



WEST COAST PAPER MILLS LTD.,

Registered & Works Office : Post Box No. 5, Bangur Nagar, Dandell-581 325
Dist Uttar Kannada (Karnataka) - India

CORPORATE IDENTITY NO : L02101KA1955PLC001936 website : www.westcoastpaper.com
Ph : (08284) 231391 - 395 (5 lines) Fax : 08284-231225 (Admn. Office) 230443 (Works Office)

GSTIN 28AAACT1478N1Z0



ZZR: PB:37: SHARE:07:
January 24, 2024

To:

BSE Limited
Corporate Services
Floor 25, P.J.Towers,
Dalal Street
MUMBAI – 400 001

To:

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza
Bandra-Kurla Complex,
Bandra [East]
MUMBAI-400 051

SCRIPT CODE : BSE- 500444 / NSE - WSTCSTPAPR

Dear Sirs,

Sub : Minutes of Postal Ballot dated 09.01.2024

Ref: Our letter No. ZZR:PB:21:SHARE:07, dt. January 10, 2024.

With reference to above letter we enclose herewith Minutes of Postal Ballot dated 09.01.2024.

Please take the same on record.

Thanking you,

Yours faithfully,

For WEST COAST PAPER MILLS LTD.

Brajmohan Prasad
Company Secretary
M. No : F7492

Encl: a.a.



Corporate Office : 31, Chowringhee Road, Kolkata - 700 016
Phone : (033) 2265 6271-78 (8 lines), Fax : (033) 2226 5242, Email : wcpm.sale@westcoastpaper.com

Minutes of Postal Ballot

MINUTES OF THE PROCEEDINGS OF THE POSTAL BALLOT OF WEST COAST PAPER MILLS LIMITED, RESOLUTION DEEMED TO BE PASSED ON TUESDAY, THE 9TH JANUARY, 2024 AT THE REGISTERED OFFICE OF THE COMPANY, BANGUR NAGAR, DANDELI-581 325, DIST. UTTARA KANNADA, KARNATAKA.

Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act and MCA General Circular nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 03/2022 dated 5 May 2022, 11/2022 dated 28 December 2022 and 09/2023 dated 25 May 2023, in relation to the extension of framework provided in the MCA Circulars up to 30th September, 2024. Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, including any statutory modifications, amendments, or re-enactments thereof for the time being in force and other applicable, act, rules, laws and regulations, it was proposed to transact the special businesses and seek approval of members of the Company as Special Resolutions through Postal Ballot only by means of remote e-voting/postal ballot. The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, was attached with the notice.

The Board of Directors at its meeting held on 9th November, 2023, has appointed Shri Naman G Joshi (Membership No. F8389), Practicing Company Secretary, N.G.Joshi & Co., as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Members were informed that the MCA Circulars has allowed companies to take all decisions requiring members' approval, other than the items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act and the Rules made thereunder.

CHAIRMAN'S
INITIAL



SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 on compliance with the provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, by listed entities inter-alia relaxed the applicability of Regulation 44(4) of the SEBI LODR Regulations for general meetings (in electronic mode) held till 30th September,2024.

The Members were also informed that, in accordance with the MCA Circulars and applicable provisions of SEBI(LODR) Regulations,2015, this Postal Ballot Notice is being sent only through e-mail to Members who have registered e-mail IDs with the Company / Depositories. The Members who have not registered their e-mail IDs with the Company/ Depositories, can access the Postal Ballot Notice on the website of the Company at www.westcoastpaper.com. Members who would like to obtain pdf copy on their e-mail IDs may write an e-mail to co.sec@westcoastpaper.com. Pursuant to the MCA Circulars, the Company has not printed the Postal Ballot Notice and hence no hard copies of the Postal Ballot Notice will be sent. Voting through physical ballot papers will not be allowed. The communication of assent / dissent of the Members will only take place through the remote e-voting facility being offered by the Company instead of physical ballot forms.

The Company has entered into an agreement with Link Intime India Private Limited for availing remote e-voting facility in compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

In compliance with the provisions of Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI LODR Regulations read with Secretarial Standard of the ICSI, the Company is providing remote e-voting facility to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting votes by e-Voting. The e-Voting period shall commence from 9.00 A.M. onwards on Monday, the 11th December, 2023 till 5.00 P.M. on Tuesday, the 9th January, 2024. The e-Voting module will be disabled / blocked after the business hours i.e. 5.00 P.M., on Tuesday, 9th January, 2024 for voting by the Members.

CHAIRMAN'S
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The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, the 24th November, 2023 i.e., "Cut-Off date", only those Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date will be entitled to cast their votes by e-Voting.

The Scrutinizer will submit his report to the Chairman or any one of the Directors of the Company, after completion of scrutiny of Postal Ballot (e-Voting) in a fair and transparent manner. The result of the Postal Ballot (e-Voting) will be announced within 2 (two) working days from the closure of e-Voting and will be displayed at the registered office of the Company as well as at the Notice Board of Corporate Office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The result of the Postal Ballot will also be displayed on the Company's website i.e. www.westcoastpaper.com and on the website of LIPL i.e., www.linkintime.co.in.

The Notice of Postal Ballot containing draft resolutions ,explanatory statement, e-voting user IDs and passwords were sent to the members and others concerned including statutory auditors, secretarial auditors, stock exchanges etc. through e-mail on 5th December, 2023.

Intimation about completion of dispatch of notice of postal ballot through e-mail, details of e-voting platform and last date of e-voting was intimated to the members by way of publication of advertisement in newspapers on 6th December, 2023.

As per the notice:

- i) Voting commenced on Monday the 11th December,2023 from 9.00 A.M. and Voting ended on Tuesday the 9th January, 2024 till 5.00 P.M.
- ii) Voting rights have been reckoned on the paid-up value of the shares registered in the name of the shareholders as on Friday the 24th November,2023.

After due scrutiny of e-voting received till the business hours (i.e. up to 5.00 P.M.) on Tuesday, the 9th January, 2024 (being the last date for e-voting) the Scrutinizer submitted his final report on Wednesday, the 10th January, 2024.

CHAIRMAN'S
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The results of the postal ballot through e-voting have been intimated to the Stock Exchanges within 2 (two) working days from the closure of e-voting and have also been placed on the notice board of registered office, corporate office, website of the Company and Link Intime India Private Limited.

On the basis of Scrutinizer's report Shri Rajendra Jain, Executive Director of the Company declared the results as under:

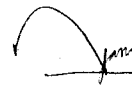
SPECIAL RESOLUTION:

1. Appointment of Shri Prakash Kacholia (DIN:00002626) as Non-Executive Independent Director of the Company

"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 ("Companies 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 Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, on the basis of approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Shri Prakash Kacholia (DIN:00002626) was appointed as an Additional Director in the capacity of an Independent Director w.e.f., 9th November, 2023, who meets the criteria for independence under Section 149 (6) of the Companies Act and Rules made there under and Regulation 16 (1) (b) of the SEBI LODR Regulations, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, be and is hereby appointed as Non - Executive Independent Director of the Company for 3 (three) consecutive years, with effect from 9th November, 2023 to 8th November, 2026, whose office shall not be liable to retire by rotation."

"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."

CHAIRMAN'S
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2. Continuation to hold the office of Director by Shri Shiv Ratan Goenka (DIN: 00225734), Non-Executive Independent Director of the Company.

"RESOLVED THAT pursuant to the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and all applicable provisions of the Companies Act, 2013 ("Companies Act") and Rules made thereunder and on the basis of recommendation and approval of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, in its meeting held on 9th November, 2023, Shri Shiv Ratan Goenka (DIN:00225734), who was appointed as Non-Executive Independent Director of the Company with effect from 29th January 2021, who will be 75 (Seventy Five) years on 24th January, 2024, consent of the Members be and is hereby accorded for continuation of directorship of Shri Shiv Ratan Goenka for remaining period of his first term i.e. up to 28th January 2024 on the same terms and conditions as already approved by the Members."

"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."

3. Re-appointment of Shri Shiv Ratan Goenka (DIN:00225734), as Non-Executive Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Companies Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and on the basis of approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Shri Shiv Ratan Goenka (DIN:00225734) was appointed as Independent Director w.e.f., 29th January, 2021 to 28th January 2024 for first term, who meets the criteria for independence under Section 149 (6) of the Companies Act along with the Rules framed thereunder and Regulation 16 (1) (b) of the SEBI LODR Regulations and who has submitted the declaration to the effect and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, be and is hereby re-appointed as Non-Executive Independent Director of the Company for 3 (three) consecutive years for second terms, with effect from 29th January, 2024 to 28th January, 2027 and whose office shall not be liable to retire by rotation."

CHAIRMAN'S
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"RESOLVED FURTHER THAT pursuant to the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made there under and recommendation and approval of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, in its meeting held on 9th November, 2023, Shri Shiv Ratan Goenka (DIN:00225734), who will be above the age of Seventy five years, be and is hereby approved to continue to hold the office of Director with effect from 29th January, 2024 to 28th January, 2027."

"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."

Above resolutions be and are hereby approved by the members with requisite majority and deemed to have been passed at general meeting on 9th January, 2024. Voting details are as below:

DETAILS OF VOTING RESULTS OF POSTAL BALLOT

Approval of Postal Ballot Notice	November 09, 2023
Dispatch of Postal Ballot Notice	December 05, 2023
Total number of shares held	66048908
Deemed to be passed all Resolutions	January 09, 2024
Postal Ballot Results Declared	January 10, 2024

RESOLUTION No.1:(As Special Resolution)

Appointment of Shri Prakash Kacholia (DIN:00002626) as Non-Executive Independent Director of the Company.

(i) Voted in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	250	45640142	98.7809
Total	250	45640142	98.7809

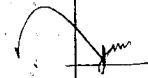
(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	13	563258	1.2191
Total	13	563258	1.2191

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

CHAIRMAN'S
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RESOLUTION No.2:(As Special Resolution)

Continuation to hold the office of Director by Shri Shiv Ratan Goenka (DIN: 00225734), Non-Executive Independent Director of the Company.

(i) Voted in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	240	45377762	98.2130
Total	240	45377762	98.2130

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	23	825638	1.7870
Total	23	825638	1.7870

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

RESOLUTION No.3:(As Special Resolution)

Re-appointment of Shri Shiv Ratan Goenka (DIN:00225734), as Non-Executive Independent Director of the Company.

(i) Voted in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	245	45456443	98.3833
Total	245	45456443	98.3833

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	19	746957	1.6167
Total	19	746957	1.6167

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Place: Dandeli
Date: 22.01.2024


(Rajendra Jain)
Executive Director

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