



PUDUMJEE PAPER PRODUCTS LTD.

Registered Office

Registered Office:

Thergaon, Chinchwad, Pune-411033
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E-Mail : pune@pudumjee.com, sk@pudumjee.com
CIN: L21098PN2015PLC153717
GSTIN 27AAHCP9601Q1ZQ

Corporate Office:

Jatia Chambers, 60, Dr. V.B.Gandhi Marg, Kalaghoda.
Mumbai-400001 India.
Tel: +91-22-30213333, 22674485, 66339300,
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E-Mail: pudumjee@pudumjee.com

SW: 566

18th July, 2022

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

Scrip Code:- PDMJEPAPER

The Manager,
Corporate Relationship Department,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001.

Scrip Code:- 539785

Dear Sir/Madam,

Subject: Submission of Notice of the 8th Annual General Meeting of the Company pursuant to the Provision of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have enclosed the Notice calling the 8th Annual General meeting of the Members of the Company to be held on Saturday, 13th August, 2022 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for your information and record.

The said notice is also available on the website of the Company at www.pudumjee.com.

Thanking you,

Yours Faithfully,

For **Pudumjee Paper Products Limited**



Vinay Jadhav
Company Secretary
Encl: as above.



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RH91/10093

JAS-ANZ



PCMS
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PCMS/QMS/16292018



ISO 14001:2015
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NOTICE

The 8th Annual General Meeting of the Shareholders of Pudumjee Paper Products Limited will be held on Saturday, the 13th day of August, 2022 at 03:00 p.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the Shareholders at a common venue, to transact the following businesses.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 comprising the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors' thereon.
- 2) To appoint a Director in place of Dr. Ashok Kumar (DIN: 07111155), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To declare a dividend on equity shares of the Company for the year 2021-22.
- 4) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any and in accordance with the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. J. M. Agrawal & Company, Chartered Accountants (Firm Registration No. 100130W), be re-appointed as Statutory Auditors of the Company to hold office for a consecutive term of 5 years from the conclusion of this 8th Annual General Meeting until the conclusion of the 13th Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time".

SPECIAL BUSINESS:

- 5) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to the undernoted subsisting contracts/arrangements already entered into or to be entered into and further authorized to deal in related party transaction(s) as under:

PUDUMJEE PAPER PRODUCTS LIMITED

Sr. No.	Name of the Related Party	Nature of Transactions	Aggregate Amount (₹)	Duration of Agreement/ Contract
1.	AMJ Realty Limited	Arrangement/ Contract/Agreement for Providing Inter Corporate Deposits and Corporate Gurantee.	Amount remaining outstanding during any financial year shall not exceed ₹ 5,000 Lakhs. Rate of Interest: upto 12% p.a. but not less than 10% p.a.	For a period of 3 years.
2.	AMJ Land Holdings Limited	To avail/provide the Common Services like telephone, electricity, computer, Human Resources and any other common services decided by the Company.	About ₹ 25 Lakhs for each financial year on cost basis.	Continuous arrangement.
3.	3P Land Holdings Limited	To avail/provide the Common Services like telephone, electricity, computer, Human Resources and any other common services decided by the Company.	About ₹10 Lakhs for each financial year on cost basis.	Continuous arrangement.
4.	Biodegradable Products India Limited (formerly known as Pudumjee Plant Laboratories Limited)	To avail/provide the Common Services like telephone, electricity, computer, Human Resources and any other common services decided by the Company.	About ₹ 5 Lakhs for each financial year on cost basis.	Continuous arrangement.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, deem necessary, and to execute all necessary documents".

- 6) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 197 and Schedule V of the Companies Act, 2013 (the Act), rules made thereunder and provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the Listing Regulations) and subject to other applicable provisions of the Act and Listing Regulations (including any statutory modification(s) or re-enactment(s) therefore, for the time being in force) and subject to such other approvals, permissions and sanctions including that of the Central Government, if any, as may be necessary, and subject to such condition(s) and modification(s) as may be required and with further reference to the Special Resolution passed at 7th Annual General Meeting held on 21st August, 2021, approval of the Shareholders of the Company, be and is hereby accorded to

the following remuneration, benefits and amenities, paid/payable to Mr. Arunkumar Mahabirprasad Jatia (DIN: 01104256), the Whole-time Director, designated as Executive Chairman of the Company, with effect from 01st April, 2021 till the remainder of his term of appointment, i.e. 31st July, 2023:

- (a) Remuneration at the rate of ₹15,96,000/- (Rupees Fifteen Lakhs Ninety Six Thousand Only) per month including Dearness Allowance.
- (b) Rent free furnished residential accommodation, the Company paying or reimbursing all rents, rates, taxes and other expenses for the upkeep and maintenance of his residential accommodation OR an allowance in lieu thereof at the rate of ₹11,65,000/- (Rupees Eleven Lakhs Sixty Five Thousand Only) per month.
- (c) Expenses on electricity, gas, water and with effect from 01st August, 2021 repairs & maintenance (including expenditure paid to Housing Society Association etc., towards maintenance) and property tax of the residential accommodation.
- (d) Actual medical expenses including health insurance premium, hospitalization, nursing home charges, surgical charges in India or abroad and travelling expenses incurred for himself, his wife and children(s).
- (e) Leave Travel Assistance to cover air or first class air-conditioned railway fare for himself, his wife and children(s) once in a year to and from any place in India and abroad.
- (f) Membership fees including entrance and other fees for Clubs.
- (g) Personal accident insurance premium.
- (h) Benefits and Amenities:
 - (a) Company's contribution to Provident Fund and Superannuation Scheme. However, such contribution in aggregate, shall not exceed ₹7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) in a year;
 - (b) Gratuity as per the Company's rules applicable to its Executive Staff Members.

With the benefits of transfer of his accumulated balances/contributions in Provident Fund and Superannuation Fund and accumulated service with AMJ Land Holdings Limited.
- (i) (a) Annual leave with full pay and other benefits for a period of one month with benefit of encashment of unutilized leave at the end of the tenure.
- (b) Sick and casual leave as per Company's rules applicable to its Executive staff members.
- (j) Provision for and Maintenance of phone(s), Internet connection(s) & Internet Infrastructure including Video Conferencing facility and such other facility(ies) related to that etc., at his place of residence at the entire cost of the Company.
- (k) Exclusive free use of motor car(s) for the business of the Company as well as for his personal use with full maintenance charges in respect thereof such as Chauffeur's salary, garage rent, fuel, repairs, insurance, taxes, overhauling charges, etc. at the entire cost of the Company.
- (l) Commission or Performance Incentive, as may be decided by the Board or Committee of Directors authorized by the Board, from time to time.

Minimum Remuneration: In the absence or inadequacy of profits in any financial year, the remuneration as stated in (a) above together with perquisites, benefits and amenities in accordance with this resolution shall nevertheless be paid as minimum remuneration notwithstanding the fact that such remuneration is or may be in excess of the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorised to vary and/or revise the remuneration of Mr. Arunkumar Mahabirprasad Jatia from time to time within the overall limits approved herein and to settle any question(s) or difficulties and to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution”.

- 7) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Section 197 and Schedule V of the Companies Act, 2013 (the Act), rules made thereunder and provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the Listing Regulations) and other applicable provisions of the Act and Listing Regulations (including any statutory modification(s) or re-enactment(s) therefore, for the time being in force) and subject to such other approvals, permissions and sanctions including that of the Central Government, if any, as may be necessary, and subject to such condition(s) and modification(s) as may be required and with further reference to the Special Resolutions passed at 6th & 7th Annual General Meeting held on 20th August, 2020 & 21st August, 2021 respectively, approval of the Shareholders of the Company, be and is hereby accorded to the following remuneration, benefits and amenities, paid/payable to Dr. Ashok Kumar (DIN: 07111155), the Executive Director of the Company, with effect from 01st April, 2021 upto 31st March, 2024:

- (a) Remuneration at the rate of ₹ 7,02,000/- (Rupees Seven Lakhs Two Thousand Only) per month including Dearness Allowance.
- (b) Rent free furnished residential accommodation, the Company paying or reimbursing all rents, rates, taxes and other expenses for the upkeep and maintenance of his residential accommodation OR an allowance in lieu thereof at the rate of ₹ 3,16,000/- (Rupees Three Lakhs Sixteen Thousand Only) per month.
- (c) Expenses of electricity, gas and water, furnishing of the residential accommodation.
- (d) Actual medical expenses including health insurance premium, hospitalization, nursing home charges, surgical charges and travelling expenses incurred for himself, his wife and dependent children.
- (e) Leave Travel Assistance to cover air and first class air conditioned railway fare for himself, his wife and dependent children once in a year to and from any place in India.
- (f) Membership fees including entrance and other fees for any two clubs.
- (g) Personal accident insurance premium.
- (h) Participation in the Provident Fund and Superannuation Scheme, subject, however, that the Company's contribution in aggregate, shall not exceed ₹7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) in a year.
- (i) Gratuity as per the Company's rules applicable to its Executive staff members.
- (j) (i) Annual leave with full pay and other benefits for a period of one month with benefit of encashment

of unutilized leave at the end of the tenure.

(ii) Sick and casual leave as per Company's rules applicable to its Executive staff members.

- (k) Maintenance of telephone at his place of residence and Mobile Phones at the entire cost of the Company.
- (l) Exclusive free use of a motor car for the business of the Company as well as for his personal use with full maintenance charges in respect thereof such as Chauffeur's salary, garage rent, fuel, repairs, insurance, taxes, overhauling, charges, etc. at the entire cost of the Company.

Minimum Remuneration: In the absence or inadequacy of profits in any financial year, the remuneration as stated in (a) above together with perquisites, benefits and amenities in accordance with this resolution shall nevertheless be paid as minimum remuneration notwithstanding the fact that such remuneration is or may be in excess of the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorised to vary and/or revise the remuneration of Dr. Ashok Kumar from time to time within the overall limits approved herein and to settle any question(s) or difficulties and to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

- 8) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications re-enactment thereof for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded to the re-appointment of Ms. Vrinda Jatia, as Vice President (Market Research & Development) of the Company for a period of 5 years w.e.f. 01.04.2022 on the following terms and conditions:

- (a) Consolidated Salary: ₹ 2,30,000/- per month.
- (b) House Rent Allowance: ₹ 1,20,000/- per month.
- (c) Leave Travel Assistance to cover air or first class air-conditioned railway fare for herself once in a year to and from any place in India and abroad, at actual subject to maximum of ₹ 5,00,000/-.
- (d) Exclusive use of chauffeur driven car for business/official as well as for her personal use.
- (e) Provision for and Maintenance of phone(s), Internet connection(s) at the entire cost of the Company".

- 9) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Sections 73(2) and 76 of the Companies Act, 2013 ('the Act' which term includes any amendment or modification or re-enactment thereof) and other applicable provisions of the said Act or other laws, and subject to the conditions laid down in those provisions and the Companies (Acceptance of Deposits) Rules, 2014, to invite and accept deposits from the public in general, on such terms and conditions as the Board may decide, so however that the borrowing by way of fixed deposits, as above, shall not exceed the limits laid down under the Companies (Acceptance of Deposits) Rules, 2014 in force and as amended from time to time".

- 10) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby approves the remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) to Mr. Narhar K. Nimkar (Membership No. F-6493), Cost Accountant in Practice, who has been appointed by the Board of Directors of the Company as the Cost Auditor of the Company, to conduct the audit of the Cost Records of the Company relating to "PAPER" for the Financial Year ending 31st March, 2022."

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

"RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder, the Board of Directors of the Company, be and is hereby authorised:

- To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member, any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provide that such loans are utilised by the borrowing Company for its principal business activities and in particular to the following Company in which one or more Director(s) may be deemed to be interested on the terms and conditions stated against their respective names:

Sr. No.	Name of the Related Party	Amount (₹)	Rate of Interest p.a.	Commission for Corporate Guarantee p.a.	Duration of Agreement/ Contract
1.	AMJ Realty Limited	Amount remaining outstanding during any financial year shall not exceed ₹ 5,000 Lakhs	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	For a period of 3 years.

and FURTHER THAT, the Board of Directors be and is hereby authorised to finalise, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution".

Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item Nos. 4 to 11 is annexed hereto.
- 2) In compliance with General Circular No. 02/2022 dated 05th May, 2022 read with General Circular Nos. 20/2020 dated 05th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021 and 21/2021 dated 14th December, 2021 (collectively referred to as "MCA Circulars"), the 08th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter

referred to as “AGM” or “e-AGM”). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the “AGM” or “e-AGM”.

- 3) e-AGM: The Company has appointed National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM.
- 4) The Register of Members and Transfer Books of the Company will be closed from Saturday, the 06th day of August, 2022 to Saturday, the 13th day of August, 2022 (both days inclusive).
- 5) The Dividend, when sanctioned, will be paid on and from 24th August, 2022 to those shareholders whose names stand on the Company's Register of Members as holders of the shares on 13th August, 2022. The dividend in respect of shares held in the electronic form will be paid to the beneficial owners of the shares whose names are appearing in the Register of Members as Beneficial Owner, at the close of business hours on 05th August, 2022 as per the details furnished by the Depositories for this purpose. The payment of Dividend will be subject to the provisions of Section 126 of the Companies Act, 2013.
- 6) PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
- 7) Institutional Shareholders / Corporate Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., authorising its representative to attend the e-AGM on its behalf and to vote through remote e-voting or during the e-AGM. The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to savitajyotiassociates05@gmail.com, with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 8) The Members can join the e-AGM through Video Conferencing 15 minutes before and after the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice. As per the MCA Circular, the facility of participation at the e-AGM through VC will be available for 1,000 members on a First-Come First-served basis. However, this restriction shall not apply to Large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- 9) The Members attending the AGM through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 10) Pursuant to the provisions of the Companies Act 2013 and rules made thereunder and in compliance with the aforesaid MCA Circulars, Notice of the e-AGM along with the Annual Report 2021-22 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and printed copies of the said documents are being sent by permitted mode to the Members who have not registered their e-mail addresses with the Company/Depositories. Members may note that the Notice calling the AGM and the Annual Report 2021-22 will also be available on the Company's website

PUDUMJEE PAPER PRODUCTS LIMITED

www.pudumjee.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com.

- 11) Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
- 12) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before 05th August, 2022 through email on investors.relations@pudumjee.com / vinay.jadhav@pudumjee.com. The same will be replied by the Company suitably. Members may also ask their questions at the meeting by using chat box facility provided by NSDL. The questions received will be replied at AGM or Individually through e-mail as may be decided by the chairman.
- 13) Members are requested to write/intimate to Company's Registrar and Share Transfer Agent, changes in their registered addresses, profile details, if any, for sending future communication(s), any query in connection with claim of the unclaimed and unpaid dividends, etc.
- 14) Documents referred to in the Notice and the explanatory statement shall be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to investors.relations@pudumjee.com for the same.
- 15) Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangements in which directors are interested, will be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to investors.relations@pudumjee.com for the same.
- 16) As per Regulation 40 of the SEBI Listing Regulations, as amended securities of listed companies can be transferred only in dematerialised form with effect from 01st April, 2019, and with effect from 25th January, 2022 in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to convert their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.
- 17) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- 18) Further pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company needs to send the Notice, Annual Report electronically on the e-mail addresses as obtained from the Company/ Depositories/ Registrar and Share Transfer Agent to the members.

If you are holding the shares of the Company in dematerialized form and already registered your e-mail address, you would be receiving the Notices of General Meeting/Postal Ballot, Annual Report and other Shareholders communication by electronic mode.

The Members who hold shares in physical mode and have not registered their e-mail address may request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode by registering their valid e-mail address with the Company / Registrar and Share Transfer Agents.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with KFin Technologies Limited (in case of Shares held in physical form).

19) Instructions for voting through e-voting and joining the e-AGM as follows:

I. Voting through electronic means:

- Pursuant to provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on all resolutions set forth in this Notice through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by NSDL appointed for the purpose by the Company as authorised agency.
- The Remote e-voting period commences on Wednesday, the 10th August, 2022 (9:00 a.m. IST) and ends on Friday, 12th August, 2022 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 05th August, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast vote again.
- The voting rights of Members shall be in proportion to their shares held in the paid up equity share capital of the Company as on 05th August, 2022.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **"Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."**

The detailed instructions for remote E-Voting are as under:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. 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
	3. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App “ NSDL Speede ” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL . Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. Voting at the e-AGM:

1. The procedure for e-Voting on the day of the e-AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the e-AGM through Video Conferencing facility and have not casted vote through remote e-Voting are eligible to vote through e-Voting at the e-AGM.
3. However, Members/Shareholders, who have voted through Remote e-Voting will be eligible to attend the e-AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the e-AGM shall be the same person mentioned for Remote e-voting.

III. General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Himat Singh at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to einward.ris@kfintech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

IV. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the e-AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at vinay.jadhav@pudumjee.com. The Speaker registration will be open from Thursday, 04th August, 2022 (9:00 a.m. IST) to Saturday, 06th August, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM.

V. Other Instructions:

1. Mrs. Savita Jyoti, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the e-AGM in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman/Company Secretary of the Company, who shall countersign the same.
3. The results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.pudumjee.com and on the website of NSDL <https://www.evoting.nsdl.com> and communicated to the Stock Exchanges.

20) GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

Pursuant to Securities & Exchange Board of India vide its circulars SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 it is mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with Aadhaar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the eligible folios).

Freezing of Folios without valid PAN, KYC details, Nomination

- a. In case, any of the aforesaid documents/details are not available in a Folio, on or after 01st April, 2023, the same shall be frozen by RTA.
- b. Similarly, in case the PAN(s) in a folio is/are not valid as on the cut-off date specified by The Central Board of Direct Taxes (CBDT) then also the folio shall be Frozen as above.
- c. A member/claimant will be eligible to lodge grievance or avail service request from the RTA or eligible for any payment including dividend only after furnishing the complete documents or details as aforesaid.

In case the folio continues to remain frozen as on 31st December, 2025, the RTA / Company shall refer such frozen folios to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Issuance of Securities in dematerialized form in case of Investor Service Requests

We would further like to draw your attention to SEBI Notification dated 24th January, 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense

Account; 3) Renewal /Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission and 8) Transposition, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form No. : ISR-4.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. KFin Technologies Limited:

Sr. No.	Particulars	Please furnish details in
1.	PAN	Form No.: ISR-1
2.	Address with PIN Code	
3.	Email address	
4.	Mobile Number	
5.	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6.	Demat Account Number	
7.	Specimen Signature	Form No.: ISR-2
8.	Nomination details	Form No.: SH-13
9.	Declaration to opt out nomination	Form No.: ISR-3
10.	Cancellation or Variation of Nomination	Form No.: SH-14
11.	Request for issue of Securities in dematerialized form in case of below: i. Issue of duplicate securities certificate ii. Claim from Unclaimed Suspense Account iii. Renewal / Exchange of securities certificate iv. Endorsement v. Sub-division / Splitting of securities certificate vi. Consolidation of securities certificates/folios vii. Transmission viii. Transposition	Form No. : ISR-4

A member needs to submit Form No. : ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form No. : SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form No. : ISR-3 shall be submitted.

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form No. : ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form No. : ISR-2 alongwith the Form No. : ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the Company at: <https://www.pudumjee.com/updation-of-pan-kyc-nomination-details-by-shareholders-pursuant-to-sebi-circular-dated-03-11-2021/> and from the website of the RTA at <https://ris.kfintech.com/clientservices/diy/>.

The Company in the month of January, 2022 has dispatched a separate communication letter to the holders of physical securities requesting them to update their KYC in record of Company/RTA.

Mode of submission of form(s) and documents

a. Submitting Hard copy through Post/Courier etc. :

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated

copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

KFin Technologies Limited,

Unit: Pudumjee Paper Products Limited

Selenium Tower B, Plot 31-32, Gachibowli,

Financial District, Nanakramguda, Hyderabad – 500 032

b. Through Electronic Mode with e-sign :

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to einward.ris@kfintech.com or upload KYC documents with e-sign on RTA's website at the link: <https://ris.kfintech.com/clientservices/diy/>.

c. Submitting Hard copy at the office of the RTA :

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV stamping with date and initials shall be retained for processing.

d. Mandatory Self-attestation of the documents :

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder (s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents.

e. E-sign :

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.

21) Tax Deduction on Dividend:

As per the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 01st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making payment of the said Dividend. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during a Financial Year does not exceed ₹ 5,000/-.

Resident Individual Shareholders with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source.

Non-Resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, self-attested copy of Pan Card or any other document which may be required to avail the tax treaty benefits.

Shareholders holding shares under multiple accounts under different/status category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

The requisite form for claiming tax exemption can be downloaded from the website of the Company at www.pudumjee.com.

The aforementioned documents (duly completed and signed) are required to be uploaded on the website of KFin Technologies Limited ('KFintech') the Registrar and Transfer Agent at <https://ris.kfintech.com/form15> or by sending hard copy of the said documents at the registered office of the Company through registered post/ courier before 04th August, 2022 in order to enable the Company to determine and deduct appropriate TDS/ Withholding Tax. The Shareholders may note that, incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be entertained after 04th August, 2022.

The Shareholders may note that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details/documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to e-mail the soft copy of the TDS certificate to shareholders at the registered e-mail id within the prescribed time, post payment of the said dividend, if declared in the AGM. The details of TDS deducted can also be viewed in Form 26AS at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the website of the Income Tax department of India at <https://www.incometax.gov.in/home>

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company, and also provide the Company with all information/documents and co-operation in any assessment/ appellate proceedings before the Tax/Government authorities.

By Order of the Board,
Pudumjee Paper Products Limited,

Vinay Jadhav
Company Secretary.

Registered Office:

Thergaon, Pune-411033.
Tel: +91-20-30613333
Fax : +91-20-40773388
CIN: L21098PN2015PLC153717
Website : www.pudumjee.com
21st May, 2022

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement sets out all the material facts relating to items of business as mentioned in Item Nos. 4 to 11 under Special Business in the accompanying Notice dated 21st May, 2022 convening the Annual General Meeting.

ITEM NO. 4

The Members of the Company at the 3rd Annual General Meeting had appointed M/s. J. M. Agrawal & Company, Chartered Accountants (FRN: 100130W), as Statutory Auditors of the Company to hold office from the conclusion of 3rd Annual General Meeting for the period of 5 years until the conclusion of 8th Annual General Meeting of the Company. Accordingly, the current term of M/s. J. M. Agrawal & Company, Chartered Accountants, as Statutory Auditors of the Company concludes at the conclusion of this Annual General Meeting.

After considering various factors such as qualification and experience, competency & efficiency of the audit team, effectiveness of conduct of audit, independence etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 21st May, 2022 proposed the re-appointment of M/s. J. M. Agrawal & Company, Chartered Accountants, as Statutory Auditors of the Company for a further period of five consecutive years from the conclusion of this 8th Annual General Meeting until the conclusion of 13th Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

M/s. J. M. Agrawal & Company, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, monetarily or otherwise in the proposed Ordinary Resolution.

The Resolution as set out in Item No. 4 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

ITEM NO. 5

The provisions of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provide that, all material related party transactions shall require approval of the Shareholders of the Company.

In compliance with the above provisions the proposed agreement/arrangement/contract to be entered (other than those already approved) into with the party as specified in the proposed Ordinary resolution placed for your approval. It may be noted that, related party shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

AMJ Realty Limited, AMJ Land Holdings Limited, 3P Land Holdings Limited and Biodegradable Products India Limited (formerly known as Pudumjee Plant Laboratories Limited) are related party by virtue of below mentioned criteria:

Sr. No.	Name of the Related Party	Nature of Transactions	Aggregate Amount (₹)	Interested Director
1	AMJ Realty Limited	Arrangement Contract/ Agreement for providing unsecured Inter Corporate Deposits and Corporate Guarantee to meet day to day working capital requirements of the Company.	Amount remaining outstanding during any financial year shall not exceed ₹ 5,000 Lakhs. Rate of Interest: upto 12% p.a. but not less than 10% p.a.	Common Director is Mr. S. K. Bansal and Mr. Vinay Jadhav, Company Secretary is also Director.
2	AMJ Land Holdings Limited	To avail/provide the Common Services like telephone, electricity, computer, Human Resources and any other common services decided by the Company.	About ₹ 25 Lakhs for each financial year on cost basis	Common Directors are Mr. A. K. Jatia, Mr. S. K. Bansal and Dr. Ashok Kumar. Mr. A. K. Jatia alongwith his relatives holds more than 2% of paid up share capital of the Company.

Sr. No.	Name of the Related Party	Nature of Transactions	Aggregate Amount (₹)	Interested Director
3	3P Land Holdings Limited	To avail/provide the Common Services like telephone, electricity, computer, Human Resources and any other common services decided by the Company.	About ₹ 10 Lakhs for each financial year on cost basis	Mr. A. K. Jatia alongwith his relatives holds more than 2% of paid up share capital of the Company.
4	Biodegradable Products India Limited (formerly known as Pudumjee Plant Laboratories Limited)	To avail/provide the Common Services like telephone, electricity, computer, Human Resources and any other common services decided by the Company.	About ₹ 5 Lakhs for each financial year on cost basis	Common Directors are Mr. A. K. Jatia and Mr. S. K. Bansal. Mr. A. K. Jatia alongwith his relatives holds more than 2% of paid up share capital of the Company.

Except above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Ordinary Resolution.

The Resolution as set out in Item No. 5 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

ITEM NO. 6

Mr. Arunkumar Mahabirprasad Jatia was appointed as Whole-time Director designated as Executive Chairman of the Company for a period of 5 years with effect from 01st August, 2018 and the remuneration and other benefits were fixed upto 31st July, 2023.

The Management proposes the revision in the remuneration and other benefits payable to Mr. Arunkumar Mahabirprasad Jatia with effect from 01st April, 2021 till the remainder of this term of appointment, i.e. 31st July, 2023, as given in the accompanying resolution.

Mr. Arunkumar Mahabirprasad Jatia is B.S. (Finance and Business Economics from University of Southern California - USA and an Alumni of Harvard Business School) and has over 39 years experience in Business Administration and Finance and Foreign Trade. Mr. Jatia possesses natural managerial talent with progressive outlook. The Board of Directors and its Nomination and Remuneration Committee at their meetings held on 05th February, 2022 has approved and recommended the payment of remuneration and other benefits as aforesaid.

Except Mr. Arunkumar Mahabirprasad Jatia, individually together with his relatives hold in aggregate 42,06,950 shares of the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in the proposed Special Resolution.

The Resolution as set out in Item No. 6 of the Notice is recommended by the Board to be passed as a Special Resolution.

ITEM NO. 7

Dr. Ashok Kumar was appointed as Executive Director of the Company for a period of 5 years with effect from 28th May, 2021 and the remuneration and other benefits were fixed for a period of 3 years.

The Management proposes the revision in the remuneration and other benefits payable to Dr. Ashok Kumar with effect from 01st April, 2021 till 31st March, 2024, as given in the accompanying resolution.

Dr. Ashok Kumar is M.E. (Chemical) and Ph.D. (Pulp Processing) and has wide and varied experience of over three decades in the Paper Industry. The Board of Directors and its Nomination and Remuneration Committee at their meetings held on 05th February, 2022 has approved and recommended the payment of remuneration and other benefits as aforesaid.

Except Dr. Ashok Kumar, and his relative(s), none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in the proposed Special Resolution.

The Resolution as set out in Item No. 7 of the Notice is recommended by the Board to be passed as a Special Resolution.

ITEM NO. 8

The provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provide that, all material related party transactions or transaction exceeding such sums as may be prescribed shall require approval of the shareholders.

The Board of Directors based on the approval of the Audit Committee and Nomination and Remuneration Committee, at its meeting held on 05th February, 2022 had approved the re-appointment of Ms. Vrinda Jatia as Vice-President (Market Research and Development) of the Company for a period of 5 years w.e.f. 01st April, 2022, subject to the approval of the Shareholders by way of an Ordinary Resolution.

The details of the remuneration payable to Ms. Vrinda Jatia is given in the Resolution No. 8 of the Notice. Ms. Vrinda Jatia is a daughter of Mr. Arunkumar Mahabirprasad Jatia, the Chairman & Promoter of the Company.

Apart from Mr. Arunkumar Mahabirprasad Jatia who would be interested in the re-appointment and remuneration of Ms. Vrinda Jatia, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The Resolution as set out in Item No. 8 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

ITEM NO. 9

The Board of Directors at their meeting held on 21st May, 2022 has approved and recommended the invitation and acceptance of fixed deposits from the public in general pursuant to the Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 to meet the working capital needs.

In compliance with the above provisions of the Companies Act, 2013 and the Rules framed thereunder the Company is required to obtain approval of its Shareholders for acceptance of Fixed Deposits from the public in general, as such, approval of the members by way of Special Resolution is being sought. It may be noted that the deposits to be accepted will be unsecured.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in the proposed Special Resolution.

The Resolution as set out in Item No. 9 of the Notice is recommended by the Board to be passed as a Special Resolution.

ITEM NO. 10

The Company is required under Section 148 of the Companies Act, 2013, to have the audit of its cost records relating to "PAPER" conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. Narhar K. Nimkar the Cost Accountant to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 at a remuneration of ₹ 2,50,000/- for the Financial Year ending 31st March, 2022.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors needs to be approved by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The Resolution as set out in Item No. 10 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

ITEM NO. 11

The Company proposes to provide guarantees, advance Inter-Corporate Deposits/Loans to AMJ Realty Limited for the purpose of meeting their day to day working capital requirements as and when necessary and deemed if fit by the Board of the Company to these related parties with respect to the Company by virtue of below mentioned criteria:

Name of the Company	Interested Director
AMJ Realty Limited	Mr. S. K. Bansal – Common Directorship. Mr. Vinay Jadhav – Company Secretary of the Company is also Director.

The provisions of Section 185 of the Companies Act, 2013, mandates that such Guarantees, Inter-Corporate Deposits/Loans can be granted if a Special Resolution at the General Meeting of the Shareholders is passed.

The required particulars as per proviso to (a) of Section 185(2) are given hereunder.

Name of the Company	Loans Amount/Guarantee proposed to be given by the Company not exceeding of ₹	Purpose for which the Inter-Corporate Deposits/Loans / Guarantee is proposed to be utilised
AMJ Realty Limited	₹ 5,000 Lakhs	To meet day to day working capital requirements of the Company.

Except Mr. S. K. Bansal and Mr. Vinay Jadhav none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in the proposed Special Resolution.

The Resolution as set out in Item No. 11 of the Notice is recommended by the Board to be passed as a Special Resolution.

By Order of the Board,
Pudumjee Paper Products Limited,

Vinay Jadhav
Company Secretary.

Registered Office:

Thergaon, Pune-411033.

Tel: +91-20-30613333,

Fax: +91-20-40773388

CIN: L21098PN2015PLC153717

Website: www.pudumjee.com

21st May, 2022

ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, is as under:

Name of the Director	Dr. Ashok Kumar
DIN	07111155
Date of Birth	02.02.1956
Qualification	M.E. (Chemical Engineer), Ph.D. (Pulp Processing)
Brief Resume and Expertise in specific functional area of the Director	Dr. Ashok Kumar has wide and varied experience over three decades in the Paper Industry
Date of appointment in the Current Designation	28.05.2021
Shareholding in the Company	NIL
Directorships in other Companies	Listed Company: 1.AMJ Land Holdings Limited Unlisted Company: Nil
Memberships/ Chairmanship of Committees of Other Companies*	Listed Companies: Nil
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related with any Director and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the financial year 2021-22	5
Details of remuneration last drawn during the financial year 2021-22	₹ 1,31,62,956/-

* Committees considered are Audit and Stakeholders Relationship Committee.

Information pursuant to the requirements of paragraph(B)(iv) of Section II of Schedule V to the Companies Act, 2013 concerning remuneration payable to Messrs. Arunkumar Mahabirprasad Jatia, Executive Chairman & Whole Time Director and Dr. Ashok Kumar, Executive Director is furnished herein below:

I. GENERAL INFORMATION:		
Nature of Industry	Paper Manufacturing	
Date or expected date of commencement of commercial production	February, 2016	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
Financial performance based on given indicators	Year ending 31 st March, 2022 (₹ in Lakhs)	
	Effective Capital	₹ 17,768.71
	Turnover	₹ 55,525.56
	Profit Before Tax	₹ 4,599.76
	Profit after Tax	₹ 3,453.20
	Reserves (excluding revaluation reserve)	₹ 15,374.92
Foreign investments or collaborators, if any.	Not Applicable	
II. INFORMATION ABOUT THE APPOINTEE:		
Name of the Appointee	Mr. Arunkumar Mahabirprasad Jatia	Dr. Ashok Kumar
Background details	<p>Mr. Arunkumar Mahabirprasad Jatia, is a Promoter Director and Chairman of the Company since the year 2015. He is appointed as 'Whole-Time Director' designated as 'Executive Chairman' of the Company with effect from 01st August, 2018. Mr. Jatia is B.S. (Finance and Business Economics from University of Southern California - USA and an Alumni of Harvard Business School) and has over 39 years experience in Business Administration and Finance and Foreign Trade.</p> <p>The Board of Directors and its Nomination and Remuneration Committee at their meeting held on 05th February, 2022 has considered and approved the revision in the remuneration payable to Mr. Arunkumar Mahabirprasad Jatia w.e.f. 01st April, 2021 till the remainder of his term of appointment (i.e. 31st July, 2023), as given in the accompanying resolution.</p>	<p>Dr. Ashok Kumar was appointed as Executive Director of the Company for a period of 5 years with effect from 28th May, 2021 and the remuneration and other benefits were fixed for a period of 3 years.</p> <p>Dr. Ashok Kumar is M.E. (Chemical Engineer) and Ph.D (Pulp Processing) and has wide and varied experience over three decades in the Paper Industry.</p> <p>The Board of Directors and its Nomination and Remuneration Committee at their meeting held on 05th February, 2022 has considered and approved the revision in the Remuneration payable to Dr. Ashok Kumar w.e.f. 01st April, 2021 till 31st March, 2024, as given in the accompanying resolution.</p>
Past remuneration	<p>Remuneration at the rate of ₹10,05,000/- per month (including Dearness Allowance).</p> <p>Break up per month: Remuneration ₹ 10,05,000/- + House Rent Allowance ₹11,59,000/- + Perquisites (including contribution to provident fund and superannuation scheme) ₹ 1,88,770/- (i.e. total yearly remuneration ₹ 2,82,33,241/-).</p>	<p>Remuneration at the rate of ₹ 5,82,000/- per month (including Dearness Allowance).</p> <p>Break up per month: Remuneration ₹5,82,000/- + House Rent Allowance ₹2,50,000/- + perquisites (including contribution to provident fund and superannuation scheme) ₹ 77,081/- (i.e., total yearly remuneration ₹ 1,09,08,971/-).</p>
Recognition or awards	NIL	NIL

PUDUMJEE PAPER PRODUCTS LIMITED

Job profile and his suitability	As a Director of the Company since 2015, Mr. Jatia has had a vast and wide experience of business administration and finance and foreign trade for over 39 years and is a promoter Director. He is responsible for overall day to day operations of the Company under the supervision, control and guidance of the Board of Directors of the Company.	He is responsible for overall day to day operations of the Company under the supervision and control of Executive Chairman and Board of Directors of the Company.
Remuneration proposed	<ul style="list-style-type: none"> • Remuneration at the rate of ₹ 15,96,000/- per month including Dearness Allowance and • Rent free furnished residential accommodation or an allowance in lieu thereof at the rate of ₹ 11,65,000/- per month. • Mr. Jatia is entitled to perquisites such as gas, electricity, repairs & maintenance (including expenditure paid to Housing Society Association etc., towards maintenance) and property tax of the residential accommodation, medical expenses, furnishings, LTA, club fees, personal accident insurance, phone(s), Internet Connection(s) & infrastructure, cars etc., at cost. He is also entitled to the Commission or Performance Incentive, as may be decided by the Board or Committee of Directors authorized by the Board, from time to time and benefits of contribution to Provident Fund/Superannuation Scheme, Gratuity. 	<ul style="list-style-type: none"> • Remuneration at the rate of ₹ 7,02,000/- per month including Dearness Allowance and • Rent free furnished residential accommodation or an allowance in lieu thereof at the rate of ₹ 3,16,000/- per month. • Dr. Ashok Kumar is also entitled to the benefits of contribution to Provident Fund/Superannuation Scheme, Gratuity, and perquisites such as gas, electricity, medical expenses, furnishing, LTA, club fees, personal accident insurance, telephone, cars etc. at cost.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Whilst there exists no such comparison in terms of Company's size and nature of its operations, the remuneration proposed is in line with the remuneration of similar occupants in some of the Companies in the Industry and general trend in this regard.	Whilst there exists no such comparison in terms of Company's size and nature of its operations, the remuneration proposed is in line with the remuneration of similar occupants in some of the Companies in the Industry and general trend in this regard.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	NIL	NIL
III. Other information:		
Reasons of loss or inadequate profits	The Company was incorporated on 14 th January, 2015 as special purpose vehicle for the Scheme of Arrangement and Reconstruction (Demerger). The Company may have inadequate profit for payment of managerial remuneration owing to competitive pressure. The prevailing economic conditions of slow down and global competition in specialty segment of Paper may be putting considerable pressure on profitability.	
Steps taken or proposed to be taken for improvement	The management's emphasis on cost reduction, appropriate product mix and quality improvement are expected in the long run to neutralize any inadequacy of profits.	
Expected increase in productivity and profits in measurable terms.	With the aforesaid efforts and consequent better capacity utilization, the profits are targeted to be achieved to be adequate for managerial remuneration.	
IV. Disclosures:	As indicated above Under II "INFORMATION ABOUT THE APPOINTEE."	

Except for Mr. Arunkumar Mahabirprasad Jatia and Dr. Ashok Kumar and with their respective shareholding, if any and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the proposed Resolutions.

By Order of the Board,
Pudumjee Paper Products Limited,

Vinay Jadhav
Company Secretary.

Registered Office:

Thergaon, Pune-411033.
Tel: +91-20-30613333
Fax : +91-20-40773388
CIN: L21098PN2015PLC153717
Website : www.pudumjee.com
21st May, 2022