



PUDUMJEE

PUDUMJEE PAPER PRODUCTS LTD.

Registered Office:

Survey No. 25, 26, 29 & 30, Chinchwad Road, Near Aditya Birla Hospital,
Thergaon, Mulshi, Pune, Maharashtra 411 033, India.

E-mail: pune@pudumjee.com | **Telephone:** +91 20 4077 3333 / 3061 3333

CIN: L21098PN2015PLC153717 | **GSTIN:** 27AAHCP9601Q1ZQ

CP: 898

11th November, 2024

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| <p>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), <u>Mumbai – 400 051.</u></p> <p>Scrip Code:- PDMJEPAPER</p> | <p>The Manager, Corporate Relationship Department, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, <u>MUMBAI – 400 001.</u></p> <p>Scrip Code:- 539785</p> |
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Dear Sir/Madam,

Subject: Notice of Postal Ballot – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Pursuant to Regulation 30 of the Listing Regulations, we have enclosed a copy of the Postal Ballot Notice dated 28th October, 2024 together with the Explanatory Statement thereto, seeking approval of the members of the Company for Appointment of Mr. Dilip Jayantilal Thakkar (DIN: 00007339) as a Non-Executive Independent Director of the Company by way of electronic voting (i.e. remote e-voting) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities & Exchange Board of India.

In Compliance with the relevant MCA Circulars, the Notice of Postal Ballot containing instruction is being sent only through electronic mode (i.e. through e-mail) to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 08th November, 2024 (Cut-off Date) and whose email addresses are registered with the Company on the said date and therefore, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Regulations, the Company is providing Remote e-voting facility to enable Members of the Company to cast their votes electronically on the matter set forth in the Notice. The Company has appointed M/s. KFin Technologies Limited, the Company's Registrar and Share Transfer Agent for facilitating Remote e-voting to enable the Members to cast their votes electronically, during the below mentioned period:

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| The Date and Time of commencement of remote e-voting: | Tuesday, 12 th November, 2024 at 09:00 a.m. (IST). |
| The Date and Time of end of remote e-voting: | Wednesday, 11 th December, 2024 at 05:00 p.m. (IST) and the facility shall be forthwith blocked. |

Corporate Office:

Jatia Chambers, 60, Dr. V. B. Gandhi Marg,
Kalaghoda, Mumbai 400 001, India

E-mail: pudumjee@pudumjee.com |

Telephone: +91 22 4355 3333, 2267 4485

Website: www.pudumjee.com

Certification by ICS
Integrated Management System (IMS)
Registration No.: RI91/11027, Complying with Standards:
QMS - ISO 9001:2015
EMS - ISO 14001:2015
OHSMS - ISO 45001:2018
HACCP based Food Safety Management System
Registration No.: RH91/10093, Complying with Standards:
FSMS - ISO 22000:2018





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E-mail: pune@pudumjee.com | **Telephone:** +91 20 4077 3333 / 3061 3333

CIN: L21098PN2015PLC153717 | **GSTIN:** 27AAHCP9601Q1ZQ

Members of the Company who have not yet registered their email address are requested to get their email addresses registered by following the procedure mentioned in the Notice.

The result of the Postal Ballot through remote e-voting only will be announced on or before Thursday, 12th November, 2024.

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

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours Faithfully,

For **Pudumjee Paper Products Limited**

Shrihari Waychal
Company Secretary and Compliance Officer
ICSI Membership No.: A62562
Encl.: As Above

Corporate Office:

Jatia Chambers, 60, Dr. V. B. Gandhi Marg,
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E-mail: pudumjee@pudumjee.com |

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HACCP based Food Safety Management System

Registration No.: RH91/10093, Complying with Standards:

FSMS - ISO 22000:2018





PUDUMJEE

PUDUMJEE PAPER PRODUCTS LIMITED

Registered Office: Thergaon, Pune – 411033.

CIN: L21098PN2015PLC153717, Tel.: 020-40773423

Website: www.pudumjee.com, e-Mail: investors.relations@pudumjee.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of Pudumjee Paper Products Limited (the “Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for evoting are appended to this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email address is registered with KFin Technologies Limited (“KFintech”), the Company’s Registrar and Share Transfer Agent, and / or the Depository Participant(s) and therefore, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company recommends approval of the Members for the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reason for the Resolution is annexed hereto.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1:

To consider and approve, Appointment of Mr. Dilip Jayantilal Thakkar (DIN: 00007339) as “Non-Executive Independent Director” of the Company and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and on the basis of recommendation of the Nomination and Remuneration Committee, Mr. Dilip Jayantilal Thakkar (DIN: 00007339), who was appointed by the Board of Directors as an “Additional Director” in the capacity of Non-Executive Independent Director with effect from 28th October, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby, appointed, as “Non-Executive Independent Director” of the Company for a period of 5 years with effect from 28th October, 2024 till 27th October, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors and Company Secretary of the Company, be and are hereby, severally, authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By Order of the Board of Directors
For Pudumjee Paper Products Limited

Date: 28th October, 2024
Place: Pune

Shrihari Waychal
Company Secretary and Compliance officer
(ICSI Membership No.: A62562)

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”), setting out material facts and reasons for the proposed resolution is annexed hereto.
2. In Compliance with the aforesaid MCA Circulars, the Notice of Postal Ballot (“the Notice”) containing instruction is being sent only through electronic mode (i.e. through e-mail) to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, 08th November, 2024 (hereinafter called as “Cut-off Date”) and whose email addresses are registered with the Company/Depositories on the said date.
3. A copy of this Notice of Postal Ballot will also be available on the Company’s website at www.pudumjee.com, and on the Website 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 KFin Technologies Limited (“KFinTech / RTA”) at <https://evoting.kfintech.com>.
4. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible for Remote e-voting. A person who is not member on Cut-Off date should treat this notice for information purpose only.
5. 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.
6. The Board of Directors of the Company has appointed Ms. Savita Jyoti (Membership No. FCS 3738 & Certificate of Practice No. 1796), Hyderabad, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner.
7. In compliance with provisions of Sections 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended (“Rules”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is providing Remote e-voting facility to enable Members of the Company to cast their votes electronically on the matters included in this Notice. The Company has appointed M/s. KFin Technologies Limited (hereinafter called as “KFinTech” / “RTA”) for facilitating Remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
8. The remote e-voting period commences from Tuesday, 12th November, 2024 (09:00 a.m. IST) to Wednesday, 11th December, 2024 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date i.e., Friday, 08th November, 2024, may cast their vote electronically. The Remote e-voting module shall be disabled by KFinTech for voting thereafter and the voting shall not be allowed beyond the said date and time.
9. The Resolution, if passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Wednesday, 11th December, 2024 and as if it has been passed at a General Meeting of the Members.
10. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, Institutional Members / Corporate Members (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 vote through remote e-voting. 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 einward.ris@kfintech.com.

11. Upon completion of the scrutiny of electronic votes, the Scrutinizer will submit her report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be announced on or before Thursday, 12th December, 2024. The said results would be displayed at the Registered Office of the Company and on its website at www.pudumjee.com and on the website of KFintech at <https://evoting.kfintech.com> and simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.

12. Members holding shares in dematerialised form are requested to register/update their KYC details including email address with their respective Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 alongwith such other documents prescribed in the Form ISR-1 to KFintech. Form ISR-1 is available on 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 on the website of KFintech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

13. The procedure for remote e-voting is as under:

Step 1: Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

Step 2: Access to KFintech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

Step 1:

As per the SEBI Master Circular dated 11th July, 2023, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participant(s). The procedure to login and access e-voting, is given below:

| Type of Member | Login Method |
|---|--|
| Individual members holding securities in demat mode with NSDL | <p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ul style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e. ‘Pudumjee Paper Products Limited’, or e-voting service provider, i.e. KFintech. vi. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period. |

B. Instructions for those Members who are not registered under IDeAS:

- i. Visit <https://eservices.nSDL.com> for registering.
- ii. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>.
- iii. Visit the e-voting website of NSDL <https://www.evoting.nSDL.com/>.
- iv. 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.
- v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.
- vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.
- vii. Click on company name, i.e. Pudumjee Paper Products Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

C. NSDL Mobile App

Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.

NSDL Mobile App is available on



Individual members holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

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| | <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
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| Individual members login through their demat accounts /Website of Depository Participant(s) | <p>Instructions for login through Demat Account / website of Depository Participant:</p> <ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, members will be able to view e-voting option. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against Pudumjee Paper Products Limited or KFintech. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication. |
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

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| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at no.: 022-4886 7000 |
| Securities held 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 toll free no. 1800-21-09911 |

Step 2:

- Method of login / access to KFintech's e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode:

| Type of Member | Login Method |
|---|--|
| Members whose email IDs are registered with the Company / Depository Participant(s) | <p>Instructions for Members whose email IDs are registered with the Company / Depository Participant(s) :</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> Launch internet browser by typing the URL: https://evoting.kfintech.com/ Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) |

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| | <p>followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.</p> <p>iii. After entering these details appropriately, click on “LOGIN”.</p> <p>iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <p>v. Members would need to login again with the new credentials.</p> <p>vi. On successful login, the system will prompt the member to select the “EVEN”, viz., ‘Pudumjee Paper Products Limited’, and click on “Submit”.</p> <p>vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</p> <p>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</p> <p>x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>xi. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to savitajyotiassociates05@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.</p> |
| <p>Members whose email IDs are not registered with the Company / Depository Participant(s)</p> | <p>Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:</p> <p>Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to inward.ris@kfintech.com.</p> |

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| <p>Procedure for Registration of email and Mobile: securities in physical mode</p> | <p>Physical shareholders are hereby notified that based on SEBI Circular number:</p> <p>In accordance with SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link:</p> <p>https://ris.kfintech.com/clientservices/isc/isrforms.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;</p> <p style="text-align: center;">Or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below;</p> <p style="text-align: center;">KFin Technologies Limited Unit: Pudumjee Paper Products Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p style="text-align: center;">Or</p> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx</p> <p>Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html</p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT A/c is being held.</p> |
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- Method for obtaining user id and password for members who have forgotten the User ID and password:

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| <p>Members who have forgotten the User ID and password</p> | <p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399</p> <p style="text-align: center;">Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii. If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com,</p> |
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| | <p>the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFintech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</p> <p>iv. Members may call KFintech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p> |
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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 <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com ; 1-800-309-4001 (toll free).

By Order of the Board of Directors
For Pudumjee Paper Products Limited

Date: 28th October, 2024
Place: Pune

Shrihari Waychal
Company Secretary and Compliance Officer
(ICSI Membership No.: A62562)

ANNEXURE TO THE NOTICE

The following explanatory statement sets out all the material facts relating to Item of business as mentioned in Item No. 1 in the accompanying Notice dated 28th October, 2024.

Item No. 1:

To broad base the Board of the Company, the Board of Directors of the Company at their meeting held on 28th October, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dilip Jayantilal Thakkar (DIN: 00007339) as an "Additional Director" in the capacity of Non-Executive Independent Director of the Company for a period of 5 years with effect from 28th October, 2024 to 27th October, 2029, under Section 161 of the Companies Act, 2013 ('the Act'), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the Members of the Company.

Further in terms of Regulation 17(1C) of the SEBI Listing Regulations the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of Section 160 of the Act, the Company has received a Notice in writing from a member proposing the candidature of Mr. Dilip Jayantilal Thakkar.

Mr. Dilip Jayantilal Thakkar has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Mr. Dilip Jayantilal Thakkar has also confirmed that he is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. In the opinion of the Board, Mr. Dilip Jayantilal Thakkar fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and SEBI Listing Regulations and his independence of the management for appointment as a Non-Executive Independent Director of the Company.

Since, Mr. Dilip Jayantilal Thakkar is presently 88 years of age, in terms of Regulation 17(1A) of the Listing Regulations the Company is required to obtain the approval of Members by way of a Special Resolution for his appointment as a Director on the Board of the Company.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Dilip Jayantilal Thakkar on the Board of the Company and accordingly, the Board recommends the appointment of Mr. Dilip Jayantilal Thakkar as an Independent Director, as proposed in the Special Resolution of the accompanying Notice for approval by the Members.

The draft of terms and conditions of appointment of the Mr. Dilip Jayantilal Thakkar, as a Non-Executive Independent Director shall be available for inspection by the Members in electronic form on the website of the Company at www.pudumjee.com.

Disclosure under Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Brief Profile of Mr. Dilip Jayantilal Thakkar is as under:

Mr. Dilip J. Thakkar, aged 88 years, is a fellow member of the Institute of Chartered Accountants of India. He is a Partner of M/s Jayantilal Thakkar & Co., Chartered Accountants & M/s Jayantilal Thakkar Associates, Chartered Accountants, Mumbai. Mr. Dilip J. Thakkar is an eminent Chartered Accountant and has over 63 years of experience in Finance and Corporate matters. He specializes in the Foreign Exchange Management Act, and has advised overseas corporations and large Indian Companies on Investments, taxation and collaboration. He was a past President of Bombay Chartered Accountants Society.

Except Mr. Dilip Jayantilal Thakkar 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 proposed Special Resolution as set out in this Notice.

By Order of the Board of Directors
For Pudumjee Paper Products Limited

Date: 28th October, 2024
Place: Pune

Shrihari Waychal
Company Secretary and Compliance Officer
(ICSI Membership No.: A62562)

ANNEXURE TO 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:** Mr. Dilip Jayantilal Thakkar
- **DIN:** 00007339
- **Qualification:** Chartered Accountant
- **Brief Resume and Expertise in specific functional area of the Director:**

Mr. Dilip J. Thakkar, aged 88 years, is a fellow member of the Institute of Chartered Accountants of India. He is a Partner of M/s Jayantilal Thakkar & Co., Chartered Accountants & M/s Jayantilal Thakkar Associates, Chartered Accountants, Mumbai. Mr. Dilip J. Thakkar is an eminent Chartered Accountant and has over 63 years of experience in Finance and Corporate matters. He specializes in the Foreign Exchange Management Act, and has advised overseas corporations and large Indian Companies on Investments, taxation and collaboration. He was a past President of Bombay Chartered Accountants Society.
- **Date of appointment in the Current Designation:** 28th October, 2024
- **Shareholding in the Company:** Nil
- **Directorships in other Companies:**
 - a. **Listed Companies:**
 - i. Zodiac Clothing Company Limited
 - ii. Black Box Limited
 - iii. Premier Limited
 - b. **Unlisted Companies:**
 - i. Essar Bulk Terminal (Salaya) Limited
 - ii. Universal Trustees Private Limited
 - iii. Maribel Custodian Services Private Limited
 - iv. Hamlet Constructions (India) Private Limited
- **Memberships/Chairmanship of Committees of Other Companies*:**
 - i. Zodiac Clothing Company Limited
 - Audit Committee – Chairman
 - ii. Black Box Limited
 - Audit Committee – Member
 - Stakeholders Relationship Committee – Member
 - Nomination and Remuneration Committee – Chairman
 - iii. Premier Limited
 - Audit Committee – Member
- **Listed entities from which Director has resigned in past three years:** Poddar Housing and Development Limited
- **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 current financial year 2024-2025:** 1
- **Details of remuneration last drawn from the Company during the financial year 2023-2024:** Nil
- **Terms and conditions of appointment or re-appointment including remuneration:** Appointed as Non-Executive Independent Director for a period of 5 years w.e.f. 28th October, 2024 subject to approval of Members. He will not be liable to retire by rotation. He will be entitled to sitting fees for attending Board meetings, Committee meetings (where he is a member) and Independent Directors' meeting(s).