

PUDUMJEE INDUSTRIES LTD.

Regd. Office: Thergaon, Pune 411033

CIN: L74999MH1999PLC013394, website": www.pudumjeeindustries.com

Phone : 020-3061 3333 Fax: 020-3061 3388 E-mail : sk@pune.pudumjee.com

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of Pudumjee Industries Limited will be held at the Registered Office of the Company at Thergaon, PUNE 411 033 on Monday, 22nd day of December, 2014 at 9.00 A.M. (ST) to transact the following business:

1. To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to Clause 49(VII) of the Listing Agreement(s) entered into with Stock Exchanges as applicable and any amendment thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into a contract(s)/transactions with Pudumjee Pulp & Paper Mills Limited (PPPM), a related party, within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, to purchase or sell or supply of any material/capital goods/power AND availing of/ rendering of services like processing of pulp, paper, steam and waste paper or provision of any services, the value of which all taken together may exceed ten per cent of the turnover of the Company subject, however, to that the value of transactions aforesaid during any financial year shall not exceed in aggregate Rs. 60 crores,

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute necessary documents and papers on an ongoing basis and to do and perform all acts, deeds and things as may be necessary in this regard."

2. To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Clause 49(VII) of the Listing Agreement(s) entered into with Stock Exchanges and applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and any amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into a contract(s)/ transactions with Pudumjee Pulp & Paper Mills Limited (PPPM), and Thacker And Co. Limited (TCL), related parties within the meaning of aforesaid law, to avail loan(s) and / or advances, inter corporate deposits on such terms and conditions as the Board or committee thereof, may think fit, the value of which either singly or all taken together may exceed ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company subject, however, to that the value of transactions aforesaid / the amounts remaining outstanding during any financial year shall not exceed in aggregate Rs. 100 crores,

"RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors to enter into a contract(s)/ transactions with Pudumjee Hygiene Products Limited (PHPL), Pudumjee Holding Limited (PHL) Thacker And Co. Limited (TCL), and Pudumjee Plant Laboratories Limited (PPLL), related parties within the meaning of aforesaid law to advance loan(s), inter corporate deposits on such terms and conditions as the Board or committee thereof, may think fit, the value of which singly or all taken together may exceed ten per cent of the annual

consolidated turnover of the Company as per the last audited financial statements of the Company subject, however, to that the value of transactions aforesaid / the amounts remaining outstanding during any financial year shall not exceed in aggregate Rs. 75 crores,

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute necessary documents and papers on an ongoing basis and to do and perform all acts, deeds and things as may be necessary in this regard".

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

2. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.
3. Members are requested to address all correspondence, to the Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., B-302, Sony Apartment, Opp. St. Jude High School, Off Andheri Kurla Road, Jarimari, Saki Naka, Mumbai 400 072.

4. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 which sets out details relating to the special Business at the meeting is annexed hereto.
5. Those shareholders who do not have access to e-voting facility may write to Registrar and Transfer Agent, M/s Satellite Corporate Services Pvt. Ltd. or to the company for ballot paper, which after filling up should reach to the Scrutinizer Mr. P. N. Parikh C/o. Satellite Corporate Services Private Limited., B-302, Sony Apartment, Opp. St. Jude High School, Off Andheri Kurla Road, Jarimari, Saki Naka, Mumbai 400072 on or before 17th December, 2014.
6. In compliance of the provisions of section 108 of the Companies Act, 2013 and the Rules framed there under, the Company is pleased to provide the members a facility to cast their votes electronically, through e-voting services provided by Central Depository Services (India) Limited, (CDSL), on the Resolutions set forth in this Notice.

The instructions for shareholders for e voting are as under:

(A) In case of shareholders receiving e-mail:

1. If you are holding shares in demat form and had logged on to <https://www.evotingindia.co.in> and casted your vote for earlier for EVSN of any company, then your existing login id and password are used.
2. Log on to the e-voting website <https://www.evotingindia.co.in>.
3. Click on the shareholders tab to cast your vote.
4. Now select the Electronic Sequence Number (EVSN) along with the Company's name from the drop down menu and click on 'Submit'
5. Now fill up the following details in the appropriate boxes:

User Id	For members holding shares in demat form For NSDL: 8 Character DP iD Followed by 8 digits Client Id For CDSL 16 digit beneficiary Id Folio Number Registered with the Company.	For members holding shares in Physical Form
PAN *	Enter your 10 digit alphanumeric PAN issued by the Income Tax Department when prompted by the system while e-voting (applicable for both, demat and shareholders holding shares in physical form) Members who have not updated their PAN with the company/ Depository Participant are requested to use the first two letters of their name and 8 digits of the sequence number in the PAN field. In case sequence number is less than 8 digits enter first two characters of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Remesh kumar with sequence number 1, then enter RA00000001 in the PAN field.	
DOB #	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yy format.	
Dividend Bank details	Enter the dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. If the details are not recorded with the depository or company, * Please enter the DOB or Dividend Bank Details in order to login.	

6. After entering these details click on submit tab.
7. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight character consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#\$%&*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. Click on the relevant EVSN on which you choose to vote.
9. On the voting page, you will see the Resolution Description and against the same the option "YES/NO" for voting. Select the option Yes or No as desired. The option YES implies that you assent to the Resolution and the option NO implies that you dissent to the Resolution.
10. Click on the Resolution File link, if you wish to view the entire resolution.
11. After selecting the resolution if you have decided to cast your vote, click on submit. A confirmation box will be displayed, if you wish to confirm your vote, click on OK, else to change your vote click on CANCEL and accordingly modify your vote.
12. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
In case of Members receiving the physical copy of the Notice of EOGM (for Members whose email ids are not registered with the Company / Depository Participant(s) or requesting physical copy)
- B. Please follow all steps from Sr. No. 2 to Sr. No. 12 above, to cast vote.
- C. Institutional shareholders (i.e other than individuals, HUF, NRI etc.) are required to login to <https://www.evotingindia.co.in> and register

themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in pdf format in the system for the Scrutinizer to verify the vote.

- D. The voting period begins on Tuesday, the 16th December, 2014 at 9.30 a.m. and ends on Wednesday, the 17th December, 2014 at 5.30p.m. during the period shareholders of the Company, holding shares either in physical form or in dematerialized form as on 14th November, 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- E. In case you have any queries or issues regarding e-voting, you may refer the FAQ and e-voting manual available at <https://www.evotingindia.co.in>

Procedure to reset password.

After you select the EVSN, enter the user ID and CAPTCHA code and click on Forgot Password.

After you click on forgot password, enter your PAN and any one detail from email id, mobile number, date of birth or Date of incorporation. Please note if your email id, mobile number is uploaded by the company /RTA in the e-voting system, then you will be able to enter details in this field otherwise you would be unable to enter any information in the field. After entering the details click on Submit.

If you enter your email id, the reset password will be sent to the email id uploaded by the company.

If you enter your mobile number then an SMS will be sent to the mobile number uploaded by the company / RTA containing the new password. The email id and mobile number should match in both cases.

In case your email id and mobile are not editable then you can enter either your bank account number or date of birth /date of incorporation. Once you enter these details click on Submit. A dialogue box would be displayed. Click on OK.

You will be directed to the change password screen,

enter the new password of your choice and confirm the same, then click on submit.

Login to your account using the revised /new password.

The Board of Directors has appointed Shri P. N. Parikh, of Parikh and Associates, Practicing Company Secretary, Mumbai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.

The results on the resolutions shall be declared at or after the Extra Ordinary General Meeting of the company and the resolutions will be deemed to be passed on the Extra Ordinary General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.

The results declared along with the scrutinizer's report(s) will be available on the website of the company www.pudumjeeindustries.com and on the website of SCSPL www.satellitecorporate.com within 2 days of passing of the resolutions and communication of the same to Stock Exchange(s), where the shares of the Company are listed.

Those shareholders who do not have access to e-voting facility may write to Registrar and Share Transfer Agent, M/s. Satellite Corporate services Pvt. Ltd. for ballot paper. Duly signed ballot paper should reach to the Scrutinizer Mr. P. N. Parikh on or before 17th December, 2014.

By Order of the Board of Directors,

J. W. Patil

Deputy Company Secretary

Registered Office:

Thergaon, Pune - 411 033

Dated: 3rd November, 2014

ANNEXURE TO THE NOTICE

Explanatory Statement under 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 the Notice dated 3rd November, 2014 convening the Extra Ordinary General Meeting.

Resolution No. 1:

The Companies Act, 2013, under section 188, inter alia, provides that no contract or arrangement or transactions for sale, purchase or supply of any goods or materials exceeding ten per cent of the turnover of the Company or Rs. 100 crores whichever is lower, availing/rendering of any services exceeding ten per cent of the turnover of the Company or Rs. 60 crores whichever is lower shall be entered into by the company except with the prior approval of the shareholders by a special resolution.

The Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges, inter alia, provides that related party transaction includes 'transfer of resources' regardless of whether price is charged. Further it says that all material related party transactions shall require approval through special resolution and the related parties shall abstain from voting on such resolution.

It is proposed to continue the existing arrangements by afresh entering into contracts/transactions to purchase/sell/supply materials, goods/power in the ordinary course of business and availing and/or rendering services like processing steam, pulp and paper, waste paper with Pudumjee Pulp & Paper Mills Limited (PPPM), a related party within the definition under the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges in compliance with revised law.

The aggregate value of the contracts/transactions for purchase or supply of goods or rendering or availing of services is likely to exceed the limits under section 188 read with Rules made thereunder. The transaction with PPPM would be material transaction in terms of clause 49(VII)(C) of the Listing Agreement. It is therefore proposed to obtain permission of the members to enter into such transactions with Pudumjee Pulp & Paper Mills Limited under section 188 of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement by way of a Special Resolution.

The particulars of the contracts/transactions, pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

1. Name of the related party:
Pudumjee Pulp & Paper Mills Limited (PPPM).
2. Name of the director or Key managerial Person who is related :
Mr. G. N. Jajodia and Mrs. Poonam Jatia.
3. Nature of relationship :
Pudumjee Pulp & Paper Mills Ltd. related party with

respect to the Company and Mr. A. K. Jatia, spouse of Mrs. Poonam Jatia is a director of Pudumjee Pulp & Paper Mills Limited. Mrs. Poonam Jatia, Mr. G. N. Jajodia her brother and Mr. A. K. Jatia and their relatives hold 7949016 shares in Pudumjee Pulp & Paper Mills Ltd. and Pudumjee Pulp & Paper Mills Ltd. holds 9,56,725 shares of the Company

4. Monetary value :

Estimated aggregate contract value for the matters proposed in the Resolution will not exceed Rs. 60 Crores in any financial year.

5. Nature, material terms and particulars of arrangement:

- i) purchase/ sale of pulp, waste paper, colors, bought out chemicals, capital goods, packing material, DEPB Licences and machinery spares: at cost + 2%
- ii) availing of/rendering of services like processing of paper, steam and waste paper, water recycling at cost +3%
- iii) Purchase of wrapper paper at market price.
- iv) Purchase of utilities such as wind power at a price of Maharashtra State Electricity Distribution Company Limited (MSEDCL) Rate minus 10%
- v) provision of common services at proportionate cost.

Period of contract :continuous transactions on an ongoing basis.

Aggregate Value of contracts with PPPM should not exceed Rs. 60 crores in any financial year.

The memorandum of terms and conditions of the transactions to be entered into with Pudumjee Pulp & Paper Mills Limited is available for inspection on all working days at the registered Office of the company except on Saturday and Sunday.

Mrs. Poonam Jatia and Mr. G. N. Jajodia and their relatives who in aggregate holds 28,00,962 shares of the company are concerned and interested in the Special resolution at item no. 1 of the accompanying notice.

None of the other directors and Key Managerial personnel or their relatives are in any way concerned or interested in the resolution.

The Board of Directors recommend the special resolution set forth in the Notice for the approval of members.

Resolution No. 2:

The Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges, inter alia, provides that related party transaction includes 'transfer of resources' regardless

of whether price is charged. Further it says that all material related party transactions shall require approval through special resolution and the related parties shall abstain from voting on such resolution. It is proposed to enter into contracts/transactions with Pudumjee Pulp & Paper Mills Limited (PPPM), Pudumjee Hygiene Products Ltd. (PHPL), Pudumjee Holding Limited (PHL), Pudumjee Plant Laboratories Ltd and Thacker And Company Limited (TCL), the related parties with respect to the Company, for advancing/ availing of loan(s) and advance(s), inter corporate deposits on such terms and conditions as the Board or committee thereof, may think fit, the value of which all taken together may exceed ten per cent of the annual consolidated turnover of the Company, as per the last audited financial statements of the company, subject to, however, that the value of transactions of loans / inter corporate deposits (principal amount plus interest thereon) aforesaid during any financial year and the amounts remaining outstanding as against borrowing or lending at any one time shall not exceed in aggregate Rs. 100 crores.

The particulars of the contracts/transactions, pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

1. Name(s) of the related party:
 - (a) Pudumjee Pulp & Paper Mills Limited (PPPM)
 - (b) Pudumjee Hygiene Products Limited.(PHPL)
 - (c) Pudumjee Holding Limited (PHL)
 - (d) Pudumjee Plant Laboratories Limited (PPLL)
 - (e) Thacker And Company Limited (TCL)
2. Name of the director or Key managerial Person who is related: Mr. G. N. Jajodia and Mrs. Poonam Jatia
3. Nature of relationship :

Pudumjee Pulp & Paper Mills Limited related party with respect to the Company and Mr. A. K. Jatia , spouse of Mrs. Poonam Jatia, Mr. G. N. Jajodia, her brother is a director of the Pudumjee Pulp & Paper Mills Limited and holds together with their relatives 7949016 shares of PPPM

Pudumjee Hygiene Products Ltd. (Wholly owned subsidiary) is a related party with respect to the Company and Mr. G. N. Jajodia is common director in both the companies.

Pudumjee Holding Limited (Wholly owned subsidiary) is a related party with respect to the Company and Mr. G. N. Jajodia is common director in both the companies.

Pudumjee Plant Laboratories Limited is a related party with respect to the Company and Mr. A. K. Jatia, relative of Mrs. Poonam Jatia holds along with relatives 959984 shares in PPLL.

Thacker And Co. Ltd.-Mr. A. K. Jatia is director of Thacker and Co. Ltd. who is spouse of Mrs. Poonam

Jatia, a director and a relative of Mr. G. N. Jajodia and together with their relatives holds 183040 shares of TCL.

4. Monetary value :

Estimated aggregate contract value/amount remaining outstanding at any one time for availing loan(s) and / or advances as proposed in the Resolution will not exceed Rs. 100 Crores in any financial year and estimated aggregate contract value/amount remaining outstanding at any one time for loan(s) and /or advances granted as proposed in the Resolution will not exceed Rs. 75 Crores in any financial year.
5. Nature, material terms and particulars of arrangement:
 - (i) Repayable on demand or for such term as may be mutually agreed upon
 - (ii) Rate of Interest : 12.50 per cent per annum, subject to any revision in line with market trend.
 - (iii) Period of contract :continuous
 - (iv) Aggregate Value of loan(s)/Inter corporate deposits or any amount remaining outstanding of availed loan at any one time shall not exceed Rs. 100 crores in any financial year and estimated aggregate contract value/amount remaining outstanding at any one time for loan(s) and /or advances granted as proposed in the Resolution will not exceed Rs. 75 Crores in any financial year.
6. Any other information relevant or important for the members to make a decision on the proposed transaction:-It is proposed to borrow/avail money in case of business exigencies and whenever surplus/ spare money is available with the company is proposed to be utilized by making it available to PHPL/ PHL/PPLL/TCL for their requirements without compromising on the company's own needs.

Mrs. Poonam Jatia and Mr. G. N. Jatia and their relatives are concerned who hold in aggregate 28,00,962 shares of the company and interested in the proposed special resolution.

None of the other Directors, key managerial personnel or their relatives is concerned or interested in the proposed special resolution. The Board of Directors recommend the special resolution set forth in the Notice for the approval of members.

By Order of the Board of Directors,

(J. W. Patil)

Deputy Company Secretary

Registered Office:

Thergaon, Pune 411 033

Dated : 3rd November, 2014.

FORM NO. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules,2014]

Name of the Company : **PUDUMJEE INDUSTRIES LIMITED**
Registered office : **THERGAON, PUNE 411 033.**
CIN: L74999MH1999PLC013394, Website: www.pudumjeeindustries.com
Tel No.: 020 30613333 Fax No.: 020 30613388 Email: sk@pune.pudumjee.com

Name of the member (s) :	
Registered address :	
E-mail Id :	
Folio No./Client Id/DPID :	

I/We, being the member (s) of Shares of the above named company, hereby appoint,

- Name :
Address :
E-mail Id :
Signature : or failing him
- Name :
Address :
E-mail Id :
Signature : or failing him
- Name :
Address :
E-mail Id :
Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on our behalf at the Extra Ordinary General Meeting of the shareholders of the company, to be held on the Monday, the 22nd day of December, 2014 at 9.00 a.m. ST) at the Registered Office of the Company at Thergaon, Pune 411 033 and at any adjournment thereof in respect of such resolutions as are indicated below:

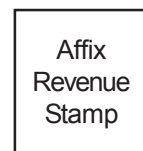
Resolution No(s).

1.	Approval for entering into Related Party Transactions by Company for sale/purchase/ supply of goods, materials or services.	<input type="checkbox"/>
2.	Approval of Related Party transactions for availing and advancing of inter corporate deposits.	<input type="checkbox"/>

Signed this.....day of2014.

Signature of shareholder _____

Signature of Proxy holder(s) _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Please complete all details including details of member(s) in above box before submission.

