



PUDUMJEE

PUDUMJEE INDUSTRIES LTD.

Registered Office
CIN: L74999MH1999PLC013394
Registered Office:
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Fax: +91-20-27273294 E-mail: sk@pune.pudumjee.com.
Website-www.pudumjeeindustries.com

Notice for 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 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 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.

Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretary has been appointed as Scrutinizer for conducting the postal ballot process.

Mr. G. N. Jajodia, Director of the Company or Mr. J. W. Patil, Deputy 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 Wednesday, 10th September, 2014.

In compliance with Section 110 of the Companies Act, 2013 read with 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, the Company is pleased to offer e-voting facility as an alternate option for its members, which could 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 Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to members of the Company. Detailed instructions to use this facility are given separately.

The Scrutinizer will submit his 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 Monday, 15th September, 2014 at the Registered Office of the Company at Thergaon, Pune 411033. After the above declaration by the Chairman /Director, the result of the Postal Ballot will be posted on the Company's website viz. www.pudumjeeindustries.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 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 Rupees 1,000 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 finalise and enter into with such Financial institutions, Banks, Mutual Funds, Trustees or other Bodies Corporate the relevant documents, instruments 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 the following Resolution as a Special Resolution.

"RESOLVED THAT the Board of Directors be and are authorized to advance loan(s)/or security in connection with loan/give guarantees/make investments in excess of sixty percent of its paid up 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 FURTHER 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".

By Order of the Board of Directors,

J. W. Patil
Deputy Company Secretary

Registered Office:

Thergaon, Pune - 411 033
Dated: 17th May, 2014

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 shareholders for e voting are as under:

A. In case of Members receiving email:

- 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 to be 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 digits beneficiary ID	"For Members holding shares in Physical Form Folio Number Registered with the company
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 physical shareholders)	
DOB*	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account for folio in dd/mm/yy format.	

*Members who have not updated their PAN/DOB with the company / Depository participant are requested to use the PIN number mentioned in the PAN/DOB field. (please enter any one of the details in order to login)

- 6 After entering these details appropriately 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 filed. 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 you have decided to cast your vote on, 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 AGM (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 logon 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 12th August, 2014 at 9.30 a.m. and ends on 10th September, 2014 at 5.30 p.m. during the period shareholders of the Company, holding shares either in physical form or in dematerialized form as on 1st August, 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, for 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 Annual General Meeting of the company and the resolutions will be deemed to be passed on the Annual 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) within 2 days of passing of the resolutions and communication of the same to Stock Exchange(s)

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 manufacturing activities and other plans and activities. These loans would be required to be secured by way of an equitable mortgage on the Company's 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 its paid up capital and free reserves and Securities Premium Account or 100% of its free reserves and Security Premium Account, if the prior approval of 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 free reserves is Rs.4153 lacs (Free Reserves Rs. 3793 Lacs)

In the course of 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: 17th May, 2014

By Order of the Board of Directors,
J.W. Patil

Deputy Company Secretary