



3P LAND HOLDINGS LIMITED

Registered Office

Registered Office:- Thergaon, Pune - 411 033.
CIN: L74999MH1999PLC013394 Tel: +91-20-40773333, Fax: +91-20-40773388
Website: www.3pland.com, E-mail: admin@3pland.com

NOTICE OF POSTAL BALLOT
[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below is proposed to be passed by the Members of 3P Land Holdings Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email address is registered with Satellite Corporate Services Private Limited ("SCSPL"), the Company's Registrar and Share Transfer Agent, and / or the Depository Participant(s) and the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company recommends approval of the Members for the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reason for the Resolutions is annexed hereto.

You are requested to peruse the proposed Resolutions along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 01:

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 contact/arrangement to be entered into and further authorized to deal in related party transaction as under:

Name of Related Party	Nature of Transaction	Aggregate amount (₹)	Duration of Agreement/Contract
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.

Item No. 02:

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 contact/arrangement 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".

Item No. 03:

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 contact/arrangement to be entered into and further authorized to deal in related party transaction 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”.

Date: 21st August, 2023
Place: Mumbai

By Order of the Board of Directors
For 3P Land Holdings Limited

J. W. Patil
Company Secretary & Compliance officer
(ICSI Membership No.: A9586)

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts and reasons for the proposed resolutions is annexed hereto.
2. In Compliance with the aforesaid MCA Circulars, the Notice of Postal Ballot ("the Notice") containing instruction is being sent only through electronic mode (i.e. through e-mail) to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 18th August, 2023 (hereinafter called as "Cut-off Date") and whose email addresses are registered with the Company/Depositories on the said date.
3. A copy of this Notice of Postal Ballot will also be available on the Company's website at www.3pland.com, and on the Website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
4. Members whose name is appearing on the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible for Remote e-voting. A person who is not member on Cut-Off date should treat this notice for information purpose only.
5. 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@3pland.com for the same.
6. The Board of Directors of the Company has appointed Mr. Pankaj Bhanudas Yeole of PBY and Associates (Membership No. 50196 & Certificate of Practice No. 19127), Pune, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner.
7. In compliance with provisions of Sections 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing Remote e-voting facility to enable Members of the Company to cast their votes electronically on the matters included in this Notice. The Company has appointed National Securities Depository Limited (NSDL) for facilitating Remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
8. The remote e-voting period commences from Wednesday, the 23rd August, 2023 (09:00 a.m. IST) to Friday, the 22nd September, 2023 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date i.e., Friday, 18th August, 2023, may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.
9. The Resolution, if passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Friday, the 22nd September, 2023 and as if it has been passed at a General Meeting of the Members.
10. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, Institutional Members / Corporate Members (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 vote through remote e-voting. 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 jagdish.patil@3pland.com.
11. Upon completion of the scrutiny of electronic votes, the Scrutinizer will submit his report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be announced on Friday, 22nd September, 2023. The said results would be displayed at the Registered Office of the Company and on its website at www.3pland.com and on the website of NSDL at <https://evoting.nsdl.com> and simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.

12. 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 the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.

13. Instructions for voting through e-voting are 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 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 Remote e-voting period commences on Wednesday, the 23rd August, 2023 (9:00 a.m. IST) and ends on Friday, the 22nd September, 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 18th August, 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 in cast by the Member, the Member shall not be allowed to change it subsequently.
- 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 18th August, 2023.
- 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 of 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 of the cut-off date may follow steps mentioned below under "**Login method for remote e-voting 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 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.	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.

2. If you are 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>
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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP 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.
- 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. Password details for shareholders other than Individual shareholders 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. 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) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yeole2408@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre (Senior Manager) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to service@satellitecorporate.com/admin@3pland.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to service@satellitecorporate.com/admin@3pland.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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: 21st August, 2023

By Order of the Board of Directors,
J. W. Patil
Company Secretary & Compliance Officer
ICSI Membership No. A9586

Explanatory statement under Section 102 of Companies Act, 2013

The following Explanatory statement sets out all material facts relating to item Nos. 01 to 03 mentioned in accompanying Notice.

Item No. 01

The provisions of the companies Act, 2013 and regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material related party transactions shall require approval of the shareholders.

In compliance with the above provisions the proposed agreement/arrangement /contract to be entered into with the party as specified in the proposed ordinary resolution is placed for your approval. The Audit Committee at its meeting held on 21.08.2023 has recommended the transaction.

Pudumjee Paper Products Limited is a related party by virtue of below mentioned criteria.

Name of Related Party	Nature of Transaction	Aggregate amount (₹)	Interested Directors/persons
Pudumjee Paper Products Limited	Supply of services for sales and marketing	Aggregate consideration not exceeding ₹ 150 Lakhs per Financial Year plus applicable taxes.	Mr. A. K. Jatia, promoter of both the companies and along with his relatives holds 73.20% of the paid up share capital of the Company.

The aforesaid resolution was recommended by Audit Committee and Board of Directors at their meetings held on 13.05.2023 and accordingly placed before the Annual General Meeting held on 05th August, 2023, but did not pass and hence placed before shareholders again through postal ballot.

This resolution, if approved/passed by shareholders, will yield additional income to the Company and therefore, is in the interest of the Company and in the absence of which the Company may suffer loss.

Details of the proposed RPT's between the Company and Pudumjee Paper Products Limited (PPPL) including the information require to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/P/2021/662 dated 22nd November, 2021 are as follows.

Sr. No.	Description	Details of proposed RPT, between the Company and PPPL
1	Summary of information provided by the management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	PPPL is associate company of the company and promoter of the Company. PPPL is a related party of the Company as on date of this notice
b.	Type material terms, monetary value and particulars of the proposed RPT	The Company and PPPL will enter with an arrangement for supply of services for sales and marketing to PPPL for an aggregate consideration not exceeding ₹ 150 Lakhs per financial year plus taxes.
c.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year	59.52%
2.	Jurisdiction of the proposed RPT	Pursuant to the arrangement the sales and marketing services will be provided by the Company to PPPL
3.	Details of the proposed RPTs relating to any loans, intercorporate deposits advances or investments made or given by the Company or its subsidiary	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments- -Nature of indebtedness -Cost of funds and	Not Applicable

	-Tenure	
c	Applicable terms, including covenants, tenure interest rate and repayment schedule, whether secured or unsecured, if secured, nature of security	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4.	Arm's length pricing and the statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism based at about ₹12.50 Lakhs per month for providing the sales and marketing services to PPPL
5.	Name of the director or Key Managerial Personnel ("KMP") who is related, if any and the nature of their relationship	None of the Director or KMP of the Company is Director or KMP in PPPL
6.	Any other information that may be relevant	--

The Board is of the opinion that based on the reasons elucidated above, it would be in the best interest of the Company, to undertake the transactions as contemplated in Item No. 1 and hence, recommends the Item No. 1 for your approval.

The Members may note that as per provisions of applicable law, all related parties (whether such related party is a party to the above-mentioned proposal or not), shall not vote to approve the Resolution set out at Item No. 1.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested monetarily or otherwise in the proposed Ordinary Resolution.

The Resolution at item No. 1 of the Notice is recommended by the board to be passed as an Ordinary resolution.

Item No. 02

The provisions of the companies Act, 2013 and regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material related party transactions shall require approval of the shareholders.

In compliance with the above provisions the proposed transaction for availing the services from AMJ Land Holdings Limited is with the related party as specified in the proposed resolution placed for your approval.

The Company proposes to enter into a contract with AMJ Land Holdings Limited (AMJLAND), a related party for availing the professional services for developing its land situated at Narsinghpur, Madhya Pradesh, for which AMJ Land Holdings Limited has an expertise. AMJ Land Holdings Limited is related party in relation to the following contract/arrangement. The Audit Committee at its meeting held on 21.08.2023 has recommended the transaction.

It may be noted that, related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

Name of Related Party	Nature of Transaction	Aggregate amount (₹)	Interested Directors/persons
AMJ Land Holdings Limited	Availing 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.	Mr. A. K. Jatia, promoter of both the companies and along with his relatives holds 73.20% of the paid up share capital of the Company.

The aforesaid resolution was recommended by Audit Committee and Board of Directors at their meetings held on 13.05.2023 and accordingly placed before the Annual General Meeting held on 05th August, 2023, but did not pass and hence placed before shareholders again through postal ballot.

This resolution, if approved/passed by shareholders, will be helpful to the Company in availing the professional services for real estate development and is in the interest of the Company. Further the land may achieve better realisation.

Details of the proposed RPT's between the Company and AMJ Land Holdings Limited (AMJLAND) including the information require to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/P/2021/662 dated 22nd November, 2021 are as follows.

Sr. No.	Description	Details of proposed RPT, between the Company and AMJLAND
1	Summary of information provided by the management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	AMJLAND is associate company of the company and promoter of the Company. PPPL is a related party of the Company as on date of this notice
b.	Type material terms, monetary value and particulars of the proposed RPT	The Company and AMJLAND will provide the professional services for development of company's land at Narsinghpur, Madhyapadesh for an aggregate consideration not exceeding ₹ 25 Lakhs per financial year plus taxes and out of pocket expenses at actuals
c.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year	9.90%
2.	Jurisdiction of the proposed RPT	Pursuant to the arrangement the company will avail the professional services from AMJLAND for developing its land at Narsinghpur, Madhyapadesh
3.	Details of the proposed RPTs relating to any loans, intercorporate deposits advances or investments made or given by the Company or its subsidiary	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments- -Nature of indebtedness -Cost of funds and -Tenure	Not Applicable
c.	Applicable terms, including covenants, tenure interest rate and repayment schedule, whether secured or unsecured, if secured, nature of security	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4.	Arm's length pricing and the statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism based at about ₹ 25 Lakhs per financial year plus applicable taxes and actual out of pocket expenses incurred by AMJLAND
5.	Name of the director or Key Managerial Personnel ("KMP") who is related, if any and the nature of their relationship	None of the Director or KMP of the Company is Director or KMP in AMJLAND
6.	Any other information that may be relevant	--

The Board is of the opinion that based on the reasons elucidated above, it would be in the best interest of the Company, to undertake the transactions as contemplated in Item No. 2 and hence, recommends the Item No. 2 for your approval.

The Members may note that as per provisions of applicable law, all related parties (whether such related party is a party to the above-mentioned proposal or not), shall not vote to approve the Resolution set out at Item No. 2.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested monetarily or otherwise in the proposed Ordinary Resolution.

The Resolution at item No. 2 of the Notice is recommended by the board to be passed as an Ordinary resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested monetarily or otherwise in the proposed Ordinary Resolution.

The Resolution at item No. 2 of the Notice is recommended by the board to be passed as an Ordinary resolution.

Item No. 03

The provisions of the Companies Act, 2013 and regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material related party transactions shall require approval of the shareholders.

In compliance with the above provisions the proposed transaction for sell of old machinery is to be entered into with the party as specified in the proposed resolution placed for your approval.

The Company is proposing to sell its old Jumbo Roll Slitting and Rewinding Machine (which is lying idle) for the consideration not exceeding ₹150,000/- (being the estimated fair value) to Dipper Healthcare Private Limited. Dipper Healthcare Private Limited (DHPL), is a wholly owned subsidiary of Quality Tissue converting Company Private Limited, which is wholly owned subsidiary of one of our associate company namely, Biodegradable Products India Limited, and therefore, is a related party as per the Companies Act, 2013, and also under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The original cost of the machine in 2005 and is depreciated value as at 31.12.2023 is ₹ 4,20,870/- and ₹ 21,544/- respectively. The Audit Committee at its meeting held on 21.08.2023 has recommended the transaction.

Name of Related Party	Nature of Transaction	Aggregate amount (₹)	Interested Directors/persons
Dipper Healthcare Private Limited	Sale of old Machinery	₹ 1,50,000/- Plus applicable taxes, if any	Mr. A. K. Jatia, promoter of the company and of another group company and DHPL is the subsidiary of another group company.

The aforesaid resolution was recommended by Audit Committee and Board of Directors at their meetings held on 13.05.2023 and accordingly placed before the Annual General Meeting held on 05th August, 2023, but did not pass and hence placed before shareholders again through postal ballot.

This resolution, if approved/passed by shareholders, will be helpful to the Company in realising the proceeds by sell of old unused machinery at fair value and is in the interest of the Company.

Details of the proposed RPT's between the Company and Dipper Healthcare Private Limited (DHPL) including the information require to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/P/2021/662 dated 22nd November, 2021 are as follows.

Sr. No.	Description	Details of proposed RPT, between the Company and DHPL
1	Summary of information provided by the management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	DHPL is associate company of the company and is a related party of the Company as on date of this notice
b.	Type material terms, monetary value and particulars of the proposed RPT	The Company will sale its old unused machinery to DHPL for ₹ 1.50 Lakhs, plus applicable taxes.

c.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year	0.59%
2.	Jurisdiction of the proposed RPT	Pursuant to the transaction the company will sell its old unused machinery to DHPL
3.	Details of the proposed RPTs relating to any loans, intercorporate deposits advances or investments made or given by the Company or its subsidiary	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments- -Nature of indebtedness -Cost of funds and -Tenure	Not Applicable
c	Applicable terms, including covenants, tenure interest rate and repayment schedule, whether secured or unsecured, if secured, nature of security	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4.	Arm's length pricing and the statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism based at about ₹ 1.50 Lakhs, a fair value of the old machinery.
5.	Name of the director or Key Managerial Personnel ("KMP") who is related, if any and the nature of their relationship	None of the Director or KMP of the Company is Director or KMP in AMJLAND
6.	Any other information that may be relevant	--

The Board is of the opinion that based on the reasons elucidated above, it would be in the best interest of the Company, to undertake the transactions as contemplated in Item No. 3 and hence, recommends the Item No. 3 for your approval.

The Members may note that as per provisions of applicable law, all related parties (whether such related party is a party to the above-mentioned proposal or not), shall not vote to approve the Resolution set out at Item No. 3.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested monetarily or otherwise in the proposed Ordinary Resolution.

The Resolution at item No. 3 of the Notice is recommended by the board to be passed as an Ordinary resolution.

By Order of the Board of Directors,

J. W. Patil
Company Secretary

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