



3P LAND HOLDINGS LIMITED

[Formerly known as Pudumjee Industries Limited]

CIN:- L74999MH1999PLC013394

Registered Office :Thergaon, Chinchwad, Pune-411033

Tel: +91-20-40773333, Fax : +91-20-40773388

E-Mail : sk@pudumjee.com.

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of 3P Land Holdings Limited (Formerly known as Pudumjee Industries Limited) will be held at the Registered office of the Company at Thergaon, Pune 411033 on Wednesday, the 29th day of May, 2019 at 10.00 a.m. (ST) to transact the following 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 provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to such other approvals as may be applicable under various statutes or regulations or any other law for the time being in force, if any, consent of the members be and is hereby accorded to sell 34,12,850 equity shares of ₹ 2/- each held by the Company in AMJ Land Holdings Limited (Formerly known as Pudumjee Pulp & Paper Mills Limited), in one or more tranches, to Chem Mach Private Limited, or any other related party within Promoters group at prevailing market price, through stock exchange on such terms and conditions, as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to perform all acts, deeds and things, execute documents and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

Notes:

The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of above item 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.

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

Pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company is required 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 have already registered your e-mail id, you would be receiving the Notices of General Meeting/Postal Ballot, Annual Report and other shareholder's communication by electronic mode.

The members who hold shares in physical mode and have not got their email id recorded or wish to update a fresh email may request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholder's communication by electronic mode by registering their valid email with the Company/ Registrar and Share Transfer Agents.

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, to the Company at its registered office address or through company's e-mail at sk@pudumjee.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.

The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Satellite Corporate Services Pvt. Ltd., Unit No. 49, Building No. 13AB, 2nd Floor, Samhita Commercial Cooperative Society Limited, MTNL Lane, Saki Naka, 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 Remote 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. Sunny Warghade, SAW & Associates, Practicing Company Secretary, Flat No. 4, 2nd Floor, Charhate Building, CTS No. 992/93/3/13, Rajendra Nagar, Pune – 411 030, on or before 22nd May, 2019.

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 Extra-Ordinary General Meeting (EOGM) 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") on all resolutions set forth in this Notice.

Since the company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the said meeting. 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 Sunday, 26th May, 2019 at 9.00 a.m. and will end on Tuesday, 28th May, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or dematerialized form, as on the 17th May, 2019 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <p>* 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.</p> <p>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 No. 1, then enter RA000000001 in the PAN field.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat Or Date of Birth (DOB) account or in the company records in order to login.</p> <p>* 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)</p>

- ix After entering these details appropriately, click on "SUBMIT" tab.
- x Members holding share in physical form will then directly reach the Company selection screen. However, members holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat holders for remote e-voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for remote 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.
- xi For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- xii Click on the Company i.e. 3P Land Holdings Limited/Electronic Voting Sequence Number (EVSN) of 3P Land Holdings Limited.
- xiii On the voting page you will see "RESOLUTIONS 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 option NO implies that you dissent to the Resolution.
- xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv After selecting the resolution you have decided to 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.
- xvi Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xviii If de-mat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix Shareholders can also cast their votes by using CDSL's mobile app m-voting, available for android base mobiles. The m-voting app can be downloaded from Google Play Store. I-phone and Windows Phone users can download the app from

the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your phone.

xix Note for Non Individual shareholders and Custodians:

Non individual shareholders (i.e other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi Any person who acquires shares of the Company and becomes member of the company after dispatch of the Notice and holding shares, may follow the same instructions as mentioned above for remote e-voting. The voting rights of the members shall be in proportion to their shares in the paid up capital of the company. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date, only shall be entitled to avail the facility of remote e-voting as well as voting at the said meeting. A person who is not a member as on cut of date should treat this Notice for information purpose only.

xxii In case of any queries or issues regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

xxiii The Board of Directors has appointed Mr. Sunny Warghade, Practicing Company Secretary (Membership No ACS-30072 and C. P. No. 11426) of SAW & Associates, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. They have communicated their willingness to be appointed and will be available for same purpose.

xxiv The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment in the company and make not later than forty eight hours of conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

xxv The Chairman or the person authorized by him in writing, shall forthwith, on receipt of the Consolidated Scrutinizer's Report declare the results of voting within 48 hours of the conclusion of the EOGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pudumjeeindustries.com and on the website of CDSL. Immediately after the result is declared by the Chairman shall also be communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.

Subject to the receipt of requisite number of Votes, the resolutions shall be deemed to be passed on the date of EOGM i.e. 29th May, 2019.

Registered Office:

Thergaon, Pune – 411 033

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CIN: L74999MH1999PLC013394

Web Site : www.pudumjeeindustries.com.

Email:- sk@pudumjee.com

Dated: 19th April, 2019

By Order of the Board of Directors,

For **3P LAND HOLDINGS LIMITED**,

[Formerly known as Pudumjee Industries Limited]

J. W. Patil

Company Secretary

ANNEXURE TO NOTICE

Explanatory statement under Section 102 of Companies Act, 2013

The following Explanatory statement sets out all material facts relating to item of the Business mentioned in accompanying Notice.

Section 188 and other applicable provisions of the Companies Act, 2013 and also the provisions of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 require approval of the shareholders by way of Ordinary Resolution for sale or disposal of shares/investment to other related party(ies) within the Promoter Group. It is proposed to sell 34,12,850 equity shares of ₹ 2 each held by the Company in AMJ Land Holdings Limited (Formerly known as Pudumjee Pulp & Paper Mills Limited), in one or more tranches to Chem Mach Private Limited or any other related parties within the group for a consideration at market price prevailing on the date of transaction through stock exchange. The Audit Committee and the Board of Directors had considered this transaction at their meeting held on 9th February, 2019.

Pursuant to second proviso to Section 188(1) of the Companies Act, 2013, no member of the Company, who is a related party, shall vote on the resolution for approval of such related party transaction. Accordingly, all members who are related parties, shall abstain from voting on the proposed resolution.

Additional information:

Name of related Party	AMJ Land Holdings Limited Chem Mach Private Limited
Material terms and particulars of contract or arrangement/Nature of transaction	Sale of 34,12,850 equity shares of AMJ Land Holdings Limited, in one or more tranches to Chem Mach Private Limited, or to any other related party(ies) within promoter group at market price prevailing at the time of transaction through stock exchange
Name of Director or Key Managerial Personnel, who is interested, if any and Nature of Relationship	Mr. Arun Kumar Jatia is Promoter and relative of Ms. Vasudha Jatia, Director of 3P Land Holdings Limited. Ms. Vasudha Jatia is part of the Promoter Group of AMJ Land Holdings Limited, 3P Land Holdings Limited and Chem Mach Private Limited but holds NIL shares in said companies, as on date of this Notice. Mr. Arun Kumar Jatia is Promoter of AMJ Land Holdings Limited and Chem Mach Private Limited and 3P Land Holdings Limited. Mr. Arun Kumar Jatia is Chairman of AMJ Land Holdings Limited and a Director in Chem Mach Private Limited. Mr. Arun Kumar Jatia, along with relatives hold more than 2% of paid up capital of AMJ Land Holdings Limited, 3P Land Holdings Limited and in Chem Mach Private Limited. Individually, Mr. Arun Kumar Jatia holds 5.00% in AMJ Land Holdings Limited.
Any other information relevant or important for the members to take decision on the proposed resolution	NIL

The Board is of the opinion that the aforesaid resolution is in the interest of the Company and its members and hence recommends the resolution for your approval.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution except to the extent of their shareholding in the company, if any.

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CIN: L74999MH1999PLC013394

Web Site : www.pudumjeeindustries.com.

Email:- sk@pudumjee.com

Dated: 19th April, 2019

By Order of the Board of Directors,
For **3P LAND HOLDINGS LIMITED**,
[Formerly known as Pudumjee Industries Limited]

J. W. Patil
Company Secretary

Proxy Form

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

Name of the Company : **3P LAND HOLDINGS LIMITED**
[Formerly known as Pudumjee Industries Limited]
CIN:L74999MH1999PLC013394

Registered office : **THERGAON, PUNE 411 033.**

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

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

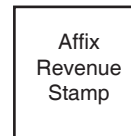
- 1. Name :
Address :
E-mail Id :
Signature : or failing him
- 2. Name :
Address :
E-mail Id :
Signature : or failing him
- 3. Name :
Address :
E-mail Id :
Signature : or failing him

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 Company to be held on Wednesday, 29th May, 2019 at 10.00 a.m. (ST) at the Registered office of the Company at Thergaon, Pune 411033 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No. (Please ✓ at appropriate below)

- 1. Approval of Related Party Contracts under Section 188 of the Companies Act, 2013.

Signed this _____ day of _____, 2019



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.



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E-Mail : sk@pudumjee.com.

Attendance Slip

Please complete and sign this attendance slip and hand over at the entrance of the meeting hall.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company at its Registered office at Thergaon, Pune 411033 at 10.00 a.m. (ST) on Wednesday, the 29th day of May, 2019.

1. Name and Address of the sole/first named shareholder :
2. Name(s) of the Joint Holder(s), if any :
3. Folio No/Depository Account DPID & Client Id Nos. :
4. Name of the Proxy (if any) :
5. Number of Shares held :

Signature of Member/Proxy

**ROUTE MAP TO THE VENUE OF
EXTRA ORDINARY GENERAL MEETING
OF 3P LAND HOLDINGS LIMITED
(FORMERLY KNOWN AS
PUDUMJEE INDUSTRIES LTD.)
THERGAON, PUNE 411 033.**

