

PUDUMJEE PAPER PRODUCTS LIMITED



PUDUMJEE

**ANNUAL REPORT
2021 - 2022**

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

BANKERS :

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

AUDITORS :

J. M. AGRAWAL & COMPANY

REGISTERED OFFICE :

THERGAON, PUNE 411 033.

REGISTRAR & TRANSFER AGENTS :

KFIN TECHNOLOGIES LIMITED

UNIT : PUDUMJEE PAPER PRODUCTS LIMITED

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

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

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

PUDUMJEE PAPER PRODUCTS LIMITED

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

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

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

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

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

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

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

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

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

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

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

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

of unutilized leave at the end of the tenure.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Notes:

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