

3P LAND HOLDINGS LIMITED

(Formerly known as Pudumjee Industries Limited)



Annual Report
2017 - 2018

3P LAND HOLDINGS LIMITED
[Formerly known as Pudumjee Industries Limited]

DIRECTORS :

G. N. JAJODIA (Chairman & Executive Director)
A. S. DAYAL [Upto 05-10-2017]
R. C. SARAF
A. K. SOMANY
R. P. SHROFF [Upto 25-10-2017]
VASUDHA JATIA
BHAVANISINGH SHEKHAWAT [w.e.f. 25-10-2017]

BANKERS :

STATE BANK OF INDIA
IDBI BANK LIMITED
BANK OF INDIA
AXIS BANK LIMITED

SOLICITORS :

KANGA & COMPANY

AUDITORS :

J. M. AGRAWAL & CO.,

REGISTERED OFFICE :

THERGAON, PUNE – 411 033.

REGISTRAR & SHARE TRANSFER AGENTS:

SATELLITE CORPORATE SERVICES PRIVATE LTD.
UNIT NO. 49, BUILDING NO. 13AB, 2ND FLOOR,
SAMHITA COMMERCIAL CO OP SOCIETY LTD.,
OFF ANDHERI KURLA ROAD, MTNL LANE,
SAKINAKA, MUMBAI 400072.

Demat Stock code : INE105C01023

CIN: L74999MH1999PLC013394

EQUITY SHARES ARE LISTED ON :

BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NOTICE

The Fifty Third Annual General Meeting of the Shareholders of 3P LAND HOLDINGS LIMITED will be held at the Registered Office of the Company at Thergaon, Pune 411 033 on Monday, the 23rd day of July, 2018 at 10.00 a.m. (ST) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, comprising the Audited Balance Sheet as at 31st March, 2018, 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 Ms. Vasudha Jatia (DIN: 06725426), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of 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 M/s. J. M. Agrawal & Co., Chartered Accountants (Firm Registration No. 100130W), the Auditors of the Company made vide Shareholders' Resolution passed in 52nd Annual General Meeting held on 24th July, 2017, from the conclusion of this meeting till the conclusion of next 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:

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the provisions of Regulation 23 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, 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 or to be entered into and further authorized to deal in related party transaction(s) as under:

| Name of the Related Party | Nature of Transactions | Aggregate Amount | Duration of Agreement |
|---------------------------------|--|---|---|
| Pudumjee Paper Products Limited | Arrangement/Agreement Providing and accepting Inter Corporate Deposits | Amount remaining outstanding during any financial year shall not exceeding Rupees 6,000 Lakhs Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a. | Repayable On Demand Continuous Arrangement |
| | Arrangement for accepting Common Services | About Rupees 5.00 Lakhs for each financial year on cost basis | Continuous Arrangement |
| AMJ Land Holdings Limited | Arrangement/Agreement Providing and accepting Inter Corporate Deposits | An amount remaining outstanding during any financial year not exceeding Rupees 2,500 Lakhs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a. | Repayable On Demand Continuous Arrangement |

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| Name of the Related Party | Nature of Transactions | Aggregate Amount | Duration of Agreement |
|-------------------------------------|--|---|---|
| Thacker And Co. Ltd. | Arrangement/Agreement Providing and accepting Inter Corporate Deposits | An amount remaining outstanding during any financial year not exceeding upees 2,500 Lakhs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a. | Repayable On Demand Continuous Arrangement |
| Pudumjee Plant Laboratories Limited | Arrangement/Agreement Providing and accepting Inter Corporate Deposits | An amount remaining outstanding during any financial year not exceeding Rupees 2,500 Lakhs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a. | Repayable On Demand Continuous Arrangement |
| Pudumjee Holding Ltd. | Arrangement/Agreement Providing and accepting Inter Corporate Deposits | An amount remaining outstanding during any financial year not exceeding Rupees 2,500 Lakhs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a. | Repayable On Demand Continuous Arrangement |

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".

- 5 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 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules or re-enactment thereof for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bahavanisingh Shekhawat (DIN: 07987110), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, and who is eligible for re- appointment be and is hereby appointed as an Independent director of the Company to hold office for a term of 5 years from 23rd July 2018 to 22nd July 2023, not eligible to retired to rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act 2017 and Rules made thereunder, the Board of Directors of the Company be and is hereby authorised:

To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested (i.e. including any private company of which any such director is a director or member, any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, Managing Director or Manager whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors of the lending Company), provided that such loans are utilized by the borrowing Company for its principal business activities and in particular to the following Companies in which one or more Director(s) may be deemed to be interested on the terms and conditions stated against their respective names:

| Sr. No. | Name of the Company | Amount not exceeding of ₹ | Rate of Interest p.a. | Term |
|---------|-------------------------------------|---------------------------|---|---------------------|
| 1 | Pudumjee Plant Laboratories Limited | ₹ 20 Crores | Up to 11.25% p.a. but not less than 10.00% p.a. | Repayable on demand |
| 2. | Pudumjee Paper Products Limited | ₹ 20 Crores | Up to 11.25% p.a. but not less than 10.00% p.a. | Repayable on demand |
| 3. | AMJ Land Holdings Limited | ₹ 20 Crores | Up to 11.25% p.a. but not less than 10.00% p.a. | Repayable on demand |
| 4. | Thacker And Company Limited | ₹ 20 Crores | Up to 11.25% p.a. but not less than 10.00% p.a. | Repayable on demand |
| 5. | Chem Mach Private Limited | ₹ 20 Crores | Up to 11.25% p.a. but not less than 10.00% p.a. | Repayable on demand |

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution".

Notes:

The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of item Nos. 4 to 6 is annexed herewith.

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 OF THE COMPANY.

The proxy in order to be effective, must be deposited at the Registered office of the Company not less than 48 hours before commencement of the meeting.

The Register of Members and share Transfer Books of the Company will be closed from Thursday, the 12th day of July, 2018 to Monday, the 23rd day of July, 2018, both days inclusive.

Members holding shares in dematerialised form are requested to intimate any change in their address, bank details etc. to their respective DPs and those holding shares in physical form are to intimate the above said changes to the Registrar and Share Transfer Agents of the Company.

The Company's Memorandum and Articles of Association is open for inspection at the Registered Office of the company on any working day during business hours.

Pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company 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 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 got their email id recorded or to update a fresh email can request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode for which the requisite/separate form to be filled up

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and handover the same at the venue of the said meeting.

In case a Member does not wish to avail the service of documents through electronic mode, such Member may send a request for obtaining the Notice, Annual Report from the Company, in physical mode, by sending a request to the Company at its registered office address or through company's e-mail at sk@pudimjee.com and accordingly the Company will send the same, free of cost, upon receipt of such request from the member.

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 Satellite corporate Services Pvt. Ltd. Mumbai Company's Registrar and Share Transfer Agents (in case of Shares held in physical form).

Members who hold shares in dematerialized form are requested to bring their CLIENT ID and DP ID numbers for easy identification of attendance at the meeting.

Members holding shares in physical form are requested to get them dematerialized, as the shares of the company are under Compulsory Demat System.

The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Satellite Corporate Services Pvt. Ltd., B-302, Sony Apartment , Opp St. Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400072.

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.

Those shareholders who do not have access to e-voting facility may write to Registrar and Transfer Agents, 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, Parikh & Associates, 111, 11th Floor Sai Dwar CHS Ltd. Opp Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai 400053 on or before 17th July, 2018.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director : Ms. Vasudha Jatia
 Directors Identification Number : 06725426
 Age : 30 years
 Nature of his/her expertise in specific functional area : Ms. Vasudha Jatia, is Bachelor in Architecture and belongs to a business family. She has experience and expertise in general business administration and management.

Name(s) of other Listed Companies in which the person : Nil
 holds the Directorship and membership of the committee
 of the Board

Name(s) of other Listed Companies in which the : Nil
 person holds the committee memberships
 (audit Committee and Stakeholders Relationship
 Committees only)

Shareholding in the Company : 150,000 equity shares of ₹ 2/- each.

Independent Director : Mr. Bhavanisingh Shekhawat

Name of Director : Mr. Bhavanisingh Shekhawat
 Directors Identification Number : 07987110
 Age : 38 Years
 Educational qualifications : Commerce Graduate and Member of the Institute
 of Chartered Accountants of India.
 Nature of his expertise in specific functional area : Wide experience in Finance, Accounts and
 Taxation.

Name(s) of other Listed Companies in which the person : Nil
 holds the Directorship and membership of the committee
 of the Board

Name(s) of other Listed Companies in which the : Nil
 person holds the committee memberships
 (audit Committee and Stakeholders Relationship
 Committees only)

Shareholding in the Company : Nil

Voting through electronic means.

In compliance with provisions of Section 108 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, and any amendment thereto, the Company is pleased to provide members, a facility to exercise their right to vote at the Annual General Meeting (AGM) on items as mentioned in the Notice by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by Central Depository (Services) India Limited ("CDSL").

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The facility for voting through polling paper shall be made available at the meeting and the Members attending the meeting who have not cast their vote by remote e voting shall be able to vote at the meeting through polling paper. The shareholder can opt for only one mode of voting i.e remote e-voting or physical polling at the meeting. In case of voting by both modes, votes cast through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

Steps for remote e-voting

- i The remote e-voting period begins on Friday, 20th July, 2018 at 9.00 a.m. and will end on Sunday, 22nd July, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or dematerialized form, as on the Cut-off date i.e 16th July, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently.
- ii Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- iii The shareholders should log on to the remote e-voting website www.evotingindia.com.
- iv Click on shareholders.
- v Now enter your User Id
 - a. For CDSL: 16 digit beneficiary ID
 - b. For NSDL: 8 Character of DP ID followed by 8 digits of Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi Next enter the image verification as displayed and Click on Login.
- vii If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier remote e-voting of any other Company, then your existing password is to be used
- viii If you are first time user follow the steps given below.

| For members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field In case the sequence number is less than 8 digits, enter the applicable number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar with sequence number 1, then enter RA000000001 in the PAN field. |
| Dividend Bank Details Or Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in you demat account or in the company records in order to login. * If both the details are not recorded with the Depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction(v) |