PUDUMJEE

**PUDUMJEE PAPER PRODUCTS LIMITED**
Registered Office: Thergaon, Pune – 411033.
CIN: L21098PN2015PLC153717, Tel.: 020-40773423, Fax: 020-40773388
Website: www.pudumjee.com, E-mail: investors.relations@pudumjee.com

## NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Ministry of Corporate Affairs (the "MCA") has vide its General Circular Nos.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June 2020 and No. 33/2020 dated 28th September, 2020 (collectively referred to as "MCA Circulars") that the resolution appended below is proposed to the Members of the Company to be passed as a Special Resolution by way of Postal Ballot only through Remote E-voting process.

In view of the continuing Covid-19 pandemic and in compliance with the aforesaid MCA Circulars, the Company will send Postal Ballot Notice only through electronic mode (i.e. through e-mail) to those Members whose e-mail addresses are registered with the Company/Depositories. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are requested to communicate their assent or dissent through the Remote E-voting system only.

The Company is desirous of seeking your consent for the proposal contained in the below mentioned Resolution. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration and approval.

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

**SPECIAL BUSINESS:**

**Item No. 1:**

To consider and approve Alteration of Object Clause in the Memorandum of Association of the Company and, if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the Consent of the Members of the Company, be and is hereby accorded for substitution of the below

mentioned Object Clause in place of the exiting Object Clause of the Memorandum of Association of the Company.

**OBJECT CLAUSE:**

**3RD a.**

1. To carry on the business of manufacturers, buyers, sellers, importers, traders, exporters of and dealers in all kinds and classes of paper, board and pulp and all other related raw materials, including Specialty paper, writing paper, printing paper, news-printing paper, absorbent paper, wrapping paper, all types of papers coated/laminated with materials like polythene, polypropylene, other polymers either organic or otherwise, natural and or synthetic waxes, natural and or synthetic rubber and such other products, wrapping paper, tissue paper, paper napkins, paper towels and all types of hygiene products made of paper or otherwise, dispensers, cover paper, blotting paper, filter paper, antique paper, ivory-finished paper, coated paper, art paper, bank or bond paper, badami, brown or buff paper, bible paper, cartridge paper, clothlined paper, azure-laid paper, cream-laid and wove paper, Décor paper glassine, waxed paper, greaseproof paper, gummed paper, hand-made paper, parchment paper, drawing paper, all kinds of kraft paper, manilla paper, envelope paper, tracing paper, vellum paper, water proof paper, carbon paper, sensitized paper, chemically treated paper, litmus paper, photographic paper, glass paper, emery paper, paste-board, card-board, straw-board, grey-board, mill-board, pulp-board, leather-board, corrugated board, box board, duplex and triplex board, laminated board, hardboard, plywood board, chromoboard, plastic board, coated boards, machine coated board, cartons, paper bags, paper boxes, posts-cards, visiting cards, all other kinds of paper whatsoever, soda pulp, mechanical pulp, sulphite pulp, and all kinds of articles in the manufacture of which in any forms, paper, board or pulp is used, and also to deal in design, manufacture, sell or otherwise deal in all kinds of printing, publication, stationery and stationery products, pharmaceutical, nutraceutical, and packaging solutions for consumer, industrial, scientific, other applications, whether flexible or rigid, and all such products and activities connected to the foregoing all kinds of packaging services like packaging and/or application machinery, and material whether containing paper or pulp based product or not, including laminates made by combining different materials, all types and forms of containers, closures, bags, pouches, portion packs, cellulosic fibres and any other fibre products made out of such fibres, any other article or things of a character similar or analogous to the foregoing or connected therewith including all allied downstream value added products, to process, treat and to do other experimentation, to work out special kinds of products, papers, boards and pulp; and manufacture and deal in the same and other produce, by-products, co-products, joint-products and commodities connected therewith including processing and disposal of waste and its products, to manufacture and deal in caustic soda and bleaching agents and their products and by-products and to manufacture, process and deal in lime, clay salt, orhres, chemicals and materials required in the manufacture of pulp paper and board and all and every other article connected therewith.

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company, be and are hereby, severally, authorised, to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, as may be considered desirable or expedient by the Board in the best interest of the Company and its Members."

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

Sd/-
Vinay Jadhav
Company Secretary
(ICSI Membership No.: A30228)

Date: 22nd October, 2020
Place: Pune

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts and reasons for the proposed resolution is annexed hereto.

2. In Compliance with the aforesaid MCA Circulars, the Notice of Postal Ballot ("the Notice") containing instruction is being sent only through electronic mode (i.e. through e-mail) to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 20th November, 2020 (hereinafter called as "Cut-off Date") and whose email addresses are registered with the Company/Depositories on the said date.

3. A copy of this Notice of Postal Ballot will also be available on the Company's website at www.pudumjee.com, and on the Website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the Website of KFin Technologies Private Limited ("KFintech / RTA") at https://evoting.kfintech.com.

4. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible for Remote e-voting. A person who is not member on Cut-Off date should treat this notice for information purpose only.

5. Documents referred to in the Notice and the explanatory statement shall be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to investors.relations@pudumjee.com for the same.

6. The Board of Directors of the Company has appointed Ms. Savita Jyoti (Membership No. FCS 3738 & Certificate of Practice No. 1796), Hyderabad, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner.

7. In compliance with provisions of Sections 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing Remote e-voting facility to enable Members of the Company to cast their votes electronically on the matters included in this Notice. The Company has appointed M/s. KFin Technologies Private Limited (hereinafter called as "KFintech" / "RTA") for facilitating Remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

8. The remote e-voting period commences from Thursday, the 26th November, 2020 (9:00 a.m. IST) to Friday, the 25th December, 2020 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date i.e., Friday, 20th November, 2020, may cast their vote electronically. The Remote e-voting module shall be disabled by KFintech for voting thereafter and the voting shall not be allowed beyond the said date and time.

9. The Resolution, if passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Friday, the 25th December, 2020 and as if it has been passed at a General Meeting of the Members.

10. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, Institutional Members / Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., authorising its representative to vote through remote e-voting. The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to savitajyotiassociates05@gmail.com, with a copy marked to einward.ris@kfintech.com.

11. Upon completion of the scrutiny of electronic votes, the Scrutinizer will submit her report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be announced on Saturday, 26th December, 2020. The said results would be displayed at the Registered Office of the Company and on its website at www.pudumjee.com and on the website of KFintech at https://evoting.kfintech.com and simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.

12. 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.

13. **THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:**

**A.** In case a Member receives an e-mail from KFintech [for Members whose e-mail id are registered with the Company/Depository Participant(s)] informing them of their User Id and Password:

(i) Open your web browser during the voting period and navigate to https://evoting.kfintech.com.

(ii) Enter the login credentials. Your Folio/DP Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote:

| | |
|---|---|
| User-ID | For Members holding shares in Demat Form:-<br>a) For NSDL :-8 Character DP ID followed by 8 Digits Client ID<br>b) For CDSL:- 16 digits beneficiary ID<br>c) For Members holding shares in Physical Form:-<br>Event Number followed by Folio Number registered with the Company |
| Password | Your unique password is sent via email forwarded through the electronic notice. In case you do not remember password then click on forgot password option to reset the same. |
| Captcha | Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |

(iii) After entering these details appropriately, click on "LOGIN".

(iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, system will prompt you to select the 'EVENT' (E-voting Event Number of the Company).

(vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

(viii) Members holding multiple folios / Demat accounts shall choose the voting process separately for each of the folios / Demat accounts.

(ix) You may then cast your vote by selecting an appropriate option and click on "SUBMIT"

(x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.

**B. OTHERS INSTRUCTIONS:**

(i) Once the vote on a resolution is cast by the Members, they shall not be allowed to change it subsequently.

(ii) in case of any queries, please refer Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of https://evoting.kfintech.com or call on Toll Free Number: 1800-345-4001 or contact Mr. S. V. Raju, Deputy General Manager, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 at +91-040-67162222 or email at einward.ris@kfintech.com.

(iii) 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 the cut-off date being Friday, 20th November, 2020

**C. IN CASE OF MEMBERS HAVE NOT REGISTERED THEIR EMAIL ADDRESSES:**

In view of the continuing Covid-19 pandemic and in compliance with the aforesaid MCA Circulars, the Company will send Postal Ballot Notice only through electronic mode (i.e. through email) and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are requested to communicate their assent or dissent through the Remote e-voting system only.

Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

A. In view of the MCA Circulars, Members who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: https://ris.kfintech.com/clientservices/postalballot/ and following the registration process as guided thereafter and mentioned herein below:

**Electronic Holding:**

(a) Visit the link https://ris.kfintech.com/clientservices/postalballot/
(b) Select the Company name
(c) Member to enter DPID-CLID / Folio No. and PAN No.
(d) Member to enter the email id and Mobile Number

(e) System check the authenticity of the client id and PAN and send the different OTPs to Mobile and Email to Validate.
(f) Member to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. only).
(g) System confirms the email id for the limited purpose of serviced postal ballot notice.
(h) System will send the notice & procedure for e-voting to the email given by Member.

**Physical Holding:**

(a) Visit the link https://ris.kfintech.com/clientservices/postalballot/
(b) Select company name
(c) Member to enter physical Folio No and PAN No.
(d) If PAN No is not available in the records, Member to enter one of the Certificate No.
(e) Member to enter the email id and Mobile No.
(f) System check the authenticity of the Folio No. and PAN/Certificate No and send the different OTPs to Mobile and Email to Validate.
(g) Member to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. only).
(h) If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
(i) System confirm the registration of email id.
(j) System will send the notice & procedure for e-voting to the "email "given by Member.

Post successful registration of the email address, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, Member may write to einward.ris@kfintech.com.

B. It is clarified that for permanent registration of email address, the Members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 by following due procedure.

C. Those Members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

**ANNEXURE TO THE NOTICE**

The following explanatory statement sets out all the material facts relating to Item of business as mentioned in Item No. 1 in the accompanying Notice dated 22nd October, 2020.

Item No. 1:

At present your Company is in the business of Manufacturing and sale of various varieties of Paper including Specialty Paper and also carrying on business of manufacturing/trading of Hygiene Products. The proposed Object Clause, also enables Company to take up in future, business of allied products, downstream value added products, packaging products and services. For this purpose, the existing Object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover abovementioned business.

Accordingly, in terms of Section 13 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, it is proposed, to seek an approval of the Members by way of Special Resolution through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available on the website of the Company viz. www.pudumjee.com for inspection by the Members.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sd/-
Vinay Jadhav
Company Secretary
(ICSI Membership No.: A30228)

Date: 22nd October, 2020
Place: Pune