



PUDUMJEE PAPER PRODUCTS LTD.

Registered Office

Registered Office:

Thergaon, Chinchwad, Pune-411033
Tel:+91-20-40773333, Fax:+91-20-4077 3388
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,
Fax: +91-22-22658316.
E-Mail: pudumjee@pudumjee.com

SW: 553

27th July, 2021

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 7th Annual General Meeting of the Company pursuant to the Provision of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We have enclosed the Notice calling the 7th Annual General meeting of the Members of the Company to be held on Saturday, 21st August, 2021 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,

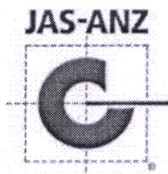
Yours Faithfully,

For **Pudumjee Paper Products Limited**

Vinay Jadhav
Company Secretary
Encl: as above.



ISO 22000: 2005
RH91/10093



ISO 9001:2015
PCMS/QMS/16292018



ISO 14001:2015
IND 16.8578/U/E



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responsible forestry

NOTICE

The 7th Annual General Meeting of the Shareholders of Pudumjee Paper Products Limited will be held on Saturday, the 21st day of August, 2021 at 3:00 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, 2021 comprising the Audited Balance Sheet as at 31st March, 2021 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 Mr. Arunkumar Mahabirprasad Jatia (DIN: 01104256), 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 2020-21.
- 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 provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. J. M. Agrawal & Company, Chartered Accountants (Firm Registration No. 100130W), the Auditors of the Company made vide Shareholders’ Resolution passed in 3rd Annual General Meeting held on 22nd July, 2017, from the conclusion of this (7th) Annual General meeting till the conclusion of next (8th) Annual General Meeting of the Company be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee”.

SPECIAL BUSINESS:

- 5) Approval to the re-appointment of Mr. Vinod Kumar Beswal (DIN:00120095), as a Non-Executive Independent Director of the Company.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mr. Vinod Kumar Beswal (DIN: 00120095), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that he is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for another term with effect from 17th September, 2021 to 20th October, 2025”.

- 6) Approval to the re-appointment of Mr. Nandan Damani (DIN: 00058396), as a Non-Executive Independent Director of the Company.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mr. Nandan Damani (DIN: 00058396), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that he is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for another term with effect from 17th September, 2021 to 20th October, 2025”.

- 7) Approval to the re-appointment of Mrs. Madhu Dubhashi (DIN: 00036846), as a Non-Executive Independent Director of the Company.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mrs. Madhu Dubhashi (DIN: 00036846), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that she is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for another term with effect from 17th September, 2021 to 13th November, 2025”.

- 8) Approval to the re-appointment of Mr. Basant Kumar Khaitan (DIN: 00117129), as a Non-Executive Independent Director of the Company.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mr. Basant Kumar Khaitan (DIN: 00117129), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that he is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for another term with effect from 17th September, 2021 to 27th May, 2026”.

- 9) 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 Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (‘the Act’) and subject to such other approvals, permissions and sanctions including that of the Central Government as may be necessary, and subject to such conditions and modification(s) as may be required and which Dr. Ashok Kumar may accept, Dr. Ashok Kumar (DIN: 07111155) be and is hereby appointed as an Executive Director of the Company

for a period of 5 years with effect from 28th May, 2021, AND THAT consent be and is hereby accorded to the following remuneration, payments, benefits and amenities for an initial period of 3 years and terms of the appointment of the said Dr. Ashok Kumar with a power to the Board of Directors to alter or vary from time to time at its discretion the remuneration and other terms so however that they do not exceed the permissible limits laid down under Schedule V to the Act or any statutory modification(s) or re-enactment thereof for the time being in force, namely:

- (a) He shall, subject to the supervision and control of Board and of the Executive Chairman of the Company, perform such services and duties and exercise such powers as from time to time be entrusted to him by the Board of Directors and Executive Chairman.
- (b) Remuneration at the rate of ₹ 5,82,000/- (Rupees Five Lakhs Eighty Two Thousand Only) per month including Dearness Allowance.
- (c) 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 ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month.
- (d) Expenses of electricity, gas and water, furnishing, of the residential accommodation.
- (e) Actual medical expenses including health insurance premium, hospitalization, nursing home charges, surgical charges and travelling expenses incurred for himself, his wife and dependent children.
- (f) 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.
- (g) Membership fees including entrance and other fees for any two clubs.
- (h) Personal accident insurance premium.
- (i) 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.
- (j) Gratuity as per the Company's rules applicable to its Executive staff members.
- (k)
 - 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.
- (l) Maintenance of telephone at his place of residence and Mobile Phones at the entire cost of the Company.
- (m) 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 (b) 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.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution”.

- 10) 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 other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the Act) and subject to such other approvals, permissions and sanctions including that of the Central Government 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 by the Shareholders at their 6th Annual General Meeting held on 20th August, 2020, consent 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 August, 2021 till the remainder of his term of appointment, i.e. 31st July, 2023:

- (a) Remuneration at the rate of ₹ 10,05,000/- (Rupees Ten Lakhs Five 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 ₹ 11,59,000/- (Rupees Eleven Lakhs Fifty Nine Thousand Only) per month.
 - (c) Expenses on electricity, gas, water, 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.

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 be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

- 11) 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 contract/arrangement to be entered into other than those already approved and further authorized to deal in related party transaction as under:

Sr. No.	Name of the Related Party	Nature of Transaction	Aggregate Amount (₹)	Duration of Agreement/ Contract
1.	AMJ Land Holdings Limited	Purchase of Renewable Energy Certificate (REC) or payment in lieu thereof.	Aggregate Consideration not exceeding ₹ 200 Lakhs per Financial Year.	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".

- 12) 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".

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- 13) 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, 2021."

Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item Nos. 5 to 13 is annexed hereto.
- 2) In view of the continuing Covid-19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 13th January, 2021 read with Circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular dated 12th May, 2020 read with circular dated 15th January, 2021 permitted holding of the Annual General Meeting of Companies through Video Conferencing or Other Audio Visual Means ("VC" or "OAVM"), without requiring the physical presence of the Shareholders at a common venue.
- 3) In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 07th 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".
- 4) e-AGM: The Company has appointed National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM.
- 5) The Register of Members and Transfer Books of the Company will be closed from Saturday, the 14th day of August, 2021 to Saturday, the 21st day of August, 2021 (both days inclusive).
- 6) The Dividend, when sanctioned, will be paid (subject to deduction of tax at source, if any) on and from 01st September, 2021. The dividend in respect of shares held in physical form will be paid to those shareholders whose names stand on the Company's Register of Members as holders of the shares on 21st August, 2021. 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 13th August, 2021 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.
- 7) 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.
- 8) 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

- 9) 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.
- 10) 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.
- 11) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020 and 15th January, 2021, Notice of the e-AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice calling the AGM and the Annual Report 2020-21 will also be available on the Company's website 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 at www.evoting.nsdl.com.
- 12) Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
- 13) 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 13th August, 2021 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 replied Individually through email as may be decided by the Chairman.
- 14) 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.
- 15) 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.
- 16) 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.
- 17) 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, except 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.
- 18) 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.
- 19) 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 Pvt. Ltd., (in case of Shares held in physical form).

20) 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 18th August, 2021 (9:00 a.m. IST) and ends on Friday, 20th August, 2021 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 13th August, 2021, 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 13th August, 2021.
- 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.nsd.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 the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against 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

 App Store
  Google Play

PUDUMJEE PAPER PRODUCTS LIMITED

Type of shareholders	Login Method
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.
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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on 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 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. 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.

4. 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- 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 General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General 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 General 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 General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General 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 Members:

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.: 1800-222-990 / 1800-224-430 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose e-mail 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@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.

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 General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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, 12th August, 2021 (9:00 a.m. IST) to Saturday, 14th August, 2021 (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.

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

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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 Private 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 12th August, 2021 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 12th August, 2021.

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

28th May, 2021

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 No(s). 5 to 13 under Special Business in the accompanying Notice dated 28th May, 2021 convening the Annual General Meeting.

ITEM NO. 5

Pursuant to the provision of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules framed thereunder, Mr. Vinod Kumar Beswal, was initially appointed by the Board as Additional (Independent) Director w.e.f. 21st October, 2015 and thereafter as Non-Executive Independent Director at the 2nd Annual General Meeting of the Company held on 17th September, 2016, for a period of 5 (five) consecutive years with effect from 17th September, 2016 which period will be expiring on 16th September, 2021.

Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination and Remuneration Committee has recommended the re-appointment of Mr. Vinod Kumar Beswal, as Non-Executive Independent Director from 17th September, 2021 to 20th October, 2025.

Mr. Vinod Kumar Beswal, Independent Director of the Company, has given declarations that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and under the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015') 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. In the opinion of the Board, Mr. Vinod Kumar Beswal fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and Listing Regulations, 2015, for reappointment as Independent Director and he is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Vinod Kumar Beswal.

The draft of terms and conditions of re-appointment of the Mr. Vinod Kumar Beswal, 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.

Mr. Vinod Kumar Beswal is a Bachelor of Commerce and a practicing Chartered Accountant and has a vast and varied experience in tax and Financial matters. He is Director on the board of various Companies and member of their committees. Keeping in view his expertise & knowledge and the report of performance evaluation it will be in the interest of the Company that Mr. Vinod Kumar Beswal is re-appointed as an Independent Director. Accordingly, the Board recommends the Special Resolution as set out at Item No. 5 of this Notice for approval of the members.

Except Mr. Vinod Kumar Beswal 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 Item No. 5 of this Notice.

ITEM NO. 6

Pursuant to the provision of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules framed thereunder, Mr. Nandan Damani, was initially appointed by the Board as Additional (Independent) Director w.e.f. 21st October, 2015 and thereafter as Non-Executive Independent Director at the 2nd Annual General Meeting of the Company held on 17th September, 2016, for a period of 5 (five) consecutive years with effect from 17th September, 2016 which period will be expiring on 16th September, 2021.

Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination and Remuneration Committee has recommended the re-appointment of Mr. Nandan Damani, as Non-Executive Independent Director from 17th September, 2021 to 20th October, 2025.

Mr. Nandan Damani, Independent Director of the Company, has given declarations that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and under the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015') 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. In the opinion of the Board, Mr. Nandan Damani fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and Listing Regulations, 2015, for reappointment as Independent Director and he is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Nandan Damani.

The draft of terms and conditions of re-appointment of the Mr. Nandan Damani, 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.

Mr. Nandan Damani is an Industrialist and a Bachelor of Science. He has a wide and varied experience in business and Finance. He is Director on the board of various Companies and member of their committees. Keeping in view his expertise & knowledge and the report of performance evaluation, it will be in the interest of the Company that Mr. Nandan Damani is re-appointed as an Independent Director. Accordingly, the Board recommends the Special Resolution as set out at Item No. 6 of this Notice for approval of the members.

Except Mr. Nandan Damani 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 Item No. 6 of this Notice.

ITEM NO. 7

Pursuant to the provision of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules framed thereunder, Mrs. Madhu Dubhashi, was initially appointed by the Board as Additional (Independent) Director w.e.f. 14th November, 2015 and thereafter as Non-Executive Independent Director at the 2nd Annual General Meeting of the Company held on 17th September, 2016, for a period of 5 (five) consecutive years with effect from 17th September, 2016 which period will be expiring on 16th September, 2021.

Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination and Remuneration Committee has recommended the re-appointment of Mrs. Madhu Dubhashi, as Independent Director from 17th September, 2021 to 13th November, 2025.

Mrs. Madhu Dubhashi, Independent Director of the Company, has given declarations that she meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and under the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015') and also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. In the opinion of the Board, Mrs. Madhu Dubhashi fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and Listing Regulations, 2015, for reappointment as Independent Director and she is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mrs. Madhu Dubhashi.

The draft of terms and conditions of re-appointment of the Mrs. Madhu Dubhashi, 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.

Mrs. Madhu Dubhashi, has done her graduation in Economics (Honours) from Miranda House, Delhi University and a post graduation in Business Management from the Indian Institute of Management, Ahmadabad. She has experience of more than four decades in the capital market and financial service sectors, which includes Project Appraisal, Financial Structuring, Financial Syndication, Share Valuation, Corporate Restructuring, Merchant Banking and Merger & Acquisition. She is Director on the board of various Companies and member of their committees. Keeping in view her expertise & knowledge and the report of performance evaluation, it will be in the interest of the Company that Mrs. Madhu Dubhashi is re-appointed as an Independent Director. Accordingly, the Board recommends the Special Resolution as set out at Item No. 7 of this Notice for approval of the members.

Except Mrs. Madhu Dubhashi and her 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 Item No. 7 of this Notice.

ITEM NO. 8

Pursuant to the provision of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules framed thereunder and Mr. Basant Kumar Khaitan, was initially appointed by the Board as Additional (Independent) Director w.e.f. 28th May, 2016 and thereafter as Non-Executive Independent Director at the 2nd Annual General Meeting of the Company held on 17th September, 2016, for a period of 5 (five) consecutive years with effect from 17th September, 2016 which period will be expiring on 16th September, 2021.

Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company.

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The Nomination and Remuneration Committee has recommended the re-appointment of Mr. Basant Kumar Khaitan, as Non-Executive Independent Director from 17th September, 2021 to 27th May, 2026.

Mr. Basant Kumar Khaitan, Independent Director of the Company, has given declarations that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and under the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015') 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. In the opinion of the Board, Mr. Basant Kumar Khaitan fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and Listing Regulations, 2015, for reappointment as Independent Director and he is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Basant Kumar Khaitan.

The draft of terms and conditions of re-appointment of the Mr. Basant Kumar Khaitan, 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.

Mr. Basant Kumar Khaitan is a noted Industrialist and a Bachelor of Commerce. He has wide and varied experience manufacturing and marketing of Paper Machine Clothing used in the Paper industry and has excellent working knowledge of the industry in general. He is well known in the world of Paper machine clothing around the world. He is Director on the board of various Companies and member of their committees. Keeping in view his expertise & knowledge and the report of performance evaluation, it will be in the interest of the Company that Mr. Basant Kumar Khaitan is re-appointed as an Independent Director. Accordingly, the Board recommends the Special Resolution as set out at Item No. 8 of this Notice for approval of the members.

Except Mr. Basant Kumar Khaitan 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 Item No. 8 of this Notice.

ITEM NO. 9

The Board of Directors had appointed Dr. Ashok Kumar, as Executive Director of the Company for a period of 5 years with effect from 28th May, 2016 which period is completed on 27th May, 2021.

The Management proposes to re-appoint Dr. Ashok Kumar, as Executive Director of the Company for a further period of 5 years with effect from 28th May, 2021 on payment of remuneration and other benefits for period of 3 years 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 Nomination and Remuneration Committee and the Board of Directors at their meetings held on 28th May, 2021 has considered and recommended the re-appointment of Dr. Ashok Kumar and remuneration and other benefits payable thereto.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Dr. Ashok Kumar. Accordingly, the Board recommends the Special Resolution as set out at Item No. 9 of this Notice for approval of the Members.

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.

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 proposed Special Resolution as set out in Item No. 9 of this Notice.

ITEM NO. 10

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 for a period of 3 years from that date till 31st July, 2021.

The Management proposes the remuneration and other benefits payable to Mr. Arunkumar Mahabirprasad Jatia for the remainder term of his appointment with effect from 01st August, 2021 to 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 38 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 28th May, 2021 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 as set out in Item No. 10 of this Notice.

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

ITEM NO. 11

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.

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 resolution whether the entity is a related party to the particular transaction or not.

AMJ Land Holdings Limited is a related party by virtue of below mentioned criteria:

Sr. No.	Name of the Related Party	Nature of Transaction	Aggregate Amount (₹)	Interested Director(s)
1	AMJ Land Holdings Limited	Purchase of Renewable Energy Certificate (REC) or payment in lieu thereof.	Aggregate Consideration not exceeding ₹200 Lakhs per Financial Year.	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.

PUDUMJEE PAPER PRODUCTS LIMITED

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

The Resolution at Item No. 11 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

ITEM NO. 12

The Board of Directors at their meeting held on 28th May, 2021 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 as set out in Item No. 12 of this Notice.

The Resolution at Item No. 12 of the Notice is recommended by the Directors to be passed as a Special Resolution.

ITEM NO. 13

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, 2021.

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 at Item No. 13 of the Notice is recommended by the Directors to be passed as an Ordinary 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

28th May, 2021

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	Mr. Arunkumar Mahabirprasad Jatia	Mr. Vinod Kumar Beswal	Mr. Nandan Damani	Mrs. Madhu Dubhashi	Mr. Basant Kumar Khaitan	Dr. Ashok Kumar
DIN	01104256	00120095	00058396	00036846	00117129	07111155
Date of Birth	09.04.1963	03.09.1954	01.12.1952	06.02.1951	08.02.1954	02.02.1956
Qualification	B.S. (Finance and Business Economics from University of Southern California - USA and an Alumni of Harvard Business School)	B.com, C.A.	B.sc	Economics (Honours) [Delhi University] and Post Graduation in Business Management from the IIM, Ahmedabad	B.com	M.E. (Chemical Engineer), Ph.D. (Pulp Processing)
Brief Resume and Expertise in specific functional area of the Director	Mr. Jatia has over 38 years experience in Business Administration and Finance and Foreign Trade and possesses natural managerial talent with progressive outlook.	Mr. Beswal is a practicing Chartered Accountant and has a vast and varied experience in tax and Financial matters.	Mr. Damani is an Industrialist and has wide and varied experience in Business & Finance.	Mrs. Dubhashi has a wide and varied experience in capital market & financial service sectors.	Mr. Khaitan is a noted Industrialist and has a wide and varied experience in manufacturing & marketing of Paper Machine Clothing used in the Paper Industry and also has excellent working knowledge of the Industry in general.	Dr. Ashok Kumar has wide and varied experience over three decades in the Paper Industry.
Date of appointment in the Current Designation	01.08.2018	17.09.2016	17.09.2016	17.09.2016	17.09.2016	28.05.2016
Shareholding in the Company	42,06,850 Equity Shares	NIL	NIL	48,238 Equity Shares	NIL	NIL
Directorships in other Companies	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. Thacker and Company Limited 2. AMJ Land Holdings Limited <p>Unlisted Companies:</p> <ol style="list-style-type: none"> 1. Biodegradable Products India Limited (formerly known as Pudumjee Plant Laboratories Limited) 2. Suma Commercial Private Limited 3. Chem Mach Private Limited 	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. Food and Inns Limited 2. AMJ Land Holdings Limited 3. Thacker and Company Limited <p>Unlisted Companies:</p> <ol style="list-style-type: none"> 1. Kunal Consultancy Private Limited 2. Jalaram Mercantiles Private Limited 	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. Simplex Reality Limited 2. AMJ Land Holdings Limited 3. Graphite India Limited <p>Unlisted Companies:</p> <ol style="list-style-type: none"> 1. The Nav Bharat Refrigeration and Industries Limited 2. Shreelekha Global Finance Limited 3. Enas Foundation (Section 8) 4. Simplex Renewable Resources Private Limited 5. Lucky Vyapaar and Holdings Private Limited 	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. Tube Investments of India Limited 2. Sanghvi Movers Limited 3. Majesco Limited <p>Unlisted Companies:</p> <ol style="list-style-type: none"> 1. Axis Finance Limited 2. Clean Science and Technology Limited 3. Recommender Labs Private Limited 4. JM Financial Trustee Company Private Limited 	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. Yash Pakka Limited 2. Thacker and Company Limited <p>Unlisted Companies:</p> <ol style="list-style-type: none"> 1. NEBB Engineering India Limited 2. WMW Metal Fabrics Limited 3. GKD India Limited 4. BVK Securities Private Limited (formerly known as WMW Securities Private Limited) 5. BVK Infrasoftware Services Private Limited (formerly known as WMW Mercantile Private Limited) 6. BVK Commercial Private Limited (formerly known as W & F Commercial Private Limited) 7. WMW Business Private Limited 8. BVK Mercantile Private Limited (formerly known as WMW Trading Private Limited) 9. WMW Commercial Private Limited 10. Disha Foundation Association 11. Shree Rani Sati Investment & Finance Private Limited 12. BKM Trading Private Limited 	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. AMJ Land Holdings Limited <p>Unlisted Companies:</p> <p>Nil</p>

PUDUMJEE PAPER PRODUCTS LIMITED

Name of the Director	Mr. Arunkumar Mahabirprasad Jatia	Mr. Vinod Kumar Beswal	Mr. Nandan Damani	Mrs. Madhu Dubhashi	Mr. Basant Kumar Khaitan	Dr. Ashok Kumar
Memberships/ Chairmanship of Committees of Other Companies*	Listed Companies: 1. AMJ Land Holdings Limited: a. Audit Committee - Member b. Stakeholders Relationship Committee - Member	Listed Companies: 1. AMJ Land Holdings Limited: a. Audit Committee - Chairman b. Stakeholders Relationship Committee – Chairman 2. Thacker and Company Limited: a. Audit Committee – Chairman 3. Foods and Inns Limited: a. Audit Committee - Chairman b. Stakeholders Relationship Committee – Member	Listed Companies: 1. Simplex Reality Limited: a. Stakeholders Relationship Committee - Member 2. AMJ Land Holdings Limited: a. Audit Committee - Member	Listed Companies: 1. Tube Investments of India Limited: a. Audit Committee - Member 2. Sanghvi Movers Limited: a. Audit Committee - Member 3. Majesco Limited a. Audit Committee - Member	Listed Companies: 1. Yash Pakka Limited: a. Audit Committee - Member	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.	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.	She is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.	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 2020-21	5	5	5	5	4	5
Details of remuneration last drawn during the financial year 2020-21	₹ 2,82,33,241/-	₹ 1,20,000/-	₹ 1,24,000/-	₹ 1,15,000/-	₹ 1,04,000/-	₹ 1,09,08,971/-

* 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, 2021 (₹ in Lakhs) <table border="1"> <tr> <td>Effective Capital</td> <td>₹ 8,000.01</td> </tr> <tr> <td>Turnover</td> <td>₹ 43,688.03</td> </tr> <tr> <td>Profit Before Tax</td> <td>₹ 3,469.60</td> </tr> <tr> <td>Profit after Tax</td> <td>₹ 3,003.10</td> </tr> <tr> <td>Reserves (excluding revaluation reserve)</td> <td>₹12,154.51</td> </tr> </table>	Effective Capital	₹ 8,000.01	Turnover	₹ 43,688.03	Profit Before Tax	₹ 3,469.60	Profit after Tax	₹ 3,003.10	Reserves (excluding revaluation reserve)	₹12,154.51
Effective Capital	₹ 8,000.01										
Turnover	₹ 43,688.03										
Profit Before Tax	₹ 3,469.60										
Profit after Tax	₹ 3,003.10										
Reserves (excluding revaluation reserve)	₹12,154.51										
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 38 years experience in Business Administration and Finance and Foreign Trade.</p> <p>The Board of Directors and its Nomination and Remuneration Committee has considered and approved the remuneration payable to Mr. Arunkumar Mahabirprasad Jatia w.e.f. 01st August, 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 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 has considered and approved the re-appointment of Dr. Ashok Kumar, as an Executive Director for a period of 5 years w.e.f. 28th May, 2021 and the remuneration payable to him for initial period of 3 years 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 38 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 ₹ 10,05,000/- per month including Dearness Allowance and • Rent free furnished residential accommodation or an allowance in lieu thereof at the rate of ₹11,59,000/- 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 benefits of contribution to Provident Fund/ Superannuation Scheme, Gratuity. 	<ul style="list-style-type: none"> • Remuneration at the rate of ₹ 5,82,000/- per month including Dearness Allowance and. • Rent free furnished residential accommodation or an allowance in lieu thereof at the rate of ₹ 2,50,000/- 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
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28th May, 2021