



3P LAND HOLDINGS LIMITED

Registered Office

JWP:

20th April, 2024

To,
Shri Upendra Goraksha Deglurkar
Pune

Dear Sir,

It is indeed a matter of privilege for us to have you on our Board as an Independent Director.

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 of the Act, which talks about Independent Director and Corporate Governance Code as specified in the listing 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) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015('LODR')
2. Your tenure as an Independent Director, is from 20th January, 2024 to 19th January, 2029, subject to other provisions of the Act and Listing Regulations.
3. The agenda of all the Board meetings and Committee Meetings would be sent to you sufficiently in advance and your participation by way of frank and fair discussion and opinion on any matter contained therein or nay 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 would indeed be of immense help.
 - a) Nomination and Remuneration Committee- Chairman of the Committee
 - b) Audit Committee-Member
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 contract or arrangement which you feel would be in potential conflict with you 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.

Registered Office:

Thergaon, Chinchwad, Pune-411033 Tel: +91-20-30613333, Fax : +91-20-3061 3388

E-Mail : admin@3pland.com; Web Site : www.3pland.com.

CIN L74999MH1999PLC013394; GSTIN:-27AAACP0487B1ZQ

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



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6. The Company as a customary practice, allows sitting fees at Rs. 5,000/- per meeting of the Board/Audit Committee/Independent Directors Meeting, Rs. 1,000/- for Stakeholders Relationship Committee Meeting and Nomination and Remuneration Committee Meeting 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 programme for its independent directors.
8. Annual 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 the resolution passed by the shareholders at their meeting held on 19th April, 2024 is enclosed for your records.

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.,

(G. N. Jajodia)
Chairman

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COPY OF RESOLUTION PASSED BY SHAREHOLDERS THROUGH POSTAL BALLOT ON 19TH APRIL, 2024.

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"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), and on the basis of recommendation of the Nomination and Remuneration Committee, Mr. Upendra Goraksha Deglurkar (DIN: 00902387), who was appointed by the Board of Directors as an "Additional Director" in the capacity of Non-Executive Independent Director with effect from 20th January, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as "Non-Executive Independent Director" of the Company for a period of 5 years with effect from 20th January, 2024 till 19th January, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors and Company Secretary of the Company, be and are hereby, severally, authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Certified True Copy,
For 3P LAND HOLDINGS LTD.,

(J.W. Patil)
Company Secretary



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