



3P LAND HOLDINGS LIMITED

[Formerly known as Pudumjee Industries Limited]

Registered Office

25th 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 31st March, 2024, with effect from 15th 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.

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

Registered Office:

Thergaon, Chinchwad, Pune-411033 Tel: +91-20-30613333, Fax : +91-20-3061 3388
E-Mail : sk@pudumjee.com. CIN L74999MH1999PLC013394 GSTIN:-27AAAC048781ZQ

Corporate Office:

Jatia Chambers, 60, Dr. V.B.Gandhi Marg, Kalaghoda, Mumbai-400001 India.
Tel: +91-22-30213333, 22674485, 66339300, Fax: +91-22-22658316.
E-Mail: pudumjee@pudumjee.com Web Site : www.pudumjeeindustries.com.



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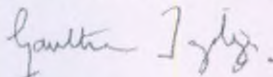
Registered Office

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 22nd 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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COPY OF RESOLUTION PASSED BY THE SHAREHOLDERS AT THE ANNUAL GENERAL MEETING HELD ON 22ND JULY, 2019.

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"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 15th September, 2019 to 31st 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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