

**PUDUMJEE
PAPER PRODUCTS
LIMITED**



PUDUMJEE

**ANNUAL REPORT
2019 - 2020**

PUDUMJEE PAPER PRODUCTS LIMITED

DIRECTORS :

A. K. JATIA (Executive Chairman)
S. K. BANSAL
V. K. BESWAL
NANDAN DAMANI
MRS. MADHU DUBHASHI
DR. ASHOK KUMAR (Executive Director)
B. K. KHAITAN
V. P. LEEKHA (w.e.f. 27.07.2019)

BANKERS :

STATE BANK OF INDIA
IDBI BANK LIMITED
YES BANK LIMITED
THE SARASWAT CO-OPERATIVE BANK LIMITED

AUDITORS :

J. M. AGRAWAL & CO.

REGISTERED OFFICE :

THERGAON, PUNE 411 033.

REGISTRAR & TRANSFER AGENTS :

KFIN TECHNOLOGIES PVT. LTD.,

UNIT : PUDUMJEE PAPER PRODUCTS LIMITED

KARVY SELENIUM TOWER B, PLOT NO. 31 & 32,
GACHIBOWLI, FINANCIAL DISTRICT, NANAKRAMGUDA,
SERILINGAMPALLY, **HYDERABAD – 500 032.**

E-MAIL : EINWARD.RIS@KFINTECH.COM

DEMAT STOCK CODE :

INE865T01018

EQUITY SHARES ARE LISTED AT :

BSE LTD. (SCRIP CODE : 539785) AND

NATIONAL STOCK EXCHANGE OF INDIA LTD. (SYMBOL : PDMJEPAPER)

NOTICE

The **Sixth** Annual General Meeting of the Shareholders of Pudumjee Paper Products Limited will be held on Thursday, the 20th day of August, 2020 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, 2020 comprising the Audited Balance Sheet as at 31st March, 2020 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. Surendra Kumar Bansal (DIN: 00031115), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To declare the Interim Dividend paid during 2019-20 on equity shares of the Company as a Final Dividend for the year 2019-20.
- 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 (6th) Annual General Meeting till the conclusion of next (7th) 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) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

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

PUDUMJEE PAPER PRODUCTS LIMITED

Sr. No.	Name of the Related Party	Nature of Transactions	Aggregate Amount (₹)	Duration of Agreement/ Contract
1.	AMJ Land Holdings Limited	Leave and License Agreement for accepting portion approximately 29 acres of land located at Thergaon, Pune – 411033 for the purpose of carrying of business.	Monthly license fee of ₹ 10,00,000/- (plus applicable taxes, if any) plus a one time increase not exceeding 5% after 1 year during the license period as may be mutually agreed between the parties.	5 years commencing from 01 st February, 2021 to 31 st January, 2026.
		Leave and License Agreement for accepting portion approximately 3,000 sq. mtrs. located at Thergaon, Pune – 411033 for 100 KVA setup.	Monthly license fee of ₹ 3,22,800/- (plus applicable taxes, if any) plus a one time increase not exceeding 5% after 1 year during the license period as may be mutually agreed between the parties.	5 years commencing from 01 st February, 2021 to 31 st January, 2026.
		Purchase of Renewable Energy Certificate (REC) or payment in lieu thereof.	Aggregate Consideration not exceeding ₹ 100 Lakhs per Financial Year.	Continuous Arrangement
		Arrangement/Contract/ Agreement for Accepting/ Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Repayable On Demand Continuous Arrangement
		Arrangement/Contract/ Agreement for Sale of tissue papers, Napkins, Towels, etc. at Market based rates.	About ₹ 10 Lakhs for each financial year.	Continuous arrangement.
		Arrangement for providing and sharing the Common Services (such as telephone, electricity, Computer etc.)	About ₹15 Lakhs for each financial year on cost basis.	Continuous arrangement.
2.	3P Land Holdings Limited	Arrangement/Contract/ Agreement for Accepting/ Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Repayable On Demand
		Arrangement for providing and sharing the Common Services (such as telephone, electricity, Computer etc.)	About ₹ 5 Lakhs for each financial year on cost basis	Continuous Arrangement

Sr. No.	Name of the Related Party	Nature of Transactions	Aggregate Amount (₹)	Duration of Agreement/ Contract
3.	Thacker and Company Limited	Arrangement/Contract/ Agreement for Accepting/ Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Repayable On Demand Continuous Arrangement
4.	Chem Mach Private Limited	Arrangement/Contract/ Agreement for Accepting/ Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Repayable On Demand Continuous Arrangement
5.	Pudumjee Plant Laboratories Limited	Arrangement/Contract/ Agreement for Accepting/ Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 1,000 Lakhs Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Repayable On Demand Continuous Arrangement

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

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

“RESOLVED THAT, in partial modification of Special Resolution passed at 5th Annual General Meeting held on 27th July, 2019 and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government, if necessary and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, the Consent of the Shareholders of the Company be and is hereby accorded to the following components of revised Remuneration, benefits and amenities, paid/ payable to Mr. Arunkumar Mahabirprasad Jatia (DIN : 01104256), Whole-time Director, designated as Executive Chairman as under:

- 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 ₹ 10,00,000/- (Rupees Ten Lakhs Only) per month w.e.f. 01st December, 2019 upto 31st March, 2020 and at the rate of ₹ 11,59,000/- (Rupees Eleven Lakhs Fifty Nine Thousand Only) per month thereafter till 31st July, 2021.
- Company's contribution to Provident Fund and Superannuation Scheme. However, such contribution in aggregate, from 01st April, 2020 shall not exceed ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) in a year.

The other components of remuneration, terms and conditions as set out in the Special Resolution passed by Shareholders at 5th Annual General Meeting held on 27th July, 2019 remaining unaltered.”

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and in terms of applicable provisions of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications re-enactment thereof for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded to re-appointment of Ms. Vrinda Jatia, as Vice President (Market Research and Development) for a period of 2 years w.e.f. 01.04.2020 on the following terms and conditions:-

- a) Consolidated Salary: ₹ 1,80,000/- (Rupees One Lakh Eighty Thousand Only) per month.
 - b) House Rent Allowance: ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per month.
 - c) Exclusive use of chauffeur driven car for business/official as well as for her personal use.”
- 8) 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”.
- 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 Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder, the Board of Directors of the Company be and is hereby authorised:
- To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member, any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provided that such loans are utilised by the borrowing Company for its principal business activities and in particular to the following Companies in which one or more Director(s) may be deemed to be interested on the terms and conditions stated against their respective names:

Sr. No.	Name of the Company	Amount not exceeding of ₹	Rate of Interest for Loan p.a.	Commission for Corporate Guarantee p. a.	Term
1.	Pudumjee Plant Laboratories Limited	₹ 10 Crores	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand
2.	3P Land Holdings Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand
3.	Thacker and Company Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand
4.	AMJ Land Holdings Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand
5.	Chem Mach Private Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand

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

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby approves the remuneration of ₹ 2,50,000/- (Rupees Two Lakh 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, 2020.”

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

“RESOLVED THAT, in partial modification of Special Resolutions passed at 2nd Annual General Meeting held on 17th September, 2016 and at 5th Annual General Meeting held on 27th July, 2019 and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government, if necessary and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, the Consent of the Shareholders of the Company be and is hereby accorded to the following components of revised Remuneration, benefits and amenities, paid/payable to Dr. Ashok Kumar (DIN : 07111155), Executive Director, with effect from 01st April, 2020 till the remainder of his term of appointment, that is, 27th May, 2021 as under:

- 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.
- 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.

The other components of remuneration, terms and conditions as set out in the Special Resolution passed by Shareholders at their 2nd & 5th Annual General Meetings held on 17th September, 2016 and 27th July, 2019 respectively remaining unaltered.”

Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item Nos. 5 to 11 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 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) and SEBI

vide its Circular dated 12th May, 2020 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 06th 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) 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.
- 6) 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.
- 7) 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.
- 8) 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.
- 9) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the e-AGM along with the Annual Report 2019-20 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 2019-20 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 Depository Limited (NSDL) at www.evoting.nsdl.com.
- 10) Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
- 11) 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 12th August, 2020 through email on investors.relations@pudumjee.com / vinay.jadhav@pudumjee.com. The same will be replied by the Company suitably.