



# 3P LAND HOLDINGS LIMITED

[Formerly known as Pudumjee Industries Limited]

Registered Office

25<sup>th</sup> July, 2019

Shri Rajendra Chiranjilal Saraf,  
Mumbai.

Dear Sir,

It is indeed a matter of privilege for us to have you again on our Board as an Independent Director. We also sincerely appreciate the keen interest, which you have taken in the affairs of the Company and the guidance which you so readily provide.

As you are aware that, the Companies Act, 2013 ('Act') has mandated that the Company should formalize the appointment through a letter of appointment setting forth therein certain particulars as mentioned therein. This letter therefore, refers to those particulars in fulfilment of that stipulation.

1. Though you may be fully aware of the provisions of the Companies Act, 2013, specially Section 149 and Schedule IV (copy enclosed) of the Act which talk about Independent Director and Corporate Governance Code as specified in the listing agreement/regulations with the Stock Exchanges which include the code of conduct framed thereunder. Your attention is drawn to these provisions, especially, the provisions contained in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
2. Your tenure as an Independent Director, in the second term, is upto 31<sup>st</sup> March, 2024, with effect from 15<sup>th</sup> September, 2019, subject to other provisions of the Act and Listing Regulations.
3. The agenda of all the Board meetings would be sent to you sufficiently in advance and your active participation by way of frank and fair discussion and opinion on any matter contained therein or any other matter which in your opinion, is necessary concerning the affairs of the Company would be deeply appreciated. Such an involvement would go a long way in helping the Board to reach a judicious decision on the subject matter. A similar participation in the following Committees on which you are member/chairman would indeed be of immense help.

- |   |            |
|---|------------|
| (a) Audit Committee                       | -Chairman  |
| (b) Nomination and Remuneration Committee | -Chairman  |
| (c) Stakeholders Relationship Committee   | - Chairman |

**Registered Office:**

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E-Mail : [sk@pudumjee.com](mailto:sk@pudumjee.com). CIN L74999MH1999PLC013394 GSTIN:-27AAACP0487B1ZQ

**Corporate Office:**

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4. Needless to state that, you as an Independent Director is expected to discharge the fiduciary duties normally associated with such a position, especially concerning disclosure of your interest in any contract or arrangement with the Company in conformity with Law/Listing Regulations.
5. Any transaction or contact or arrangement which you feel would be in potential conflict with your independence or interest would be expected to be brought to the notice of the Board so that an informed decision by it would be taken after careful consideration of the pros and cons of the matter.
6. The Company as a customary practice, allows sitting fees at Rs. 1,000/- per meeting of the Board/Audit Committee, Rs. 500/- for Stakeholders Relationship Committee and Nomination and Remuneration Committee and reimbursement of any expenditure incurred in connection with the travel to attend the Board Meeting to and from your place of residence.
7. A copy of the resolution passed by the shareholders at their Annual General Meeting held on 22<sup>nd</sup> July, 2019 is enclosed for your record.

We appreciate the active role rendered by you as an Independent Director in the first term and look forward to your active involvement in the company's decision making process and valuable guidance towards a better and stronger company.

Thanking you, we remain,

Yours faithfully,  
On behalf of the Board,

Chairman  
Encl: A/a.



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# 3P LAND HOLDINGS LIMITED

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Registered Office

COPY OF RESOLUTION PASSED BY THE SHAREHOLDERS AT THE ANNUAL GENERAL MEETING HELD ON 22<sup>ND</sup> JULY, 2019.

.....

"RESOLVED THAT pursuant to the provisions of Sections 149, 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) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') Mr. Rajendra Chiranjilal Saraf (DIN:00161412), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for another term with effect from 15<sup>th</sup> September, 2019 to 31<sup>st</sup> March, 2024".

Certified True copy,  
For 3P LAND HOLDINGS LTD.,  
[Formerly known as Pudumjee Industries Ltd.]

(J. W. Patil)  
Company Secretary



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# 3P LAND HOLDINGS LIMITED

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Registered Office

25<sup>th</sup> July, 2019

Shri Arvind Kumar Somany,  
Ahmedabad.

Dear Sir,

It is indeed a matter of privilege for us to have you again on our Board as an Independent Director. We also sincerely appreciate the keen interest, which you have taken in the affairs of the Company and the guidance which you so readily provide.

As you are aware that, the Companies Act, 2013 ('Act') has mandated that the Company should formalize the appointment through a letter of appointment setting forth therein certain particulars as mentioned therein. This letter therefore, refers to those particulars in fulfilment of that stipulation.

1. Though you may be fully aware of the provisions of the Companies Act, 2013, specially Section 149 and Schedule IV (copy enclosed) of the Act which talk about Independent Director and Corporate Governance Code as specified in the listing agreement/regulations with the Stock Exchanges which include the code of conduct framed thereunder. Your attention is drawn to these provisions, especially, the provisions contained in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
2. Your tenure as an Independent Director, in the second term, is upto 31<sup>st</sup> March, 2024, with effect from 15<sup>th</sup> September, 2019, subject to other provisions of the Act and Listing Regulations.
3. The agenda of all the Board meetings would be sent to you sufficiently in advance and your active participation by way of frank and fair discussion and opinion on any matter contained therein or any other matter which in your opinion, is necessary concerning the affairs of the Company would be deeply appreciated. Such an involvement would go a long way in helping the Board to reach a judicious decision on the subject matter. A similar participation in the following Committees on which you are member/chairman would indeed be of immense help.

(a) Audit Committee -Member

(b) Nomination and Remuneration Committee -Member

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4. Needless to state that, you as an Independent Director is expected to discharge the fiduciary duties normally associated with such a position, especially concerning disclosure of your interest in any contract or arrangement with the Company in conformity with Law/Listing Regulations.
5. Any transaction or contact or arrangement which you feel would be in potential conflict with your independence or interest would be expected to be brought to the notice of the Board so that an informed decision by it would be taken after careful consideration of the pros and cons of the matter.
6. The Company as a customary practice, allows sitting fees at Rs. 1,000/- per meeting of the Board/Audit Committee, Rs. 500/- for Stakeholders Relationship Committee and Nomination and Remuneration Committee and reimbursement of any expenditure incurred in connection with the travel to attend the Board Meeting to and from your place of residence.
7. A copy of the resolution passed by the shareholders at their Annual General Meeting held on 22<sup>nd</sup> July, 2019 is enclosed for your record.

We appreciate the active role rendered by you as an Independent Director in the first term and look forward to your active involvement in the company's decision making process and valuable guidance towards a better and stronger company.

Thanking you, we remain,

Yours faithfully,  
On behalf of the Board,

Chairman  
Encl: A/a.



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# 3P LAND HOLDINGS LIMITED

[Formerly known as Pudumjee Industries Limited]

Registered Office

COPY OF RESOLUTION PASSED BY THE SHAREHOLDERS AT THE ANNUAL GENERAL MEETING HELD ON 22<sup>ND</sup> JULY, 2019.

.....

"RESOLVED THAT pursuant to the provisions of Sections 149, 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) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Mr. Arvind Kumar Somany (DIN:00024903), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for another term with effect from 15<sup>th</sup> September, 2019 to 31<sup>st</sup> March, 2024".

Certified True copy,  
For 3P LAND HOLDINGS LTD.,  
[Formerly known as Pudumjee Industries Ltd.]

(J. W. Patil)  
Company Secretary



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# 3P LAND HOLDINGS LIMITED

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25<sup>th</sup> July, 2018

Dear Shri Bhavanisingh Shekhawat,

It is indeed a matter of privilege for us to have you on our Board as an Independent Director. We also sincerely appreciate the keen interest which you always take in the affairs of the Company and the guidance which you so readily provide.

The Companies Act, 2013 (Act) has now mandated that the Company should formalize the appointment through a letter of appointment setting forth therein certain particulars as mentioned therein. This letter therefore, refers to those particulars in fulfillment of that stipulation.

1. Though you may be fully aware of the provisions of the Companies Act, 2013 specially Section 149 and Schedule IV of the Act which talk about Independent Director and Corporate Governance Code as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 /Listing Agreement with the Stock Exchanges which include the code of conduct framed there under, your attention is drawn to these provisions especially, the provisions contained in Section 149(6) of the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The tenure as an Independent Director, in the initial case, is for a period of 5 years with effect from 23.07.2018 subject to other provisions of the Act and listing agreements.
3. The Agenda for all the Board Meetings would be sent to you sufficiently in advance and your active participation by way of frank and fair discussion and opinion on any matters contained therein or any other matter which in your opinion, is necessary concerning the affairs of the Company would be deeply appreciated. Such an involvement would go a long way in helping the Board to reach a judicious decision on the subject matter. A similar participation in the Committees on which you would be member/Chairman would indeed be of immense help.
4. Needless to state that, you as an Independent Director is expected to discharge the fiduciary duties normally associated with such a position, especially concerning disclosure of your interest in any contract or arrangement with the Company in conformity with the law/listing agreement.

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..2..

5. Any transaction or contract or arrangement which you feel would be in potential conflict with your independence or interest would be expected to be brought to the notice of the Board so that an informed decision by it would be taken after careful consideration of the pros and cons of the matter.
6. The Company as a customary practice, allows sitting fees of ₹ 1,000/- per meeting of the Board/Audit Committee/Independent Directors/Restructuring Committee meeting, ₹ 500/- per meeting of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee and reimbursement of any expenditure incurred in connection with the travel to attend the Board Meeting to and from your place of residence.
7. The Company may, if required, conduct training programmes for its independent Directors.
8. Annually and when required, the independent directors meet without the presence of non-independent directors. At this meeting, the independent Directors evaluate the performance of non-independent directors and the Board of Directors as a whole, evaluate the performance of the chairman of the Board and discuss aspects relating to flow of information between the Company, the Management and the Board.
9. A copy of Resolution passed by the Shareholders at their Annual General Meeting held on 23<sup>rd</sup> July, 2018 is enclosed for your record.

We look forward to your active involvement in the Company's decision making process and valuable guidance towards a better and stronger Company.

Please confirm your acceptance of the above terms by signing and returning the enclosed duplicate copy of this letter.

Thanking you, we remain;

Yours faithfully,

For 3P LAND HOLDINGS LTD.,  
[Formerly known as Pudumjee Industries Ltd.]



(G. N. Jajodia)  
Chairman.



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[Formerly known as Pudumjee Industries Limited]

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COPY OF RESOLUTION PASSED BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING HELD ON 23<sup>RD</sup> JULY, 2018

.....

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

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

Certified True Copy,  
For 3P LAND HOLDINGS LTD.,  
[Formerly known as Pudumjee Industries Ltd.]

(J. W. Patil)  
Company Secretary



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