



# THE WEST COAST PAPER MILLS LTD.,

Regd. Office & Works : P.B. No 5, Bangur Nagar, DANDELI-581 325. Dist. Uttar Kannada (Karnataka) India  
Grams : " KAGAJMILL" Phone Nos. : (08284) 231391 - 395 (5 Lines)  
Fax Nos : 08284 - 231 225 (Admn. Off.) 232150 (Sales/Av.c.s) 230443 (Works Off.) 232148 (Paper Godown)

ISO 9001 / 14001  
OHSAS - 18001



**DNV**  
CERTIFIED

CIN : L02101KA1955PLC001936 \* E-mail : [co.sec@westcoastpaper.com](mailto:co.sec@westcoastpaper.com) \* Website : [www.westcoastpaper.com](http://www.westcoastpaper.com)

ZZH:AGM:Share:08:  
August 01,2014

Bombay Stock Exchange Limited  
Corporate Services  
Floor 25, P.J.Towers  
Dalal Street  
Mumbai- 400 001

Dear Sir,

Ref : Clause 35A of the Listing Agreement-Annual General Meeting-Voting Results

We give in the Annexure A the details of the agenda & mode of voting on resolutions approved by the shareholders through e-voting from 25<sup>th</sup> to 27<sup>th</sup> July, 2014 and through poll at the Annual General Meeting held on July 31, 2014. Other details regarding the attendance at the AGM are as below;

Sl.No.	DESCRIPTION			
1	DATE OF AGM	31.07.2014		
2	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	17551		
3	NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY:	804		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL
	PROMOTER AND PROMOTER GROUP	-	21	21
	PUBLIC	605	178	783
	<b>TOTAL</b>	<b>605</b>	<b>199</b>	<b>804</b>
4	NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING : NOT APPLICABLE PROMOTERS AND PROMOTER GROUP : NOT APPLICABLE PUBLIC : NOT APPLICABLE			

Further, the reports of Scrutinizer's for E-Voting and poll in (Form No. MGT-13) are attached as Annexure B & C respectively.

Kindly take this on record.

Yours faithfully,  
For The West Coast Paper Mills Limited

  
P K Mundra  
President (Finance) & Company Secretary

Encl : a.a.

Cc : National Securities Depository Limited  
Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel (W)  
Mumbai -400013

:Please upload on Web site

Details of the Agenda:

ANNEXURE-A

Resolution 1-Ordinary Resolution		Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
To consider and adopt the Profit and Loss Account, Balance Sheet and Reports of the Directors and Auditors thereon, for the year ended March 31, 2014.		Promoter and Promoter Group	(1) 362998627	(2) 35585227	(3)=[(2)/(1)]*100 98.03	(4) 35585227	(5) 0	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 0.00
		Public Institutional holders	4697827	478140	10.18	478140	0	100.00	0.00
		Public-Others	25052454	75589	0.30	75439	150	99.80	0.20
		<b>Total</b>	<b>66048908</b>	<b>36138956</b>	<b>54.72</b>	<b>36138806</b>	<b>150</b>	<b>99.99</b>	<b>Negligible</b>

Resolution 2-Ordinary Resolution		Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
To declare dividend on equity shares of Re (one) per equity share.		Promoter and Promoter Group	(1) 362998627	(2) 35585227	(3)=[(2)/(1)]*100 98.03	(4) 35585227	(5) 0	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 0.00
		Public Institutional holders	4697827	478140	10.18	478140	0	100.00	0.00
		Public-Others	25052454	73984	0.30	73834	150	99.80	0.20
		<b>Total</b>	<b>66048908</b>	<b>36137351</b>	<b>54.71</b>	<b>36137201</b>	<b>150</b>	<b>99.99</b>	<b>Negligible</b>

Resolution 3-Ordinary Resolution		Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Re-appointment of Shri. P.N.Kapadia, who retires by rotation as director of the Company.		Promoter and Promoter Group	(1) 362998627	(2) 35585227	(3)=[(2)/(1)]*100 98.03	(4) 35585227	(5) 0	(6)=[(4)/(2)]*100 100	(7)=[(5)/(2)]*100 0
		Public Institutional holders	4697827	478140	10.18	478140	0	100	0
		Public-Others	25052454	73984	0.30	73834	150	99.80	0.20
		<b>Total</b>	<b>66048908</b>	<b>36137351</b>	<b>54.71</b>	<b>36137201</b>	<b>150</b>	<b>99.99</b>	<b>Negligible</b>

Resolution 4-Ordinary Resolution		Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
To Appoint, Batliboi & Purohit, Chartered Accountants, Mumbai, as Auditors and fixing their remuneration.		Promoter and Promoter Group	(1) 362998627	(2) 35585227	(3)=[(2)/(1)]*100 98.03	(4) 35585227	(5) 0	(6)=[(4)/(2)]*100 100	(7)=[(5)/(2)]*100 0
		Public Institutional holders	4697827	478140	10.18	478140	0	100	0
		Public-Others	25052454	73984	0.30	73834	150	99.80	0.20
		<b>Total</b>	<b>66048908</b>	<b>36137351</b>	<b>54.71</b>	<b>36137201</b>	<b>150</b>	<b>99.99</b>	<b>Negligible</b>



Resolution 5-Ordinary Resolution	Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
To ratify the remuneration to Mr. Umesh Kini, Cost Auditor.	Promoter and Promoter Group	36298627	35585227	98.03	35585227	0	100	0
	Public Institutional holders	4697827	478140	10.18	478140	0	100	0
	Public-Others	25052454	73984	0.30	73834	150	99.80	0.20
<b>Total</b>	<b>Total</b>	<b>66048908</b>	<b>36137351</b>	<b>54.71</b>	<b>36137201</b>	<b>150</b>	<b>99.99</b>	<b>Negligible</b>

Resolution 6-Special Resolution	Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Special Resolution to approve re-appointment and remuneration of Shri K.L.Chandak as Executive Director.	Promoter and Promoter Group	36298627	35585227	98.03	35585227	0	100	0
	Public Institutional holders	4697827	478140	10.18	478140	0	100	0
	Public-Others	25052454	73984	0.30	73584	400	99.46	0.54
<b>Total</b>	<b>Total</b>	<b>66048908</b>	<b>36137351</b>	<b>54.71</b>	<b>36136951</b>	<b>400</b>	<b>99.99</b>	<b>Negligible</b>

Resolution 7-Special Resolution	Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Special Resolution Under Section 180(1)(c) of the Companies Act,2013, for borrowing money upto Rs. 2,000 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.	Promoter and Promoter Group	36298627	35585227	98.03	35585227	0	100	0
	Public Institutional holders	4697827	478140	10.18	478140	0	100	0
	Public-Others	25052454	73984	0.30	66429	7555	89.79	10.21
<b>Total</b>	<b>Total</b>	<b>66048908</b>	<b>36137351</b>	<b>54.71</b>	<b>36129796</b>	<b>7555</b>	<b>99.98</b>	<b>0.02</b>

For The West Coast Paper Mills Ltd.,



**P. K. MUNDRA**

President (Fin.) & Company Secretary



**SRIKANT R. GUDI**  
COMPANY SECRETARY

93, Hemanthnagar, Keshwapur, HUBLI - 580 023 Tel : (R) 0836-2284189  
F-6, C-Block, Revankar Complex, Near Court Circle HUBLI - 580 029  
Tel : (O) 0836-2254459 Cell : 94489 07042 shrikantgudi@gmail.com

### Report of Scrutinizer

*[Pursuant to Clause 35B of Listing Agreement and Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]*

To,

Shri K.L.Chandak  
Chairman,

59<sup>th</sup> Annual General Meeting of the Equity Shareholders of The West Coast Paper Mills Limited held on Thursday, 31<sup>st</sup> July 2014 at Shree Ranganath Auditorium, Bangur Nagar, Dandeli – 581325, Uttara Kannada District, Karnataka at 4:00 P.M.

Dear Sir,

I, Srikant R. Gudi, appointed as Scrutinizer for the 59<sup>th</sup> Annual General Meeting of the Equity Shareholders of The West Coast Paper Mills Limited, to be held on Thursday, 31<sup>st</sup> July 2014 at Shree Ranganath Auditorium, Bangur Nagar, Dandeli – 581 325, Uttara Kannada District, Karnataka at 4:00 P.M., for the purpose of scrutinizing the e-voting process in a fair & transparent manner and ascertaining the requisite majority on e-voting carried out as per clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and sub rule(xi) of rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained opened from 9:30 a.m on Friday, the 25<sup>th</sup> July, 2014 up to 5:30 p.m on Sunday, the 27<sup>th</sup> July, 2014.
2. The Notice was sent to all the members, whose names appeared in the Register of Members as on June 20, 2014, who were entitled to vote on the proposed 7 (SEVEN) resolutions as mentioned in the notice of the 59<sup>th</sup> Annual General Meeting of The West Coast Paper Mills Ltd., (Item No.1 (One) to 7 (Seven) of the Notice of the Annual General Meeting of The West Coast Paper Mills Ltd.)
3. The votes were unblocked on July 30<sup>th</sup> 2014 around 12:30 p.m in presence of two witnesses, namely, Mr. Akshay S. Pachlag, residing at 3<sup>rd</sup> Cross New Fort, Hubli-580020 and Mr. Nitish Shetty, residing at Rajnagar, Hubli-580 032, who are not in employment of the Company.



4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of NSDL (<https://evoting.nsdl.co.in>).

5. The results of the e-voting is as under:

**(a) RESOLUTION No.1:**

"RESOLVED THAT the Directors' Report and the Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2014, together with the Auditors' Report thereof as already circulated among the members be and is hereby adopted."

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
21	23775480	100

(ii) Voted **against** the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes: Nil

**(b) RESOLUTION No.2:**

"RESOLVED THAT proposed dividend payable @ Re.1/- (Rupee One only) per share on 6,60,48,908 Equity Shares of Rs.2/- each for the year ended 31<sup>st</sup> March 2014 as recommended by the Directors be and is hereby sanctioned."

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
21	23775480	100

(ii) Voted **against** the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes: Nil



(c) **RESOLUTION No.3:**

"RESOLVED THAT Shri P.N.Kapadia (DIN:00042090), who retires by rotation under Article 143 of the Articles of Association of the Company be and is hereby re-appointed a Director of the Company."

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
21	23775480	100

(ii) Voted **against** the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes: **Nil**

(d) **RESOLUTION No.4:**

"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 meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs.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."

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
21	23775480	100

(ii) Voted **against** the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes: **Nil**



(e) **RESOLUTION No.5:**

"RESOLVED THAT remuneration of Rs.1,00,000/- (Rupees One Lakh only) for the year ended 31.03.2015 to Mr. Umesh Kini, Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors be and is hereby ratified.

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
21	23775480	100

(ii) Voted **against** the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes: **Nil**

(f) **RESOLUTION No.6:**

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 and 197 read with Schedule V to the Companies Act 2013 and the Rules framed thereunder, and all other applicable provisions, if any, of the Companies Act, 2013, the approval of the Company be and is hereby accorded to the re-appointment of Shri K.L.Chandak, as Executive Director of the Company, for a further period of two years with effect from December 01, 2013 on the following remuneration and terms and conditions, as decided by the Remuneration Committee of the Directors:

**1. EMOLUMENTS :**

(i) Salary—Rs.7,25,000/- (Rupees Seven Lakh Twenty Five Thousand only) per month.



- (ii) **Special Allowance**—Rs.7,500/-(Rupees Seven Thousand Five Hundred Only) per month.

The Nomination & Remuneration Committee is authorised to raise salary by giving annual increments on 1<sup>st</sup> December 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. The past period of his service as an Executive of the Company will be reckoned for determining the completed years of service.
- ix. **Conveyance:** Provision of Car for use on the Company's Business. In case Car is not provided, then reimbursement of expenses incurred on conveyance up to Rs.35,000/- (Rs. Thirty Five 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 / incentive 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.





"FURTHER RESOLVED THAT in the event of any modification or revision in the provisions of remuneration payable to whole-time Directors, as set out in the Schedule V to the Companies Act, 2013, the Nomination and Remuneration Committee of Directors shall be entitled at their discretion to revise the remuneration payable to Shri K.L.Chandak from the date of such modification or revision, without any further reference to the Company in general meeting."

"FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year, the Executive Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time or the Companies Act, 2013 and as may be amended or re-enacted from time to time."

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

"FURTHER RESOLVED THAT Shri K.L. Chandak shall not, during his term of office as Executive Director, be liable to retire by rotation."

"FURTHER RESOLVED THAT Shri K.L. Chandak will not be paid any sitting fees for attending the meetings of Board of Directors or Committees thereof."

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
20	23775230	99.99

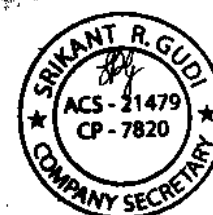
(ii) Voted **against** the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
1	250	Negligible

(iii) **Invalid** votes: **Nil**

(g) **RESOLUTION No.7:**

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



"RESOLVED THAT in supercession of the Ordinary Resolution passed at the 53<sup>rd</sup> Annual General Meeting of the Company held on August 30, 2008, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, to the Board of Directors of the Company for borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company provided that the moneys so borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed in the aggregate in any case and at any time by more than Rupees 2,000 Crores (Rupees Two thousand Crores), over and above the aggregate for the time being and from time to time of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose".

(i) Voted **in favour** of the resolution:

Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
17	23768075	99.97

(ii) Voted **against** the resolution:

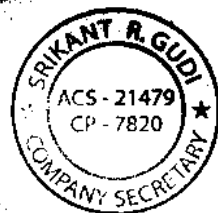
Number of members voted through e-voting system.	Number of votes cast by them	% of total number of valid votes cast
4	7405	0.03

(iii) **Invalid** votes: Nil

**NOTE:** No Postal Ballot was received by the undersigned even though the facility was provided by the Company in terms of clause 35B of the Listing Agreements with the Stock Exchanges.

Thanking you,

Place : Dandeli  
Dated : 01/08/2014



Yours faithfully,

*[Signature]*  
(Srikant R. Gudi)  
Scrutinizer

**SRIKANT R. GUDI**  
ACS : 21479, CP : 7820 B.Com., LL.B.ACS  
COMPANY SECRETARY  
# 93, HEMANTHAGAR, KESHWAPUR,  
HUBLI - 580 023. CELL : 94489 07042

*Received*  
For The West Coast Paper Mills Ltd.,

*[Signature]*  
**K. L. CHANDAK**  
Executive Director



**SRIKANT R. GUDI**  
COMPANY SECRETARY

ANNEXURE-C

93, Hemanthnagar, Keshwapur, HUBLI - 580 023 Tel : (R) 0836-2284189  
F-6, C-Block, Revankar Complex, Near Court Circle HUBLI - 580 029  
Tel : (O) 0836-2254459 Cell : 94489 07042 shrikantgudi@gmail.com

**FORM NO. MGT-13**

**Report of Scrutinizer**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]*

To,

Shri K.L.Chandak  
Chairman,  
59<sup>th</sup> Annual General Meeting of the Equity Shareholders of The West Coast Paper  
Mills Limited held on Thursday, 31<sup>st</sup> July 2014 at Shree Ranganath Auditorium,  
Bangur Nagar, Dandeli – 581325, Uttara Kannada District, Karnataka at 4:00 P.M.

Dear Sir,

I, Srikant R. Gudi, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 59<sup>th</sup> Annual General Meeting of the Equity Shareholders of The West Coast Paper Mills Limited, held on Thursday, 31<sup>st</sup> July 2014 at Shree Ranganath Auditorium, Bangur Nagar, Dandeli – 581 325, Uttara Kannada District, Karnataka at 4:00 P.M., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 4 ballot boxes kept for polling were locked in my presence with due identification marks placed by me. The same was witnessed by Shri S.P.Maheshwari & Shri K. Jayasimha, members of the company.
2. The locked ballot boxes were subsequently opened in my presence was witnessed by Shri S.P.Maheshwari & Shri K.Jayasimha, members of the company and thereafter poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Invalid votes include shareholding of members who left ballot paper blank but signed it.



4. Members present in person or by proxy were 804 however only 355 ballot papers were found as rest of the members present in person or by proxy numbering 449 did not exercise their votes.

5. The results of the poll is as under

**Ordinary Business:**

**(a) RESOLUTION No.1:**

"RESOLVED THAT the Directors' Report and the Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2014, together with the Auditors' Report thereof as already circulated among the members be and is hereby adopted."

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
259	1,23,63,326	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	150	Negligible

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
95	23,481

**(b) RESOLUTION No.2:**

"RESOLVED THAT proposed dividend payable @ Re.1/- (Rupee One only) per share on 6,60,48,908 Equity Shares of Rs.2/- each for the year ended 31<sup>st</sup> March 2014 as recommended by the Directors be and is hereby sanctioned."

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	1,23,61,721	99.99



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	150	Negligible

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
103	24836

(c) **RESOLUTION No.3:**

"RESOLVED THAT Shri P.N.Kapadia (DIN:00042090), who retires by rotation under Article 143 of the Articles of Association of the Company be and is hereby re-appointed a Director of the Company."

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	1,23,61,721	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	150	Negligible

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
103	24836



(d) **RESOLUTION No.4:**

"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 meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs.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."

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	1,23,61,721	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	150	Negligible

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
103	24836

(e) **RESOLUTION No.5:**

"RESOLVED THAT remuneration of Rs.1,00,000/- (Rupees One Lakh only) for the year ended 31.03.2015 to Mr. Umesh Kini, Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors be and is hereby ratified.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	1,23,61,721	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	150	Negligible

(iii) **Invalid** votes:

Total number of members(in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
103	24836

## **SPECIAL BUSINESS**

### **(f) RESOLUTION No.6:**

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 and 197 read with Schedule V to the Companies Act 2013 and the Rules framed thereunder, and all other applicable provisions, if any, of the Companies Act, 2013, the approval of the Company be and is hereby accorded to the re-appointment of Shri K.L.Chandak, as Executive Director of the Company, for a further period of two years with effect from December 01, 2013 on the following remuneration and terms and conditions, as decided by the Remuneration Committee of the Directors:

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

- (i) Salary—Rs.7,25,000/- (Rupees Seven Lakh Twenty Five Thousand only) per month.
- (ii) Special Allowance—Rs.7,500/-(Rupees Seven Thousand Five Hundred Only) per month.



The Nomination & Remuneration Committee is authorised to raise salary by giving annual increments on 1<sup>st</sup> December 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. The past period of his service as an Executive of the Company will be reckoned for determining the completed years of service.
- ix. **Conveyance:** Provision of Car for use on the Company's Business. In case Car is not provided, then reimbursement of expenses incurred on conveyance up to Rs.35,000/- (Rs. Thirty Five 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 / incentive 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.





"FURTHER RESOLVED THAT in the event of any modification or revision in the provisions of remuneration payable to whole-time Directors, as set out in the Schedule V to the Companies Act, 2013, the Nomination and Remuneration Committee of Directors shall be entitled at their discretion to revise the remuneration payable to Shri K.L.Chandak from the date of such modification or revision, without any further reference to the Company in general meeting."

"FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year, the Executive Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time or the Companies Act, 2013 and as may be amended or re-enacted from time to time."

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

"FURTHER RESOLVED THAT Shri K.L. Chandak shall not, during his term of office as Executive Director, be liable to retire by rotation."

"FURTHER RESOLVED THAT Shri K.L. Chandak will not be paid any sitting fees for attending the meetings of Board of Directors or Committees thereof."

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	1,23,61,721	99.99

(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	150	Negligible

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
103	24836



(g) **RESOLUTION No.7:**

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

"RESOLVED THAT in supercession of the Ordinary Resolution passed at the 53<sup>rd</sup> Annual General Meeting of the Company held on August 30, 2008, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, to the Board of Directors of the Company for borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company provided that the moneys so borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed in the aggregate in any case and at any time by more than Rupees 2,000 Crores (Rupees Two thousand Crores), over and above the aggregate for the time being and from time to time of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose".

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	1,23,61,721	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	150	Negligible

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
103	24836

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
8. The consolidated result of the votes cast (by E-voting and by Poll) is provided as Annexure – 1 to this report.

Thanking you,

Yours faithfully,



(Srikant R. Gudi)

Scrutinizer

**SRIKANT R. GUDI**

ACS : 21479, CP : 7820 B.Com., LL.B. ACS

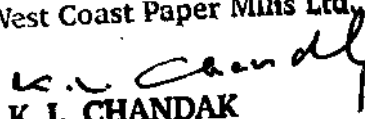
COMPANY SECRETARY

# 93, HEMANTH NAGAR, KESHWAPUR,  
HUBLI - 580 023. CELL : 94489 07042

Place : Dandeli

Dated : 01/08/2014

*Received*  
For The West Coast Paper Mills Ltd.



**K. L. CHANDAK**  
Executive Director



**ANNEXURE - 1**

**Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 7 of the notice of the 59th Annual General Meeting of The West Coast Paper Mills Ltd., held on Thursday, July 31st 2014 at 4:00 p.m.**

Resln. No.	Total Valid Votes Cast			Voted infavour of Resolution			Voted against Resolution				
	E-Voting	Poll	Total	E-Voting	Poll	Total	%	E-Voting	Poll	Total	%
1	23775480	12363476	36138956	23775480	12363326	36138806	99.99	0	150	150	Negligible
2	23775480	12361871	36137351	23775480	12361721	36137201	99.99	0	150	150	Negligible
3	23775480	12361871	36137351	23775480	12361721	36137201	99.99	0	150	150	Negligible
4	23775480	12361871	36137351	23775480	12361721	36137201	99.99	0	150	150	Negligible
5	23775480	12361871	36137351	23775480	12361721	36137201	99.99	0	150	150	Negligible
6	23775480	12361871	36137351	23775230	12361721	36136951	99.99	250	150	400	Negligible
7	23775480	12361871	36137351	23768075	12361721	36129796	99.98	7405	150	7555	0.02



*Received*  
 For The West Coast Paper Mills Ltd.,  
*K.L. Chandak*  
 K. L. CHANDAK  
 Executive Director