



PUDUMJEE

PUDUMJEE PULP & PAPER MILLS LIMITED

Regd. Office: Thergaon, Pune 411 033.

CIN: L21012MH1964PLC013058

website: www.pudumjee.com, e mail: sk@pune.pudumjee.com

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 under the Companies Act, 1956 to the extent applicable.

Dear Member(s),

NOTICE is hereby given that consent of the shareholders is sought in accordance with Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 under the Companies Act, 1956 to the extent applicable, through Postal Ballot and/ or e-voting by way of Special Resolutions:

- 1) To authorize Board of Directors to sell lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company,
- 2) To authorize Board of Directors to advance loan(s) or to provide security in connection with loan/give guarantee/make investments in excess of sixty percent of its paid up share capital, free reserves and security premium account or hundred percent of its free reserves and security premium account, whichever is higher pursuant to section 186 of Companies Act, 2013 and Rules framed thereunder.

Accordingly, draft resolutions for the aforesaid purposes and the statement of material facts with reference thereto are enclosed along with a Postal Ballot Form for your consideration and doing the needful.

Ms. Savita Jyoti, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Mr. S.K. Bansal, Director of the Company and Mr. R.M. Kulkarni, Company Secretary have been appointed as the persons responsible for the entire postal ballot process.

Please read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on Tuesday, 9th September, 2014.

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 under the Companies Act, 1956 to the extent applicable, the Company is pleased to offer e-voting facility as an alternate option for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. For this purpose, the Company has engaged the services of Karvy Computershare Pvt.Ltd. (KCPL) to provide e-voting facility to members of the Company. Detailed instructions to use this facility are given separately.

The Scrutinizer will submit her report to the Chairman/Director of the Company after completion of the scrutiny of the Postal Ballots and the result thereof will be announced by the Chairman/Director on **Saturday, 13th September, 2014** at the Registered Office of the Company at Thergaon, Pune 411 033. After the above declaration by the Chairman /Director, the result of the Postal Ballot will be posted on the Company's website viz. www.pudumjee.com and the website of Karvy Computershare Pvt.Ltd. viz <https://evoting.karvy.com>. and will be communicated to the Stock Exchange(s) where the Company's shares are listed.

DRAFT RESOLUTIONS:

1) 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 Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Article 73 of the Articles of Association of the Company, to leasing, mortgaging and/or charging by the Board of Directors of the Company of the whole or substantially the whole of the undertaking(s) immovable and movable properties of the Company wheresoever situate, present and future, in connection with the borrowings, loans from Banks, Financial Institutions and other Lenders, together with power to the lenders to takeover the management of the business and concern of the Company in certain events, to or in favour of any Financial Institution, Bank, Mutual Fund, Trustees for any instrument of debt or any other Body Corporate to secure any such borrowings by the Company in Indian Rupees or Foreign currency together with interest, compound/additional interest, commitment charge, premium on pre payment or on redemption, cost, charges, expenses and all other monies payable to such lenders in terms of their respective Loan/ Trusteeship Agreement

entered in to or to be entered into by the Company in respect of such borrowings, so however that the aggregate of all such borrowings do not exceed Rs.1000 Crores (Rupees One thousand crores).

“FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee of Directors so appointed by the Board) be and is hereby authorized to finalize and enter into with such Financial Institutions, Banks, Mutual Funds, Trustees or Other Bodies Corporate the relevant documents, instrument for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the above resolution”.

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

“RESOLVED THAT the Board of Directors be and are authorized to advance loan(s)/or provide security in connection with loan/give guarantees/make investments in excess of sixty percent of its paid up share capital, free reserves and security premium account or one hundred percent of its free reserves and security premium account, whichever is higher, pursuant to Section 186 of the Companies Act, 2013, and Rules framed thereunder, or any modification or amendment thereof from time to time,so however that the total amount to be lent, guarantees or security provided and investment in bodies corporate or other entities to be made by the Board of Directors of the Company shall not exceed Rupees 1000 crores (Rupees One Thousand Crores) AND FURETHER THAT the Board of Directors be and are hereby authorized:

- (a) To give any guarantee or provide any security from time to time in connection with the loans made or to be made by Banks, financial Institutions, bodies Corporate or other persons to any other person(s)/firm(s)/Bodies Corporate on such terms and conditions as the Board of Directors may deem fit and expedient and;
- (b) To make any loan(s) to or place any deposit(s) with Body/Bodies Corporate or other persons on such terms and conditions as the board of directors may deem fit and expedient.
- (c) To invest in the securities of any body corporate or government entity or persons.

AND THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and matters as may be necessary or expedient for giving effect to this resolution”.

Registered Office:

Thergaon, Pune – 411 033

Dated: 2nd June, 2014

By Order of the Board of Directors,

R.M. Kulkarni

Company Secretary

Notes :

1. The Explanatory Statement setting out material facts and the reasons for the proposed resolutions, pursuant to Section 102 of the Companies Act, 2013 is annexed.
2. The Notice is being sent to all the shareholders , whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL) as on 1st August, 2014.
3. The instructions for the benefit of shareholders regarding e-voting are as under:

(a) In case of shareholders receiving e-mail from KCPL:

- (i) Open e-mail and open PDF file viz. “PPPM e-voting.pdf” 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) Launch internet browser by typing the following [URL:https://evoting.karvy.com](https://evoting.karvy.com) Go to e-voting system. It will take you to <https://evoting.karvy.com>
- (iii) Click on Shareholder Sign in.
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (vi) Home page of e-voting opens. Click on e-voting: Active voting cycles.

- (vii) Select “EVEN” of Pudumjee Pulp & Paper Mills Limited.
- (viii) 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 you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholder (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 at scrutinizer at savitajyoti@yahoo.com with a copy marked to evoting@karvy.com

(b) In case of Shareholders receiving Notice by Post:

- (i) Initial password provided as below at the bottom of the Notice

EVEN (E Voting Event Number)	User ID	Password/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl No. (xii) above, to cast vote

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com>.
 - (d) If you are already registered with KCPL for e-voting, then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (f) Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative are being sent Notice of this General Meeting by e-mail and shareholders who have not registered their e-mail ID will receive Notice of this General Meeting by post. The ballot form can be downloaded from the link <https://evoting.karvy.com> or from the website of the Company www.pudumjee.com.
4. Notice of the Postal Ballot will be placed on the website of the Company at www.pudumjee.com and shall remain on website till the last date of receipt of the Postal Ballot Form from members.
 5. Kindly note that the shareholders can opt only one mode of voting. i.e. either by e-voting or by physical Ballot. If shareholder are opting for e voting, then do not vote by physical ballot also and vice versa. However, in case shareholders cast their vote by physical Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical mode will be treated as invalid.
 6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 1st August, 2014.
 7. The voting period shall commence on 10th August, 2014 at 9.00 A.M. and end on 6.00 P.M. on Tuesday, 9th September, 2014. The e-voting module shall also be disabled by KCPL at 6.00 p.m. on the same day.
 8. Members holding shares in dematerialized form are requested to intimate their address, bank details etc. to their respective DP's and those holding shares in physical form are to intimate the above said changes to the Registrar and Share transfer Agent of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS AND REASONS CONCERNING THE BUSINESS TO BE TRANSACTED THROUGH POSTAL BALLOT.

Resolution No. 1

The Company borrows money from Banks, Financial Institutions and other lenders for its Paper Manufacturing activities and also for other expansion plans and activities. These loans would be required to be secured by way of an equitable mortgage on the Company's block of assets and the whole of the undertaking of the Company with a power to takeover the management of business, concern and undertaking of the Company, in certain events. Since this may be deemed to be disposal of the company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it would be necessary for the members to pass a resolution under the said Section authorizing the Board of Directors to create such charge in favour of the Lenders.

In terms of Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management & Administration) Rules, 2014 and the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 under the Companies Act, 1956, to the extent applicable, approval of members by way of Special Resolution is sought through postal ballot.

The resolution is recommended for your approval.

None of the Directors, Key Managerial Personnel with their relatives are interested in this resolution.

Resolution No. 2

Pursuant to the provisions of section 186 of the Companies Act, 2013, the Company is authorized:

- a) To give any loan to any person or body corporate,
- b) To give any guarantee or provide security in connection with loan to any person or body corporate,
- c) To invest in the securities of any body corporate

in excess of 60% of the paid up share capital and its free reserves and Securities Premium Account or 100% of its free reserves and Securities Premium Account, if the prior approval of the shareholders by way of special resolution is obtained at a General Meeting.

As per the Balance Sheet of the Company as at 31st March, 2014, the aggregate of paid up capital and its free reserves is Rs. 14,986 Lacs (free reserves : Rs. 14166 Lacs).

In the course of the business of the Company, it may become necessary, in the interest of the Company, to make loans, or give guarantees, on behalf of other person/firm/body corporate or make investment in the securities of body corporate(s) and as such the Board of Directors have considered it necessary to seek approval / authorization from the members.

In terms of Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management & Administration) Rules, 2014 and the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 under the Companies Act, 1956, to the extent applicable, approval of members by way of Special Resolution is sought through postal ballot.

The Directors commend this resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested in this resolution.

Registered Office:
Thergaon, Pune – 411 033
Dated: 2nd June, 2014

By Order of the Board of Directors,
R.M. Kulkarni
Company Secretary