

3P LAND HOLDINGS LIMITED



Annual Report
2022 - 2023

3P LAND HOLDINGS LIMITED

DIRECTORS :

G. N. JAJODIA [CHAIRMAN & EXECUTIVE DIRECTOR]
R. C. SARAF
A. K. SOMANY
VASUDHA JATIA
BHAVANISINGH SHEKHAWAT
ROMIE SHIVHARI HALAN

BANKERS :

IDBI BANK LIMITED
KOTAK MAHINDRA BANK LIMITED

SOLICITORS :

KANGA & COMPANY

AUDITORS :

J. M. AGRAWAL & CO.,

REGISTERED OFFICE :

THERGAON, PUNE 411 033.

REGISTRAR & SHARE TRANSFER AGENTS :

Satellite Corporate Services Pvt. Ltd.,

Office No. 106/107,
Dattani Plaza, East West,
Industrial Compound, Safed Pool,
Sakinaka,
Mumbai 400072
e-mail: service@satellitecorporate.com

DEMAT STOCK CODE : INE105C01023

CIN: L74999MH1999PLC013394

EQUITY SHARES ARE LISTED ON :

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

NOTICE

The Fifty Eighth Annual General Meeting of the Shareholders of 3P LAND HOLDINGS LIMITED will be held on Saturday, the 05th day of August, 2023 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 business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023, namely the Audited Balance Sheet as at 31st March, 2023, 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 Mr. Gautam Nandkishore Jajodia (DIN: 00064611), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. To consider and if thought fit, to pass, the following resolution as a Special resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the Act) and subject to) such other approvals, permissions and sanctions, including that of the Central Government as may be necessary, and subject to such conditions and modification(s) as may be required and which Mr. Gautam Nandkishore Jajodia (DIN:00064611) may accept, Mr. Gautam Nandkishore Jajodia be and is hereby appointed as Whole Time Director (designated as Executive Director) of the Company for a period of 5 years with effect from 1st September, 2023 on following terms and conditions for remuneration, payments, benefits and amenities for an initial period of 3 years and he shall be subject to the supervision and control of the Board of Directors, perform such services and duties and exercise such powers as from time to time be entrusted to him by the Board of Directors.”

- (a) Remuneration at the rate of ₹ 5,20,000/- (Rupees Five Lakhs Twenty Thousands Only) per month including Dearness Allowance.
- (b) Rent free furnished residential accommodation, the Company paying or reimbursing all rents, rates, taxes and other expenses for the upkeep and maintenance of his residential accommodation or an allowance in lieu thereof at the rate of ₹ 2,17,400/- (Rupees Two Lakhs Seventeen Thousands Four Hundred Only) per month.
- (c) Expenses on electricity, gas, water, repairs & maintenance and property tax of the residential accommodation.
- (d) Actual medical expenses including health insurance premium, hospitalization, nursing home charges, surgical charges in India or abroad and travelling expenses incurred for himself, his wife and dependent children(s).
- (e) Leave travel assistance to cover air or first class air conditioned railway fare for himself, his wife and children(s) once in a year to and from any place in India and abroad.
- (f) Membership fees including entrance and other fees for Clubs.
- (g) Personal accident insurance premium.
- (h) Benefits and amenities:
 - (a) Company’s contribution to Provident Fund. However such contribution in aggregate shall not exceed ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousands Only) in a year.
 - (b) Gratuity as per the Company’s Rules applicable to its Executive Staff Members.
- (i) (a) Annual Leave with full pay and other benefits for a period of one month with benefit of encashment of unutilized leave at the end of the tenure.

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- (b) Sick and Casual leave as per Company's Rules, applicable to its Executive staff members.
- (j) Provision for and maintenance of phone(s), internet connection(s) and internet infrastructure including Video Conferencing facility and such other facility(ies) related to that etc. at his place of residence at the entire cost of the Company.
- (k) Exclusive free use of motor car(s) for the business of the Company as well as for his personal use with full maintenance charges in respect thereof, such as Chauffeur's salary, garage rent, fuel, repairs, insurance, taxes, overhauling charges etc. at the entire cost of the company.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

Minimum remuneration: in the absence or inadequacy of profits in any financial year, the remuneration as stated in (a) above, together with perquisites and amenities in accordance with this resolution shall nevertheless be paid as minimum remuneration notwithstanding the fact that such remuneration is or may be in excess of the limits prescribed under the Act.

4. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and provisions of Regulation 23 of SEBI (Listing Regulations 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 contract/arrangement to be entered into and further authorised to deal in related party transactions as under:-

Sr. No.	Name of Related Party	Nature of Transaction	Aggregate amount (₹)	Duration of Agreement/Contract
1	Pudumjee Paper Products Limited	Supply of services for sales and marketing	Aggregate consideration not exceeding ₹150 Lakhs per Financial Year, plus applicable taxes	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 authorized 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, 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, 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 contacts/arrangements already entered into or to be entered into and further authorized to deal in related party transaction(s) as under:

Name of Related Party	Nature of Transaction	Aggregate amount (₹)	Duration of Agreement/Contract
AMJ Land Holdings Limited	Availing of professional services for development of its land at Narsinghpur, Madhya Pradesh	Aggregate consideration not exceeding ₹25 Lakhs per Financial Year, plus applicable Taxes and out of pocket expenses at actuals.	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 authorized to do all such acts, deeds, matters and things as it may deem necessary and to execute all necessary documents”.

6. To consider and if thought fit, to pass, 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, 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 contacts/arrangements already entered into or to be entered into and further authorized to deal in related party transaction(s) as under:

Name of Related Party	Nature of Transaction	Aggregate amount (₹)	Duration of Agreement/ Contract
Dipper Healthcare Private Limited	Sale of old Machinery	₹ 1,50,000/- Plus applicable taxes, if any.	One time

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary and to execute all necessary documents”.

By Order of the Board of Directors,

J. W. Patil
Company Secretary

Registered Office:

Thergaon, Pune – 411 033
Tel: +91-20-40773333, Fax : +91-20-40773388
CIN: L74999MH 1999PLC013394
Web Site : www.3pland.com
Email:- admin@3pland.com
Dated: 13th May, 2023

Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item No. 3 to 6 are annexed hereto.
- 2) In compliance with the provisions of Companies Act, 2013 read with the Ministry of Corporate Affairs (“MCA”) General Circular No. 10/2022 dated 28th December, 2022, read with General Circular Nos. 02/2022 dated 05th May, 2022, 20/2020 dated 05th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021 and 21/2021 dated 14th December, 2021 (Collectively referred to as “the MCA Circulars”) and Securities Exchange Board of India (“SEBI”) Circulars dated 05th January, 2023 read with circulars dated 13th May, 2022, 15th January, 2021 and 12th May, 2020 (Collectively referred to as “the SEBI Circulars”) the 58th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “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 “AGM” or “e-AGM”.

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- 3) AGM: The Company has appointed National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the AGM.
- 4) The Register of Members and Transfer Books of the Company will be closed from Friday, the 28th day of July, 2023 to Saturday, the 05th day of August, 2023 (both days inclusive)
- 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 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 AGM on its behalf and to vote through remote e-voting or during the AGM. The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to yeole2408@gmail.com, with a copy marked to evoting@nsdl.co.in.
- 7) The Members can join the AGM through Video Conferencing 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. As per MCA Circular the facility of participation at the AGM through VC will be available for 1,000 members on a first-Come First-served basis. 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, Auditor's 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) Pursuant to the provisions of the Companies Act 2013 and rules made thereunder and in compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-2023 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories and printed copies of the said documents are being sent by permitted mode to the Members who have not registered their e-mail addresses with the Company/Depositories. Members may note that the Notice calling the AGM and the Annual Report 2022-2023 will also be available on the Company's website www.3pland.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 Depositories 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 28th July, 2023 through email on investors.relations@3pland.com / jagdish.patil@3pland.com. The same will be replied by the Company suitably. Members may also ask their question at the meeting by using chat box facility provided by NSDL. The questions received will be replied at AGM or individually through email as may be decided by the Chairman.
- 12) 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 claim of unclaimed and unpaid dividends, etc.
- 13) 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 investor.relations@3pland.com for the same.

- 14) Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangements in which directors are interested, will be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to investors.relations@3pland.com for the same.
- 15) 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.
- 16) 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.
- 17) 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).

In case of joint holding, the person named first in the Register of members shall be entitled to vote.

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

I. 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 from time to time 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.
- The Remote e-voting period commences on Wednesday, the 02nd August, 2023 (9:00 a.m. IST) and ends on Friday, the 04th August, 2023 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 28th July, 2023, 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 held in the paid up equity share capital of the Company as on 28th July, 2023.

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- Any person holding shares in physical form and non individual shareholders, who acquire shares of the Company and become a member of the Company after sending of the Notice and holding shares as on the cut off date, may obtain the login Id and password by sending a request at e-voting@nsdl.co.in. However, if he/she is already registered with NSDL of remote e-voting then, he/she can use his/her existing User ID and password for casting the vote. In case of individual shareholders holding securities in demat mode and who acquire shares of the Company and become a Member of the Company after sending the Notice and holding shares as on the cut-off date may follow steps mentioned below under **“Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in demat mode”**.

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

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDEAS e-Services, option to register is available at https:// eservices.nsdl.com. Select 'Register Online for IDEAS Portal' or click at https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>