

3P LAND HOLDINGS LIMITED



Annual Report
2019 - 2020

3P LAND HOLDINGS LIMITED

DIRECTORS :

G. N. JAJODIA (Chairman & Executive Director)

R. C. SARAF

A. K. SOMANY

VASUDHA JATIA

BHAVANISINGH SHEKHAWAT

BANKERS :

IDBI BANK LIMITED

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 LIMITED

UNIT NO. 49, BUILDING NO. 13AB, 2ND FLOOR,

SAMHITA COMMERCIAL CO OP SOCIETY LTD.,

OFF ANDHERI KURLA ROAD, MTNL LANE,

SAKINAKA, MUMBAI 400072. |

EMAIL : Service@satellitecorporate.com

DEMAT STOCK CODE : INE105C01023

CIN: L74999MH1999PLC013394

EQUITY SHARES ARE LISTED ON :

BSE LIMITED (SCRIP CODE 516092) AND NATIONAL STOCK
EXCHANGE OF INDIA LIMITED (SYMBOL : 3PLAND)

NOTICE

The Fifty Fifth Annual General Meeting of the Shareholders of **3P LAND HOLDINGS LIMITED** will be held on Monday, the 31st day of August, 2020 at 10:00 a.m. (ST) through Video Conference ("VC")/Other Audio Visual means ("OAVM") without physical presence of shareholders at a common venue, to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, namely the Audited Balance Sheet as at 31st March, 2020, 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.
- To appoint a Director in place of Ms. Vasudha Jatia (DIN: 06725426), who retires by rotation and being eligible, offers herself for re-appointment.
- To ratify the appointment of Statutory Auditors' and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to 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 & Company, 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 (55th) Annual General Meeting, till the conclusion of next (56th) 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 Audit Committee".

SPECIAL BUSINESS:

- To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an 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, 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/arrangement marks 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/ Contract
Pudumjee Paper Products Limited	Arrangement/Contract/ Agreement for Providing and accepting Inter Corporate Deposits	Amount remaining outstanding during any financial year shall not exceeding ₹ 4,000 Lakhs Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Repayable On Demand Continuous Arrangement
	To avail the Common Services, (Such as telephone, electricity, computer etc.)	About ₹ 15.00 Lakhs for each financial year on cost basis	Continuous Arrangement
	Leave and license Agreement for giving portion approximately 4.6 acres of land located at Thergaon, Pune- 411 033 for the purpose of carrying of business.	Monthly license fee of ₹ 2,00,000/- (Plus applicable Taxes if any) plus a one time increase not exceeding 5% after 1 year during the license period as may be mutually agreed between the parties.	5 years commencing from 1 st February 2021 to 31 st January 2026.

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Name of the Related Party	Nature of Transactions	Aggregate Amount (₹)	Duration of Agreement/ Contract
AMJ Land Holdings Limited	Arrangement/Contract/ Agreement for Providing and accepting Inter Corporate Deposits	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs Rate of Interest : Upto 12.00% p.a. but not less than 10.00% p.a.	Repayable On Demand Continuous Arrangement
Thacker And Company Limited	Arrangement/Contract/ Agreement for Providing and accepting Inter Corporate Deposits	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Repayable On Demand Continuous Arrangement
Pudumjee Plant Laboratories Limited	Arrangement/Contract/ Agreement for Providing and accepting Inter Corporate Deposits	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Repayable On Demand Continuous Arrangement
Chem Mach Private Limited	Arrangement/Contract/ Agreement for Providing and accepting Inter Corporate Deposits	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs Rate of Interest: Upto 12.00% 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 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 ₹	Rate of Interest p.a.	Commission for Corporate Guarantee p.a.	Term
1.	Pudumjee Plant Laboratories Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00 % p.a.	Nil	Repayable on demand
2.	Pudumjee Paper Products Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00 % p.a.	Nil	Repayable on demand
3.	AMJ Land Holdings Limited	₹ 40 Crores	Upto 12% p.a. but not less than 10.00 % p.a.	Nil	Repayable on demand
4.	Thacker And Company Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00 % p.a.	Nil	Repayable on demand
5.	Chem Mach Private Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00 % p.a.	Nil	Repayable on demand

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, sanction and disburse the said loan(s), guarantee(s) 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".

6. To consider and, if thought fit, to pass, with or without modifications(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 149 and 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Mr. Romie Shivhari Halan (DIN:02816976), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that he is eligible for appointment be and is hereby appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years with effect from 1st September, 2020 to 31st August, 2025.

Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item Nos. 4 to 6 is annexed hereto.
- 2) In view of the continuing Covid-19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020 permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means ("VC" or "OAVM"), without the physical presence of the Shareholders at a common venue.
- 3) In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 55th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM" or

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"e-AGM"). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.

- 4) e-AGM: The Company has appointed National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM.
- 5) PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
- 6) Institutional Shareholders / Corporate Shareholders (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., authorising its representative to attend the e-AGM on its behalf and to vote through remote e-voting or during the e-AGM. The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to sunnywarghade@gmail.com, with a copy marked to evoting@nsdl.co.in.
- 7) The Members can join the e-AGM through Video Conferencing 15 minutes before and after the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice. The facility of participation at the e-AGM through VC will be available for 1,000 members on a first-Come First-served basis as per the MCA Circular. However, this restriction shall not apply to Large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- 8) The Members attending the AGM through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 9) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the e-AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice calling the AGM and the Annual Report 2019-20 will also be available on the Company's website www.pudumjeeindustries.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
- 10) Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
- 11) Members seeking any information with regard to the account or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before 22nd August, 2020 through email on sk@pudumjee.com / jagdish.patil@pudumjee.com. The same will be replied by the Company suitably.
- 12) The Register of Members and Transfer Books of the Company will be closed from Friday, the 21st day of August, 2020 to Monday, the 31st day of August, 2020 (both days inclusive).
- 13) Members are requested to write/intimate to Company's Registrar and Share Transfer Agents, changes in their registered addresses, profile details, if any, for sending future communication(s), any query in connection with claiming the unclaimed and unpaid dividends, etc.
- 14) Documents referred to in the Notice and the explanatory statement shall be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to jagdish.patil@pudumjee.com for the same.

- 15) Register of Directors and Key Managerial Personnel and their Shareholding, and register of contracts or arrangement in which directors are interested will be available for inspection by the Members through email. The members are requested to send an email to jagdish.patil@pudumjee.com for the same.
- 16) As per Regulation 40 of the SEBI Listing Regulations, as amended securities of listed companies can be transferred only in dematerialised form with effect from 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to convert their holdings to dematerialised form. Members can contact with the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.
- 17) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- 18) Further pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company needs 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 the shares of the Company in dematerialized form and already registered your e-mail address, 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 registered their e-mail address can request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode by registering their valid e-mail address with the Company / Registrar and Share Transfer Agents.

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 Private Limited , (in case of Shares held in physical form).

- 19) Instructions for voting through e-voting and joining the e-AGM as follows:

A. Voting through electronic means:

- Pursuant to provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and the Companies (Management and Administration) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on all resolutions set forth in this Notice through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by NSDL appointed for the purpose by the Company as authorised agency. Remote e-voting is optional.
- The Remote e-voting period commences on Friday, the 28th August, 2020 (9.00 a.m. IST) and ends on Sunday, the 30th August, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 24th August, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- The Member who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast vote again.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 24th August, 2020.

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The detailed instructions for remote E-Voting are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) In case you have not registered your email address with the Company/Depository, please follow instructions mentioned below in this notice.