



PUNE STOCK EXCHANGE LTD.

PSE/SEBI/Pudumjee/2015/3722

10 February, 2015

To,
Mr. Pranav H. Variava,
Assistant Manager,
Division of Issues and Listing,
Corporation Finance Department,
Securities & Exchange Board of India.
SEBI Bhavan, Plot No. C4-A, G-Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.

Dear Sir,

Subject: Application under clause 24(f) of the Listing Agreement for the proposed composite scheme of Arrangement & Reconstruction (Demerger) under section 391-394 of the Companies Act, 1956 read with Sections 100 to 103 of the Companies Act 1956 and Section 52 of the Companies Act 2013 and any other applicable provisions of the Companies Act, 1956 and the Companies Act 2013('the Scheme')

Scheme of Arrangement & Reconstruction between Pudumjee Pulp and Paper Mills Limited(PPPML), Pudumjee Industries Limited (PIL), Pudumjee Hygiene Products Limited (PHPL) and Pudumjee paper Products limited (PPPL) and their respective shareholder and creditors for demerger of demerged undertaking of Pudumjee Pulp and Paper Mills Limited, Pudumjee Industries Limited, Pudumjee Hygiene Products Limited to Pudumjee Paper Products Limited.

Filing of Scheme in terms of the Clause 24 (f) of the listing Agreement and Securities Exchange Board of India (SEBI) circulars CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013('the circulars')

It is with reference to the subject stated above and the submission of the draft Scheme of Arrangement & Reconstruction(Demerger) between Pudumjee Pulp and Paper Mills Limited(PPPML), Pudumjee Industries Limited (PIL), Pudumjee Hygiene Products Limited (PHPL) and Pudumjee paper Products limited (PPPL) and their respective shareholder and creditors for demerger of demerged undertaking of Pudumjee Pulp and Paper Mills Limited, Pudumjee Industries Limited, Pudumjee Hygiene Products Limited to Pudumjee Paper Products Limited.



**"Shivleela Chambers", 752, Sadashiv Peth, R.B.Kumthekar Marg, Pune - 411 030.
Phone : 020-24485701,24460085/86 Fax : 020 - 24460083, E-mail : punestockexchange@gmail.com**



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The Exchange has noted the confirmation given by the company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the Companies Act, 2013, (to the extent applicable) including re-enactment thereof, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing arrangement or the requirements of Pune Stock Exchange Limited.

We hereby convey the "No Objection" of Pune Stock Exchange with limited reference to those matters having bearing on listing/ de-listing / continuous listing requirements within the provisions of the listing agreement, so as to enable you to file the scheme with the Hon'ble High Court. Also, the exchange while granting the NOC does not express its opinion on the fairness or otherwise, of the valuation of the entities concerned or the exchange ratio, if any, proposed in the said scheme of amalgamation.

The Exchange reserves the rights to withdraw its No-Objection approval at any later stage if the information submitted to the exchange is found incomplete / false / incorrect or in contravention of any Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by the Statutory Authorities, etc.

Thanking You.

Yours Faithfully,
For Pune Stock Exchange Ltd.


Mrs. Mangal Gawali
Managing Director & CEO



CC: To,
The Company Secretary,
Pudumjee Pulp & Paper Mills Ltd.
Thergoan, Chinchwad,
Pune-411033



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