



## 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 68th 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 Thursday, the **17th August, 2023, 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 31st March, 2023 including the Reports of the Directors and Auditors thereon.
- 2) To declare dividend on Equity Share for the financial year ended on 31st March, 2023.
- 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 resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 148(3) and all other applicable provisions of the Companies Act, 2013 ("**the Act**") 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 and 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 Auditor, Sirsi, appointed as Cost Auditors of the Company to conduct the audit of the cost accounts records maintained by the Company, for the financial year ending 31st March 2024, and that the said Cost Auditor be paid a remuneration of Rs 2,00,000 (Rupees Two Lakh) be and is hereby ratified."

**"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."

- 5) **Appointment of Smt. Sudha Bhushan (DIN:01749008) as Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 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 and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Smt. Sudha Bhushan (DIN: 01749008) was appointed as an Additional Director in the capacity of an Independent Director w.e.f., 19th May, 2023, who meets the criteria for independence under Section 149 (6) of the Act and Rules made there under and Regulation 16 (1) (b) of the SEBI LODR, 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 (three) consecutive years with effect from 19th May, 2023 to 18th May, 2026."

**"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."

**6) Re-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 Sections 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), consent of the members of the Company be and is hereby accorded to the Re-appointment of Shri Virendraa Bangur (DIN:00237043) as Joint Managing Director of the Company, for a further period of 3 (three) years with effect from June 26, 2023, on the justification, terms/conditions and remuneration as set out in the Explanatory Statement annexed to the Notice."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Regulations 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR"**), consent of the members of the Company be and is hereby accorded for payment of annual remuneration including commission on net profits, exceeding Rs. 5 Crores and up to 5 per cent of the net profits of the Company to Shri Virendraa Bangur (DIN: 00237043) Joint Managing Director of the Company, till his existing term/tenure ending on June 25, 2026, subject to other terms and conditions 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 Act, 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 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: 19th May, 2023

**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 (**"AGM"**), as set out under Item No.4, 5 and 6 above and the relevant details of the Directors as mentioned under Item No.3, 5 and 6 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. 20/2020 dated 05 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 19/2021 dated 08 December 2021, 21/2021 dated 14 December 2021, General Circular No. 2/2022 dated 05 May 2022 and General Circular No.10/2022 dated 28 December 2022- (**"MCA Circulars"**), in relation to the extension of framework provided in the MCA Circulars up to 30 September, 2023 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12 May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 15 January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated 13 May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January 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 30 September 2023.
- 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 **14th August, 2023 at 9.00 AM** and end on **16th August, 2023 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 **9th August, 2023 (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 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 has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.
  - 11 Members may note that the Notice of AGM and Annual Report for the financial year 2022-23 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 the AGM, by e-mail before e-voting/ attending AGM, to [csnaman@gjoshiandco.com](mailto:csnaman@gjoshiandco.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. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
  - 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 Annual General Meeting 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 10th August, 2023 to 17th August, 2023 (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 22nd August, 2023 to those shareholders whose names appear in the Register of Members on 17th August, 2023. 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 9th August, 2023, based on the details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, for this purpose.

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 4th August, 2023.

- 18 Dividend Warrants: Pursuant to provision of SEBI LODR, it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Therefore, the Members are requested to register/update their correct bank account details with the Company/RTA/Depository Participants, as the case may be.
- 19 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)

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://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) or send the hard copy to LIPL, (RTA of the Company) before 4th August, 2023.
  - (iv) 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.
  - (v) Vide SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, members are requested to update the PAN, Bank, KYC details and Nomination before 30th September 2023.
- 20 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.

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 Investor Education and Protection Fund. Members who have not yet encashed their dividend for the financial year ended on 31st March, 2016 and onwards are advised to make their claims to the Company, without any delay.



The Unclaimed dividend for the year ended on 31st March, 2016 will be transferred to the Investor Education and Protection Fund in terms of the provisions of Section 124 of the Act, in the month of September 2023.

- 21 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 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.
- 22 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.
- 23 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.
- 24 Instructions and other information relating to remote E-voting: **Annexure-II** appended herewith.
- 25 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 LIIPPL, 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.
- 26 The brief profile of the Director retiring by rotation and being eligible, seeking re-appointment/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: 19th May, 2023

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. 4**

On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 19th May, 2023 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 records maintained by the Company, for the year ended on 31st March, 2024 at a remuneration of Rs. 2,00,000/- in terms of provisions of Section 148 of the Companies At, 2013 ("**the Act**") and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, subject to ratification by the 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**

It is required under Section 149(4) of the Act to appoint Independent Directors and maximum tenure as per Section 149(10) of the Act is up to 5 consecutive years, Smt. Sudha Bhushan (DIN:01749008) is appointed as an Additional Director with effect from 19th May, 2023 under Section 161 of the Act.

It is proposed in view of vast professional experience to appoint Smt. Sudha Bhushan (DIN:01749008) as Independent Director under Section 149 of the Act to hold office for 3 consecutive years not liable to retire by rotation with effect from 19th May, 2023. The Company has received a notice in writing from a member proposing the candidature of Smt. Sudha Bhushan (DIN:01749008) for the office of Independent Director under the provisions of Section 160 of the Act.

The Company has received a declaration from Smt. Sudha Bhushan (DIN:01749008), 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. Sudha Bhushan (DIN:01749008), 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. Sudha Bhushan (DIN:01749008) 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. Sudha Bhushan (DIN:01749008), as required under Regulation 36(3) of **SEBI LODR**, is provided as '**Exhibit A**' to this Notice.

Smt. Sudha Bhushan (DIN: 01749008) is interested in the resolution set out at Item No.5 of the Notice with regard 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. Sudha Bhushan (DIN: 01749008) setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company.

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

**Item No.6**

The Board of Directors of the Company, vide Board Resolution dated 26th June 2020, appointed Shri Virendraa Bangur (DIN:00237043) as Joint Managing Director of the Company for a period of 3 years with effect from 26th June 2020 to 25th June 2023.

The Board of Directors, at the meeting held on 19th May, 2023, re-appointed Shri Virendraa Bangur (DIN:00237043) as Joint Managing Director, for a further period of 3 (three) years from 26th June 2023 to 25th June 2026, 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 18th May, 2023.

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

1) **Term of Employment:**

Three years with effect from 26th June 2023 to 25th June 2026.

2) **Remuneration:**

(a) Salary: Rs.10,87,194/- (Rupees Ten Lakhs Eighty Seven Thousand One Hundred and Ninety Four only) per month.

(b) Commission:

1.5% (One and half)% 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 Act and the Rules framed there under, read with SEBI LODR 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 four 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 LODR. The Company has received a notice in writing from a 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 LODR, 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.6 of the Notice with regard to 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.6 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. 6 of this Notice for your approval.

**“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	Smt. Sudha Bhushan	Shri Virendraa Bangur
2	DIN	00236894	01749008	00237043
3	Age	47 years	44 years	48 years
4	Nationality	Indian	Indian	Indian
5	Director of Company since	28 <sup>th</sup> June, 2004	19 <sup>th</sup> May, 2023	12 <sup>th</sup> November, 2019
6	Remuneration last drawn, (including sitting fees, if any) / Remuneration proposed to be paid	Rs.2.25 Lakhs	NIL	Rs.195.00 Lakhs/ Rs.220.00 Lakhs
7	Expertise in specific functional areas	Industrialist	Professional	Industrialist
8	Qualifications	B.Com	CA, CS and IRP	B.Com
9	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
10	Relationships between Directors inter-se	None other Directors than Shri S K Bangur and Smt. Shashi Bangur being his Father and Mother respectively and Shri Virendraa Bangur being his brother, are related.	None	None other Directors than Shri S K Bangur and Smt. Shashi Bangur being his Father and Mother respectively and Shri Saurabh Bangur being his brother, are related.
11	Directorship in other Listed entities	1) Andhra Paper Limited	1) Aurionpro Solutions Limited 2) Choice International Limited 3) Digjam Limited	1) Jayshree Chemicals Ltd. 2) Taparia Tools Limited 3) Andhra Paper Limited

Sl. No.	Nature of Information	Item No. 3 of Notice	Item No.5 of Notice	Item No.6 of Notice
12	Membership of Committee of the Board in other Listed entities	<b>1) Andhra Paper Limited:</b> i) Audit Committee-Member ii) CSR Committee-Member iii) Risk Management Committee-Chairman	<b>1) Aurionpro Solutions Limited:</b> i) Nomination & Remuneration Committee - Member <b>2) Choice International Limited:</b> i) Audit Committee-Member <b>3) Digjam Limited:</b> i) Audit Committee-Chairperson ii) Nomination & Remuneration Committee-Member iii) Stakeholders Relationship Committee-Chairperson	<b>1) Jayshree Chemicals Limited:</b> i) Stakeholders Relationship Committee- Chairman ii) Nomination and Remuneration Committee-Member <b>2) Andhra Paper Limited:</b> i) CSR Committee-Chairman ii) Stakeholders Relationship Committee- Member
13	No. of shares held in the Company	1651228	NIL	1122956
14	Listed entities in which the director has resigned in the past three years	NIL	NIL	NIL
15	Number of meetings of the Board attended during the Financial Year 2022-23	Three meetings attended during Financial Year 2022-23	NIL	Five meetings attended during Financial Year 2022-23
16	Brief resume/skills and capabilities	Industrialist having vast knowledge and good experience of management, administration of Pulp and Paper. He was the President of the Indian Paper Manufacturer's Association (IPMA) in the year 2017. He is also a committee member of Bharat Chamber of Commerce and a member of Young Presidents Organization (YPO), Kolkata Chapter.	Renowned Finance Professional and she is a Co-Founder of Taxpert Professional, an advisor to Bank of Baroda, NRI and International operations and Empaneled with HDFC Bank. She is the author of numerous bestseller books. She is various committee member of ICSI, ICAI, IMC and IFCCI.	Industrialist and areas of special interest in Paper, Newsprints, Chemicals, IT, Electronics, Optic Fibre, Telephone and Power Cable and Plantations. He is the Committee member of Indian Chamber of Commerce & member of Young President Organization and Entrepreneur Organization.

By Order of the Board

**Brajmohan Prasad**

Company Secretary

M.No. F7492

Place: Dandeli

Date: 19th May, 2023

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated 9<sup>th</sup> December 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:****1. Individual Shareholders holding securities in demat mode with NSDL**

- i. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**2. Individual Shareholders holding securities in demat mode with CDSL**

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System My easi Tab and then use your existing my easi username & password.
  - ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  - iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  - iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants: You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.