

## PUDUMJEE PULP & PAPER MILLS LIMITED

### NOTICE

The Fiftieth Annual General Meeting of the Shareholders of Pudumjee Pulp & Paper Mills Limited will be held at the Registered Office of the Company at Thergaon, Pune 411 033 on Saturday, the 19<sup>th</sup> day of September, 2015 at 12.00 noon (ST) to transact the following business :

- 1) To receive, consider and adopt the Audited standalone and consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 comprising the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 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. Ved Prakash Leekha (DIN: 00048568), 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 2014-2015.
- 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 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 Messrs Khare & Co., Chartered Accountants (FRN 105100W), the Auditors of the Company from the conclusion of this meeting till the conclusion of 51<sup>st</sup> 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 appoint a Director in place of Ms. Preeti Mehta who was appointed as an Additional Director of the Company with effect from 1<sup>st</sup> November, 2014 pursuant to Section 161 of Companies Act, 2013 and Article 126 of the Articles of Association and holds office only upto the date of this Annual General Meeting by reason of the provisions of Section 161 of the Companies Act, 2013 and being eligible offers herself for reappointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature to the office of a Director in accordance with the provisions of the Section 160 of the Companies Act, 2013 and if thought fit, to pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Ms. Preeti Mehta (DIN: 00727923), who submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and who is eligible for reappointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) year with effect from 19<sup>th</sup> September, 2015 to 18<sup>th</sup> September, 2020”.

- 6) To appoint a Director in place of Dr. Ashok Kumar, who was appointed as an Additional Director of the Company with effect from 2<sup>nd</sup> March, 2015 pursuant to Section 161 of the Companies Act, 2013 and Article 126 of the Articles of Association and holds office only upto the date of this Annual General Meeting by reason of the provision of Section 161 of the Companies Act, 2013 and being eligible offer himself for reappointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature to the office of a Director in accordance with the provisions of the Section 160 of the Companies Act, 2013 and if thought fit to pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or

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re-enactment thereof for the time being in force), Dr. Ashok Kumar (DIN : 07111155) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

- 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 provisions of Section 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 as may be necessary, Dr. Ashok Kumar (DIN: 07111155) be and is hereby appointed as an Executive Director of the Company for a period of Five (5) years with effect from 2<sup>nd</sup> March, 2015, AND THAT consent of the Company be and is hereby accorded to the following remuneration, payments, benefits and amenities for an initial period of 3 years and the terms of the appointment of Dr. Ashok Kumar, with a power to the Board of Directors to alter or vary from time to time at the discretion of Board of Directors, so however that they do not exceed the permissible limits laid down under Schedule V of 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 the Board of Directors, perform such services and duties and exercise such powers as may from time to time be entrusted to him by the Board of Directors, Executives Chairman and Managing Director.
  - b. Remuneration at the rate of ₹ 5,20,000/- 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 ₹ 1,65,000/- 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 Pension/Superannuation Scheme.
  - 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.
- Provided that in the event of absence or inadequacy of profits in any year the said remuneration as stated in clause (b) above together with the payments, benefits and amenities shall nevertheless be paid or allowed as minimum remuneration for such year”.

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

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“RESOLVED THAT in partial modification of special resolution passed at 49<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> September, 2014 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 approval of the 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, approval of the Company be and is hereby accorded to the payment of following revised remuneration to Mr. Arunkumar Mahabirprasad Jatia (DIN : 01104256), Whole-time Director, designated as Executive Chairman with effect from 1<sup>st</sup> July, 2015 for the remaining period of his tenure upto 31<sup>st</sup> May, 2019 :

- (a) Remuneration at the rate of ₹ 6,50,000/- 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 ₹12,00,000/- per month.
- (c) Expenses on electricity, gas, water and furnishing 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 dependent children.
- (e) Leave Travel Assistance to cover air or first class air-conditioned railway fare for himself, his wife and dependent children once in a year to and from any place in India and abroad.
- (f) Membership fees including entrance and other fees for any two clubs.
- (g) Personal accident insurance premium.
- (h) Benefits and Amenities :
  - a) Company's contribution to Provident Fund and Pension / Superannuation Fund as per Company's Rules;
  - b) Gratuity as per the Company's rules applicable to its Executive Staff Members.
- (i) (i) Annual leave with full pay and other benefits for a period of one month with benefit of encashment of unutilized leave.
  - (ii) Sick and casual leave as per Company's rules applicable to its Executive staff members.
- (j) Maintenance of telephones at his place of residence and mobile phones at the entire cost of the Company.
- (k) 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 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 severally authorised to do all such acts, matters, deeds and things and to take such step as expedient or desirable to give effect to this Resolution.”

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

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“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the provisions of Clause 49(VII) of the Listing Agreement, the 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 already entered into and further authorized to deal in related party transaction(s) as under :

Sr. No.	Name of the Related Party	Nature of Transaction	Aggregate Amount of transaction in a year	Duration of Agreement
1	Pudumjee Hygeine Products Limited	Leave and License Agreement to provide office premises.	₹ 58000/- per Month.	2 Years w.e.f. 1 <sup>st</sup> October, 2014
2		Agreement for Purchase of tissue papers, Napkins, Towels, etc. at Market based rates	About ₹ 10 lacs for each financial year	Continuous arrangement.
3	Thacker & Company Limited	Leave and License Agreement to provide office premises	₹ 15000/- per Month.	5 Years w.e.f. 18 <sup>th</sup> December, 2013

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”.

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

“RESOLVED THAT the consent 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 members of the Company and 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”.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby approves the remuneration of ₹1,35,000/- to Messrs Y.R. Doshi & Co., Cost Accountants in Practice (FRN 000003), who have been appointed by the Board of Directors of the Company as the Cost Auditors of the Company, to conduct the audit of the Cost Records of the Company relating to “PAPER” for the Financial Year ending 31<sup>st</sup> March, 2016.”

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and subject to such approvals, sanctions as may be necessary, and in partial modification of the Special Resolution passed by the Shareholders at their Annual General Meeting held on 13<sup>th</sup> September, 2014, consent of the Company be and is hereby accorded to following revised remuneration payable to Mr. Ved Prakash Leekha (DIN : 00048568), the Managing Director of the Company, with effect from 01<sup>st</sup> April, 2015 till 31<sup>st</sup> March, 2017, the other provisions of the said Special Resolution remaining unaltered :

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- (a) Remuneration at the rate of ₹ 6,45,000/- 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 ₹ 2,30,000/- per month.

AND THAT in the event of absence or inadequacy of profits in any year the said remuneration as stated above together with the payments, benefits and amenities shall nevertheless be paid or allowed as minimum remuneration for such year.”

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and subject to such approvals, sanctions as may be necessary, and in partial modification of the Special Resolution passed by the Shareholders at their Annual General Meeting held on 13<sup>th</sup> September, 2014, consent of the Company be and is hereby accorded to following revised remuneration payable to Mr. S. K. Bansal (DIN: 00031115), the Whole-time Director of the Company, with effect from 01<sup>st</sup> April, 2015 till 31<sup>st</sup> March, 2017, the other provisions of the said Special Resolution remaining unaltered :

- (a) Remuneration at the rate of ₹ 5,20,000/- 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 ₹ 1,65,000/- per month.

AND THAT in the event of absence or inadequacy of profits in any year the said remuneration as stated above together with the payments, benefits and amenities shall nevertheless be paid or allowed as minimum remuneration for such year.”

### Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Items Nos. 5 to 13 is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
- 3) The Register of Members and Transfer Books of the Company will be closed from Tuesday, 8<sup>th</sup> September, 2015 to Saturday, 19<sup>th</sup> September, 2015 (both days inclusive).
- 4) The Dividend, when sanctioned, will be paid on and from 25<sup>th</sup> September, 2015 to those shareholders whose names stand on the Company's Register of members as holders of the shares on 19<sup>th</sup> September, 2015. The dividend in respect of shares held in the electronic form will be paid to the beneficial owners of the shares as at the close of business hours on 7<sup>th</sup> September, 2015 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.
- 5) Under the Companies Act, 1956 and 2013, dividends that are unclaimed for a period of seven years are required to be transferred to The Investor Education and Protection Fund (IEPF) administrated by

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the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 13<sup>th</sup> September, 2014 (date of last Annual General Meeting) on the website of the Company ([www.pudumjee.com](http://www.pudumjee.com)), as also on the website of the Ministry of Corporate Affairs.

The unclaimed Dividend for the year 2007-08 will be deposited to IEPF on or before 28<sup>th</sup> September, 2015.

As such, shareholders, who have not so far encashed dividend warrants of earlier years are requested to, immediately, return the outdated warrants to the Company or write to us to enable the Company to issue duplicate warrants/demand drafts in lieu thereof.

- 6) Members are requested to write/intimate to Company's Registrar and Transfer Agents for the purpose of changes, in their registered addresses, profile details for sending future communication(s), any query in connection with claiming the unclaimed and unpaid dividends, etc.
- 7) Documents referred to in the notice and the explanatory statement shall be available for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 2.00 p.m. to 4.00 p.m. except holidays, upto the date of the Meeting of the Company. The Register of Directors and Key Managerial Personnel and their Shareholdings and Register of Shareholders, are available for inspection at the Registered office of the Company.
- 8) 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 Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- 9) 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 id, 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 email id can request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode by registering their valid email id with the Company / Registrar and 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 Karvy Computershare Pvt. Ltd (in case of Shares held in physical form).

- 10) Members/proxies are requested to bring the copies of annual reports to the meeting.

**11) Voting through electronic means :**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, 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 AGM ("remote e-voting") will be provided by Karvy Computershare Pvt. Ltd., appointed for the purpose by the Company as authorised agency. Remote e-voting is optional.

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The detailed instructions for remote E-Voting are as under :

**A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/Depositories) :**

- i. Open the e-mail and also open PDF file namely “PPPM E-VOTING PDF”/“<https://www.evoting@karvy.com>” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL:https://www.evoting@karvy.com.
- iii. Click on Shareholder – Login.
- iv. if you are already registered with Karvy for e-voting then you can use your existing user ID and password.
- v. if you are logging in for the first time, please enter the user ID and password provided in the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
- viii. Select “EVEN” (E-Voting Event Number) of Karvy Computershare Pvt. Ltd. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- x. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi. Once the vote on the resolution is cast, the Members shall not be allowed to change it subsequently.
- xii. Institutional 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail:- [savitajyotiassociates05@gmail.com](mailto:savitajyotiassociates05@gmail.com), with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual – Shareholders, available at the downloads section of [www.evoting.karvy.com](http://www.evoting.karvy.com).

**B. In case a Member receives physical copy of the Notice of AGM (for Members whose email address are not registered with the Company/ Depositories) :**

- i. Initial password is provided in the enclosed form : EVEN (E-voting Event Number), User ID and password.
- ii. Please follow all steps from Sl. No.(ii) to Sl. No.(xiii) above, to cast vote.

**C. Other Instructions :**

- i. The Remote e-voting period commences on Wednesday, the 16<sup>th</sup> September, 2015 (9.00 a.m. IST) and ends on Friday, the 18<sup>th</sup> September, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **12<sup>th</sup> September, 2015**, may cast their vote electronically. The remote e-voting module shall be



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disabled by Karvy Computershare Pvt. Ltd. for voting thereafter. The member 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 their vote again.

- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on **12<sup>th</sup> September, 2015**.
- iii. Mrs. Savita Jyoti, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, 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 three days 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 of the Company, who shall countersign the same.
- v. The results declared alongwith the Scrutiniser's Report shall be placed on the Company's website [www.pudumjee.com](http://www.pudumjee.com) and on the website of Karvy - [www.evoting.karvy.com](http://www.evoting.karvy.com) and communicated to the Stock Exchanges.
- vi. Those shareholders who do not have access to remote e-voting facility may write to Registrar and Share Transfer Agent, M/s. Karvy Computershare Pvt. Ltd. or to the Company for Ballot Paper which after filling up should reach to the Scrutinizer's, Ms. Savita Jyoti c/o M/s. Karvy Computershare Pvt. Ltd. on or before 15<sup>th</sup> September, 2015.

By Order of the Board,  
**Pudumjee Pulp & Paper Mills Limited,**

**R. M. KULKARNI**  
Company Secretary.

Registered Office:  
Thergaon, Pune-411033.  
Tel: +91-20-30613333,  
Fax : +91-20-3061 3388  
CIN: L21012MH1964PLC013058  
Web Site : [www.pudumjee.com](http://www.pudumjee.com).  
1<sup>st</sup> August, 2015



## PUDUMJEE PULP & PAPER MILLS LIMITED

### 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 Serial Nos. 5 to 13 under Special Business in the accompanying Notice dated 1<sup>st</sup> August, 2015 convening the Annual General Meeting.

#### ITEM NO. 5

During the year, the Board of Directors of the Company has appointed Ms. Preeti Mehta as an Additional Director of the Company at its meeting held of 1<sup>st</sup> November, 2014. She holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

The Company has received declaration from her that, she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on 30th May, 2015 and in the opinion of the Board, she fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement and is independent to the management. She does not hold any equity shares in the Company.

The Company has also received notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Preeti Mehta for the office of director of the Company.

In view of above, it is proposed to appoint Ms. Preeti Mehta as an Independent Director of the Company for a term up to 5 (five) consecutive years commencing from the date of the this Annual General Meeting.

Names of companies in which she holds directorships and memberships /chairmanships of Board Committees, her shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges, is provided in the Corporate Governance Report forming part of the Annual Report.

Ms. Preeti Mehta, B.A., LLB is an advocate and solicitor by profession and is a partner in Kanga & Co. a leading firm of solicitors in Mumbai. Keeping in view, her expertise and knowledge, it will be in the interest of the Company that Ms. Preeti Mehta is appointed as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution for approval of the members.

Except Ms. Preeti Mehta, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, in the proposed Ordinary Resolution as set out in Item No. 5 of this Notice.

#### ITEM NO. 6

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 14<sup>th</sup> February, 2015, has appointed Dr. Ashok Kumar as an Additional Director of the Company with effect from 2<sup>nd</sup> March, 2015. He holds office upto the date of the this Annual General Meeting pursuant to section 161 of the Companies Act, 2013. The Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

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. He does not hold any Equity Share in the Company.

Except for Dr. Ashok Kumar, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, in the proposed Resolution.

The Board recommends the resolution for approval of the members. Members may note that Dr. Ashok Kumar is also proposed to be appointed as an Executive Director of the Company as per Resolution set out at Item No. 7 of the Notice.

#### ITEM NO. 7

Pursuant to sections 196 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act, the

appointment and remuneration payable to Dr. Ashok Kumar is proposed at the Annual General Meeting for members approval.

Nomination and Remuneration Committee at its Meeting held on 30<sup>th</sup> May, 2015 has recommended the appointment of Dr. Ashok Kumar as an Executive Director after satisfying all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his appointment.

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. He does not hold any Equity Share in the Company. The Board is of the view that Dr. Ashok Kumar's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members as per Resolution set out at Item No. 7 of the Notice.

Apart from Dr. Ashok Kumar who would be interested in his appointment and remuneration, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the proposed Special Resolution.

The Directors recommend the Special Resolution to the members for their approval.

**ITEM NO. 8**

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, at its meeting held on 17<sup>th</sup> May, 2014 appointed Mr. Arunkumar Mahabirprasad Jatia as a Whole-time Director designated as Executive Chairman of the Company for a period of 5 years with effect from 1<sup>st</sup> June, 2014 to 31<sup>st</sup> May, 2019. The said appointment and payment of remuneration to him for a period of three years was also approved by the shareholders at the Forty Ninth Annual General Meeting of the Company held on 13<sup>th</sup> September, 2014. Since at the time of appointment Mr. Jatia was a foreign citizen, his appointment was also approved by the Central Government vide its approval letter dated 17<sup>th</sup> November, 2014.

Mr. Jatia is associated with the Company for more than 17 years and has contributed towards the growth of Company. Mr. Jatia is B.S. (Finance & Business Economics) with wide experience in business and finance.

The Nomination and Remuneration Committee had at its meeting held on 30<sup>th</sup> May 2015, approved a revision in one of the components, detailed below, of remuneration payable to Mr. Arunkumar Mahabirprasad Jatia and recommended the same to the Board of Directors.

<b>Existing term of remuneration as approved by shareholders at the 49<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> September, 2014</b>	<b>Proposed revision in Remuneration of Mr. Arunkumar Mahabirprasad Jatia</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 ₹ 2,00,000/- per month.	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 ₹ 12,00,000/- per month.

The Board of Directors by a resolution passed on May 30, 2015 approved a revision in remuneration payable to Mr. Arunkumar Mahabirprasad Jatia, Executive Chairman with effect from 1<sup>st</sup> July, 2015 for the residual period of his tenure upto 31<sup>st</sup> May, 2019.

The revision in remuneration of Mr. Arunkumar Mahabirprasad Jatia as stated above is subject to the approval of the Members and of the Central Government, and other statutory authorities, if any. All other terms and conditions in respect of his appointment as approved at the Annual General Meeting held on 13<sup>th</sup> September, 2014 remain unchanged.

Except Mr. Arunkumar Mahabirprasad Jatia, promoter, who together with his children hold in aggregate 77,81,957 shares of the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, in the proposed Special Resolution.

The Resolution as set out in Item No. 8 of the Notice is recommended by the Directors to be passed as Special Resolution.

## PUDUMJEE PULP & PAPER MILLS LIMITED

A copy of the approval of Central Government dated 17<sup>th</sup> November, 2014, is open for inspection by the members at the Registered Office of the Company between 2.00 p.m. to 4.00 p.m. on any working day except Sunday.

### ITEM NO. 9

Pursuant to the provisions of the Companies Act, 2013 and Revised clause 49 of the Listing Agreement provides that, all existing material related party contracts or arrangements which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014.

In compliance with the above provisions the agreements already entered into and the transactions to be continued with the parties as specified in the proposed special resolution are placed for your approval. It may be noted that, the related parties to the transaction shall abstain from voting on such resolutions.

Pudumjee Hygiene Products Ltd and Thacker & Company Ltd. are related parties. Mr. A. K. Jatia may be deemed to be interested in these related parties.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in proposed resolution.

The Resolution at Item No. 9 of the Notice is recommended by the Directors to be passed as a Special Resolution.

### ITEM NO. 10

The Board of Directors at their meeting held on 30<sup>th</sup> May, 2015 approved and recommended the invitation and acceptance of fixed deposits from the members and the General Public pursuant to Section 73 to 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 to meet the working capital needs.

In compliance with the above provisions of the Act and the Rules, the Company is required to obtain approval of its shareholders for acceptance of Fixed Deposits from the members of the Company and 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 and as has been allowed by Central Government will be insured as and when insurance cover will be available in market or till 31<sup>st</sup> March, 2016 whichever is earlier.

Pursuant to the Companies (Acceptance of Deposits) Rules, 2014 proposed "Circular or circular in the form advertisement" for Deposit Scheme will be valid until expiry of the six months from the date of closure of Financial Year in which it is issued or until the date on which the financial statements are laid before the company in Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Resolution at Item No. 10 of the Notice is recommended by the Directors to be passed as a Special Resolution.

### ITEM NO. 11

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 Messrs Y. R. Doshi & Co., the Cost Accountants to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending 31<sup>st</sup> March, 2016, at a remuneration of ₹ 1,35,000/- lacs.

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 members 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. 11 of the Notice is recommended by the Directors to be passed as a Ordinary Resolution.

**ITEM NO. 12**

Mr. Ved Prakash Leekha, the Whole-time Director of the Company since 1<sup>st</sup> April, 2000, was last re-appointed as Managing Director of the Company for a period of 5 years with effect from 1<sup>st</sup> April, 2014 and the remuneration and other benefits were fixed for a period of 3 years from that date.

The Management now proposes to revise his remuneration and other benefits with effect from 01<sup>st</sup> April, 2015 till 31<sup>st</sup> March, 2017 as given in the accompanying resolution.

Mr. Ved Prakash Leekha is a B.E. (Mechanical) and has been associated with the Company since 2000. He has a wide and varied experience of over four decades in Paper Industry. The Board of Directors and its Nomination and Remuneration Committee at their meetings held on 01<sup>st</sup> August, 2015 have approved and recommended the payment of the revised remuneration as aforesaid.

Except Mr. Ved Prakash Leekha, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, in the proposed Special Resolution.

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

**ITEM NO. 13**

Mr. Surendra Kumar Bansal was appointed as Whole-time Director of the Company with effect from 1<sup>st</sup> February, 2005, was last re-appointed for a period of 5 years with effect from 1<sup>st</sup> April, 2014 and the remuneration and other benefits were fixed for a period of 3 years from that date.

The Management now proposes to revise his remuneration and other benefits with effect from 01<sup>st</sup> April, 2015 till 31<sup>st</sup> March, 2017 as given in the accompanying resolution.

Mr. S.K. Bansal is a Bachelor of Commerce, Associate member of the Institute of Chartered Accountants of India and of the Institute of Company Secretaries of India and has been associated with the Company since 1984. He has a wide and varied experience in finance, accounts, corporate law and taxation matters. The Board of Directors and its Nomination and Remuneration Committee at their meetings held on 01<sup>st</sup> August, 2015 have approved and recommended the payment of the revised remuneration as aforesaid.

Except Mr. S. K. Bansal, who holds NIL shares, his relatives hold 206 shares of the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, in the proposed Special Resolution.

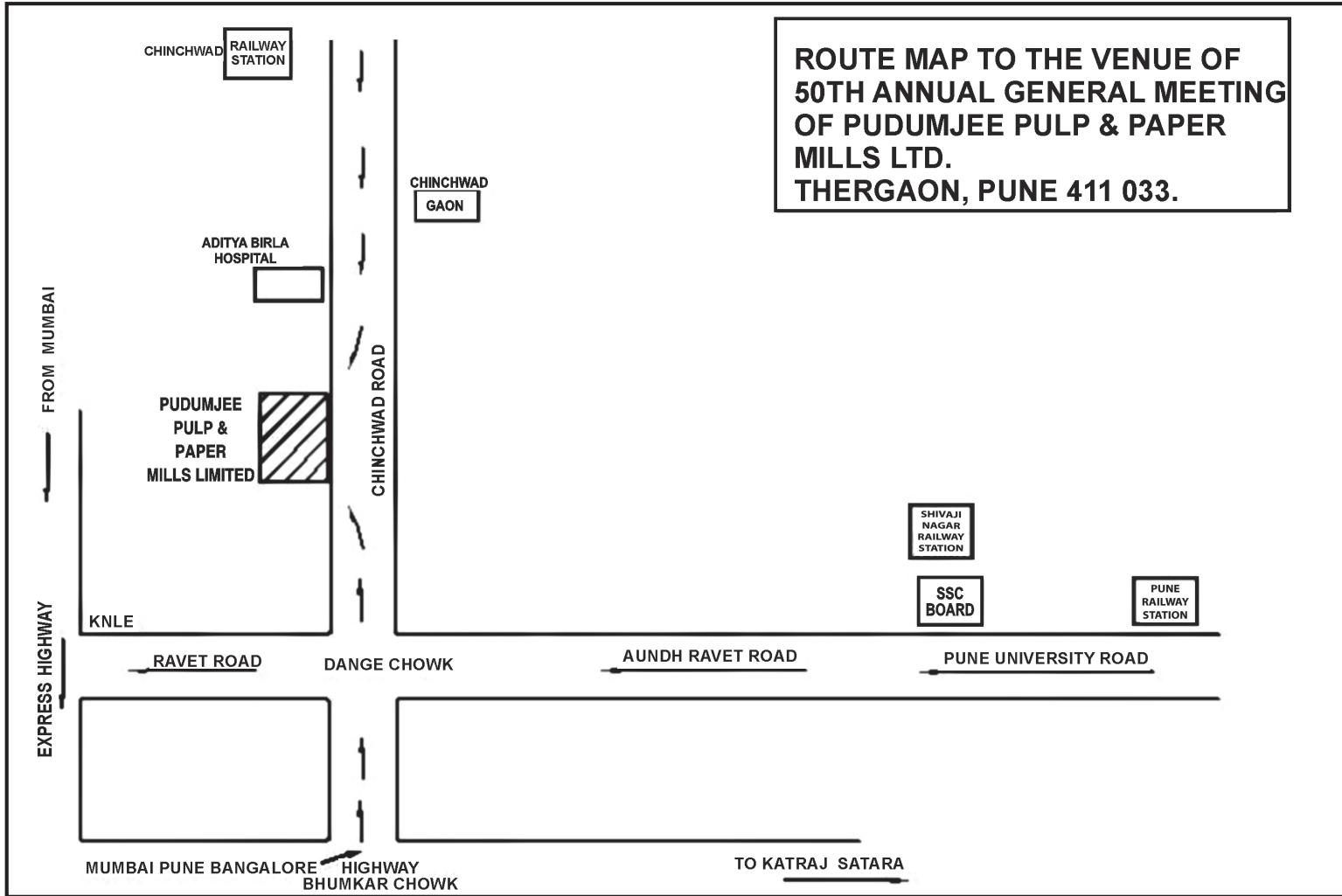
The Resolution at Item No.13 of the Notice is recommended by the Directors to be passed as a Special Resolution.

By Order of the Board,  
**Pudumjee Pulp & Paper Mills Limited,**

**R. M. KULKARNI**  
Company Secretary.

Registered Office:  
Thergaon, Pune-411033  
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CIN : L21012MH1964PLC013058  
Web Site : www.pudumjee.com.  
1<sup>st</sup> August, 2015

**PUDUMJEE PULP & PAPER MILLS LIMITED  
ROAD MAP – AGM VENUE**



**ANNUAL REPORT 2014–2015**

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. A. K. Jatia, Executive Chairman, V. P. Leekha, Managing Director, S. K. Bansal, Whole-time Director and Dr. Ashok Kumar, Executive Director are furnished herein below:

**I. GENERAL INFORMATION :**

Nature of Industry	Paper Manufacturing and Real Estate	
Date or expected date of commencement of commercial production	January, 1968	
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 <sup>st</sup> March, 2015 (₹ in lacs)	
	Effective Capital	20,883.68
	Turnover	29,147.75
	Profit Before Tax	2,377.95
	Profit after Tax	2,026.95
	Dividend	15%
	Reserves (excluding revaluation reserve)	14,327.91
Foreign investments or collaborators, if any.	Not Applicable	

**II. INFORMATION ABOUT THE APPOINTEE :**

Name of the Appointee	Mr. A. K. Jatia	Mr. V. P. Leekha	Mr. S. K. Bansal	Dr. Ashok Kumar
Background Details	Mr. A. K. Jatia is the Director of the Company since 1998 and designated as the Chairman of the Company during 2012-13. He is appointed for 5 years as Whole-time Director designated as Executive Chairman of the Company with effect from 1 <sup>st</sup> June, 2014. Mr. Jatia is a B.S. (Finance & Business Economics) and has a wide and varied experience of over 32 years in Finance & Foreign Trade.	Mr. V. P. Leekha is Whole-time Director of the Company since 2000. He was last re-appointment as Managing Director of the Company with effect from, 01 <sup>st</sup> April, 2014. Mr. V. P. Leekha is a B.E. (Mechanical) and has a wide and varied experience of over four decades in Paper Industry.	Mr. S. K. Bansal was appointed as Whole-time Director of the Company since 2005. He was last re-appointed as Whole-time Director of the Company for a period of 5 years with effect from 01 <sup>st</sup> April, 2014.  Mr. S. K. Bansal is a Bachelor of Commerce and a member of the ICAI AND ICSI. He has over 32 years of experience in finance, legal and other matters.	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.
Past / Existing remuneration	Remuneration at the rate of ₹9,22,305/- per month (including Dearness Allowance) Break up per month : Remuneration ₹6,50,000 + House Rent Allowance ₹2,00,000 + perquisites ₹72,305 (i.e., total yearly remuneration ₹1,10,67,660/-)	Remuneration at the rate of ₹5,87,268/- per month (including Dearness Allowance) Break up per month : Remuneration ₹ 4,50,000 + House Rent Allowance ₹ 1,20,000 + perquisites ₹ 17,268 (i.e., total yearly remuneration ₹ 70,47,216/-).	Remuneration at the rate of ₹5,83,723/- per month (including Dearness Allowance) Break up per month : Remuneration ₹ 4,45,000+ House Rent Allowance ₹ 1,15,000 + perquisites ₹ 23,723 (i.e., total yearly remuneration ₹ 70,04,676/-).	Not Applicable (Appointed as Executive Director with effect from 2 <sup>nd</sup> March, 2015)
Recognition or Awards	NIL	NIL	NIL	NIL
Job Profile and his suitability	As a Director of the Company since 1998, Mr. Jatia has had a vast and wide experience of business administration and finance and foreign trade for over 32 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	As a Managing Director, Mr. V. P. Leekha, would be subject to the supervision and control of the Executive chairman and the Board of Directors, in overall charge of the Company's activities and in particular attend to all matters concerning production planning, manufacture, marketing and administration and shall perform such other duties and services and exercise such powers as shall, from time to time, be entrusted to him by the Board of Directors and the Executive Chairman of the Company.	Mr. S. K. Bansal is in charge of Company's Finance, Legal, commercial and administrative matters and performs such other duties and services and exercise such further powers as are from time to time, entrusted to him by the Board of Directors, Executive Chairman and Managing Director of the Company.	He is responsible for overall day to day operations of the Company under the supervision and control management of the Managing Director, Chairman and Board of Directors of the Company.

**PUDUMJEE PULP & PAPER MILLS LIMITED**

	Mr. A.K. Jatia	Mr. V. P. Leekha	Mr. S. K. Bansal	Dr. Ashok Kumar
		Mr. Leekha has a wide and varied experience of over four decades in Paper Industry in various positions. He has successfully carried out many capital expenditure programmes in the Company and in the Industry.		
Remuneration Proposed	<ul style="list-style-type: none"> <li>Remuneration at the rate of ₹18,50,000/- per month (including Dearness Allowance) Break up per month : Remuneration ₹ 6,50,000 + House Rent Allowance ₹ 12,00,000 (i.e., total yearly remuneration ₹2,22,00,000/-).</li> <li>Mr. A. K. Jatia is entitled to perquisites such as gas, electricity, medical expenses, furnishings, LTA, club fees, personal accident insurance, telephone, cars etc., estimated perquisites say ₹ 75,000/- per month (i.e. total yearly perquisites ₹ 9,00,000/-). He is also entitled to the benefits of contribution to Provident Fund/Superannuation Scheme, Gratuity.</li> </ul>	<ul style="list-style-type: none"> <li>Remuneration at the rate of ₹ 6,45,000/- per month including Dearness Allowance and</li> <li>Rent free furnished residential accommodation or an allowance in lieu thereof at the rate of ₹ 2,30,000/- per month. (i.e., total yearly remuneration ₹ 1,05,00,000).</li> <li>Mr. V. P. Leekha is also entitled to the benefits of contribution to Provident Fund/ Superannuation Scheme/ pension, Gratuity, and perquisites such as gas, electricity, medical expenses, furnishings, LTA, club fees, personal accident insurance, telephone, cars etc.</li> </ul>	<ul style="list-style-type: none"> <li>Remuneration at the rate of ₹5,20,000/- per month including Dearness Allowance and</li> <li>Rent free furnished residential accommodation or an allowance in lieu thereof at the rate of ₹ 1,65,000/- per month. (i.e., total yearly remuneration ₹ 82,20,000/-).</li> <li>Mr. S. K. Bansal is also entitled to the benefits of contribution to Provident Fund/Superannuation Scheme, Gratuity, and perquisites such as gas, electricity, medical expenses, furnishings, LTA, club fees, personal accident insurance, telephone, cars etc.</li> </ul>	<ul style="list-style-type: none"> <li>Remuneration at the rate of ₹ 5,20,000/- per month including Dearness Allowance and</li> <li>Rent free furnished residential accommodation or an allowance in lieu thereof at the rate of ₹ 1,65,000/- per month. (i.e., total yearly remuneration ₹ 82,20,000/-).</li> <li>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, furnishings, LTA, club fees, personal accident insurance, telephone, cars etc.</li> </ul>
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.	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	Mr. S. K. Bansal holds 206 equity shares of the Company.	NIL
<b>III. OTHER INFORMATION :</b>				
Reasons of loss or inadequate profits	The Company had adequate profits for payment of managerial remuneration in the last year. However, 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 managements 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 full capacity utilization, the profits are targeted to be achieved to be adequate for managerial remuneration.			
<b>IV. DISCLOSURES :</b>	As indicated above Under II "INFORMATION ABOUT THE APPOINTEE."			

Except for Mr. A. K. Jatia, Mr. V. P. Leekha, Mr. S. K. Bansal 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 Pulp & Paper Mills Limited,**

**R. M. KULKARNI**  
Company Secretary.

Registered Office :  
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Web Site : www.pudumjee.com.  
1<sup>st</sup> August, 2015





## **PUDUMJEE PULP & PAPER MILLS LIMITED**

Registered Office:- Thergaon, Pune – 411 033

Tel: +91-20-30613333, Fax: +91-20-30613388

**CIN:- L21012MH1964PLC013058**

Website : [www.pudumjee.com](http://www.pudumjee.com), Email : [sk@pune.pudumjee.com](mailto:sk@pune.pudumjee.com)

### **ATTENDANCE SLIP**

Please complete and sign this attendance slip and hand over at the entrance of the meeting hall.

1. Name and Registered Address of the sole / first named Shareholder :
2. Name(s) of the Joint Shareholder(s) if any :
3. Name of Proxy (if any) :
4. Registered Folio No./DPID & Client ID No. :
5. Number of Shares held :

I hereby record my presence at the 50th Annual General Meeting of the Company at its Registered Office at Thergaon, Pune 411 033, at 12.00 Noon (ST) on Saturday, the 19th day of September, 2015.

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Signature of the Member/Proxy