 161 of the Act.

It is proposed in view of vast professional experience to appoint Smt. Arpita Vinay (DIN:06940663) as Independent Director under Section 149 of the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 3 (Three) consecutive years not liable to retire by rotation with effect from 26th June, 2020. The Company

has received notice in writing from member proposing the candidature of Smt. Arpita Vinay (DIN: 06940663) for the office of Independent Director under the provisions of Section 160 of the Act .

The Company has received declaration from Smt. Arpita Vinay, that she is not disqualified to become a director and also consented to hold the office as Director.

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

In the opinion of the Board, Smt. Arpita Vinay, fulfills the conditions specified in the Act and Rules made thereunder and the proposed director is Independent of the Management.

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

Smt. Arpita Vinay, is interested in the resolution set out at Item No.6 of the Notice with regard to her appointment and her relatives may be deemed to be interested in the said resolution to the extent of their shareholdings, if any, in the Company.

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

Letter of appointment of Smt. Arpita Vinay, setting out the terms and conditions is available for inspection by the members at the Registered Office and on Website of the Company.

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

Item No. 7 and 8

The Board of Directors, at the meeting held on 12th February, 2016, had re-appointed Shri S. K. Bangur (DIN :00053237), 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 12th February, 2016 and members of the Company at the 61st Annual General Meeting held on 31st August, 2016 have approved the re-appointment and remuneration payable to Shri S. K. Bangur, Chairman & Managing Director.

Section 196 (3) of the Act read with Part – 1 of Schedule V to the Companies Act, 2013 provides that no company shall appoint or continue employment of any person as Managing Director, Whole-Time Director or Manager who has attained the age of 70 (seventy) years unless it is approved by the Shareholders by passing a special resolution.

Shri S. K. Bangur has attained the age of 70 years and has rich and wide experience in the verious field and his knowledge would be of immense benefit to the Company. It would be in the interest of the Company to continue to avail of his experience and guidance as "Chairman and Managing Director. It is imperative to note that under his leadership, the Company has achieved many heights and the Board of Directors are of the view that it is desirable to continue to avail his services as Chairman and Managing Director.

Pursuant to Regulations 17(6)(e), was inserted in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 with effect from 1st April, 2020 the said regulation prescribes that the fees or compensation payable to all the executive directors who are promoters or members of the promoter group, shall be subject to the approval of shareholders by special resolution in a general meeting if the annual remuneration payable to such executive director exceeds ₹ 5 crore or 2.5 percent of the net profits of the listed entity, whichever is higher. Provided that the approvals of shareholders under this provision shall be valid only till the expiry of the term of such director. Remuneration including Commission to Shri S. K. Bangur, Chairman and Managing Director as approved in the 61st Annual General Meeting held on 31.08.2016 exceeds the above mentioned limits. In this regard, approval of the shareholders is being sought by way of special resolution till his existing term/tenure ending on April 30, 2021. The said 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.

Other terms and conditions as approved in the 61st Annual General Meeting held on 31.08.2016 are applicable.

Shri S. K. Bangur is deemed to be concerned or interested in the resolution at Item No.7 and 8 as it pertains to continuation of employment and remuneration payable to him. The relatives of Shri S. K. Bangur particularly Smt. Shashi Bangur, Shri Virendraa Bangur and Shri Saurabh Bangur are deemed to be concerned or interested in the resolution at Item No.7 and 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 Board of Directors of the Company recommended the resolution as set out at Item No. 7 and 8 of this Notice for your approval (shareholders of the Company).

“Exhibit A”

Sl.No.	Nature of Information	Item No. 3 of Notice	Item No. 5 of Notice	Item No. 6 of Notice
1.	Name	Shri Saurabh Bangur	Shri Virendraa Bangur	Smt. Arpita Vinay
2.	Age	44 years	45 years	44 years
3.	Director of Company since	28th June, 2004	12th November, 2019	26th June, 2020
4.	Expertise in specific functional areas	Industrialist	Industrialist	Service
5.	Qualifications	B.Com	B.Com	BE, MBA
6.	Terms and Conditions of appointment / re-appointment	Re-appointment by rotation	As per Item no. 5 of the Explanatory Statement	As per Item no. 6 of the Explanatory Statement
7.	Relationships between Directors inter-se	None other Directors than Shri S K Bangur and Smt. Shashi Bangur being his Father and Mother and Shri Virendraa Bangur being his brother, respectively are related.	None other Directors than Shri S K Bangur and Smt. Shashi Bangur being his Father and Mother and Shri Saurabh Bangur being his brother, respectively are related.	None
8.	Directorship in other Listed entities	Andhra Paper Limited	1) Jayshree Chemicals Ltd. 2) Taparia Tools Limited 3) Andhra Paper Limited	None
9.	Membership of Committee of the Board in other Listed entities	None	1) Jayshree Chemicals Limited: i) Risk Management Committee- Member ii) Stakeholders Relationship Committee- Member iii) CSR Committee- Member 2) Andhra Paper Limited: i) Nomination and Remuneration Committee-Member ii) Stakeholders Relationship Committee- Member iii) CSR Committee- Member	None
10.	No. of shares held in the Company	1651228	1122956	Nil

By Order of the Board

Place: Dandeli
Date: 26.06.2020

Brajmohan Prasad
Company Secretary
M. No. F7492

Instructions and other information relating to remote E-voting

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer its Members facility to exercise their right to vote in respect of the business to be transacted through E-Voting Services.

The Company has entered into an agreement with Link Intime India Pvt. Ltd., (LIPL) for availing Electronic Voting facility in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. E-voting instructions, user ID & Password are being informed by Link Intime India Pvt. Ltd.,(LIPL), 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.

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).

The remote e-voting period begins on September 25, 2020 at 9.00 A.M. and ends on September 27, 2020 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. September 21, 2020**, may cast their vote electronically. The E-voting module shall be disabled by LIPL for voting thereafter.

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

● **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

- (i) Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- (ii) Click on "Login" tab, available under 'Shareholders' section.
- (iii) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- (iv) Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- (v) Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the Company record, are requested to use the sequence number which is shared to them, in case any assistance required, please call to Link Intime India Pvt. Ltd. Tel: (022) 49186000.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account Number as recorded in your demat account or in the Company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account Number in order to register. If the above mentioned details are not recorded with the depository participant or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to E-voting system of LIPL: <https://instavote.linkintime.co.in>.

co.in, and/or voted on an earlier voting of any Company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase Shareholder is having valid e-mail address, Password will be sent to the shareholder registered e-mail address. Else, Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by Demat Shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For Shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

● **Cast your vote electronically**

(vi) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.

(vii) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

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

(ix) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

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

(xi) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

● **General Guidelines for Shareholders:**

(xii) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the Board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same, also can send the same to scrutinizer at email ID :csnaman@ngjoshiandco.com.

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

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

(xv) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- 1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- 2) Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit

Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

3) Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for Insta Meet<<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID

2. Click "Go to Meeting"

Note:

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 the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175).

Insta Meet Support Desk

Link Intime India Private Limited

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at co.sec@westcoastpaper.com from September 25, 2020 to September 27, 2020 (preferably one day or 24 hrs. prior to the date of AGM).

The first 30 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at co.sec@westcoastpaper.com. The same will be replied by the company suitably.

NOTE:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

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

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

Once the electronic voting is activated by the scrutiniser 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 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'.