



AMJ LAND HOLDINGS LIMITED

[Formerly known as Pudumjee Pulp & Paper Mills Limited]

Registered Office

VJ: 126

01st July, 2019

<p>The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, BandraKurla Complex, Bandra (E), <u>Mumbai – 400 051.</u></p> <p><u>Scrip Code:- AMJLAND</u></p>	<p>The Manager, Corporate Relationship Department, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, <u>MUMBAI – 400 001.</u></p> <p><u>Scrip Code:- 500343</u></p>
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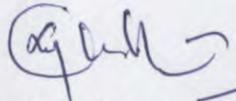
Dear Sir/Madam,

Sub: Submission of Notice of the 54th Annual General Meeting of the Company pursuant to the Provision of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We have enclosed the Notice calling the 54th Annual General meeting of the Members of the Company to be held on Saturday, 27th July, 2019, at 11.30 a.m. for your information and record.

Thanking you,
Yours Faithfully,

For **AMJ Land Holdings Limited,**
(Formerly known as Pudumjee Pulp & Paper Mills Limited)


R. M. Kulkarni
Company Secretary
Encl.: As Above



Registered Office:

Thergaon, Chinchwad, Pune-411033 Tel: +91-20-30613333, Fax : +91-20-3061 3388
E-Mail : sk@pudumjee.com. CIN L21012MH1964PLC013058 GSTIN:27AABCP0310Q1ZG

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.amjland.com

AMJ LAND HOLDINGS LIMITED

NOTICE

The **Fifty Fourth Annual General Meeting** of the Shareholders of AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited) will be held at the Registered Office of the Company at Thergaon, Pune 411 033 on Saturday, the 27th day of July, 2019 at 11.30 a.m. (ST) to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 comprising the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Surendra Kumar Bansal (DIN:00031115), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To declare a dividend on equity shares of the Company for the year 2018-2019.
- 4) 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 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. J. M. Agrawal & Co., Chartered Accountants (Firm Registration No.100130W), the Auditors of the Company made vide Shareholders' Resolution passed in 52nd Annual General Meeting held on 22nd July, 2017 from the conclusion of this meeting till the conclusion of next Annual General Meeting of the Company be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee".

SPECIAL BUSINESS:

- 5) Approval to the re-appointment of Mr. Vinod Kumar Beswal (DIN: 00120095), as a Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"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. Vinod Kumar Beswal (DIN:00120095), 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 13th September, 2019 to 31st March, 2024".

- 6) Approval to the re-appointment of Mr. Nandan Damani (DIN: 00058396), as a Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"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. Nandan Damani (DIN:00058396), 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 13th September, 2019 to 25th July, 2024".

- 7) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and subject to such other approvals, permissions and sanctions including that of the Central Government as may be necessary and with further reference to the Special Resolution passed by the Shareholders at their 52nd Annual General Meeting held on 22nd July, 2017, consent of the Company be and is hereby accorded to the following revised remuneration, payments, benefits and amenities, paid/payable to Mr. Surendra Kumar Bansal (DIN: 00031115), Whole Time Director of the Company, with effect from 01st April, 2018 till the remainder of his term of appointment, that is, 31st March, 2019, the other provisions of the Special Resolution appointing Mr. Surendra Kumar Bansal as Whole Time Director passed at the 49th Annual General Meeting held on 13th September, 2014, remaining unaltered:

- (a) Remuneration at the rate of ₹ 5,82,000/- (Rupees Five Lakhs Eighty Two Thousands) per month including Dearness Allowance.
- (b) Rent free furnished residential accommodation, the Company paying or reimbursing all rents, rates, taxes and other expenses for the upkeep and maintenance of his residential accommodation or an allowance in lieu thereof at the rate of ₹ 1,85,000/- (Rupees One Lakh Eighty Five Thousands) per month.

AND THAT in the event of absence or inadequacy of profits in any financial year, the said remuneration as stated above together with the payments, benefits and amenities shall nevertheless be paid or allowed as minimum remuneration for such year."

- 8) Approval to the appointment and remuneration of Mr. Surendra Kumar Bansal (DIN:00031115), as Whole-Time Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the Act) and subject to such other approvals, permissions and sanctions including that of the Central Government as may be necessary, and subject to such conditions and modification(s) as may be required and which Mr. Surendra Kumar Bansal may accept, Mr. Surendra Kumar Bansal (DIN:00031115) be and is hereby appointed as Whole-Time Director of the Company for a period of Five years with effect from 01st April, 2019 AND THAT consent be and is hereby accorded to the following remuneration, payments, benefits and amenities for an initial period of 3 years and the terms of the appointment of the said Mr. Surendra Kumar Bansal with power to the Board of Directors to alter or vary from time to time at its discretion the remuneration and other terms so however that they do not exceed the permissible limits laid down under Schedule V to the Act or any statutory modification(s) or re-enactment thereof for the time being in force, namely:

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- (a) He shall, subject to the supervision and control of the Board of Directors, perform such services and duties and exercise such powers as from time to time be entrusted to him by the Board of Directors, Chairman and Managing Director.
- (b) Remuneration at the rate of ₹ 5,82,000/- (Rupees Five Lakhs Eighty Two Thousands) per month including Dearness Allowance.
- (c) Rent free furnished residential accommodation, the Company paying or reimbursing all rents, rates, taxes and other expenses for the upkeep and maintenance of his residential accommodation or an allowance in lieu thereof at the rate of ₹ 1,85,000/- (Rupees One Lakh Eighty Five Thousands) per month.
- (d) Expenses of electricity, gas and water, furnishing, of the residential accommodation.
- (e) Actual medical expenses including health insurance premium, hospitalization, nursing home charges, surgical charges and travelling expenses incurred for himself, his wife and dependent children.
- (f) Leave Travel Assistance to cover air and first class air conditioned railway fare for himself, his wife and dependent children once in a year to and from any place in India.
- (g) Membership fees including entrance and other fees for any two clubs.
- (h) Personal accident insurance premium.
- (i) Participation in the Provident Fund and Pension/Superannuation Scheme.
- (j) Gratuity as per the Company's rules applicable to its Executive staff members.
- (k) i) Annual leave with full pay and other benefits for a period of one month with benefit of encashment of unutilized leave at the end of the tenure.
ii) Sick and casual leave as per Company's rules applicable to its Executive staff members.
- (l) Maintenance of telephone at his place of residence and Mobile Phones at the entire cost of the Company.
- (m) Exclusive free use of a motor car for the business of the Company as well as for his personal use with full maintenance charges in respect thereof such as Chauffeur's salary, garage rent, fuel, repairs, insurance, taxes, overhauling, charges, etc. at the entire cost of the Company.

Minimum Remuneration : In the absence or inadequacy of profits in any financial year, the remuneration as stated in (b) above together with perquisites, benefits and amenities shall nevertheless be paid as minimum remuneration notwithstanding the fact that such remuneration is or may be in excess of the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

- 9) 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 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 undemoted subsisting contracts/arrangements already entered into or to be entered into and further authorized to deal in related party transaction(s) as under:

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Name of the Related Party	Nature of Transaction(s)	Aggregate Amount (₹)	Duration of Agreement/ Contract
Pudumjee Paper Products Limited	Sale of Renewable Energy Certificate (REC) or payment in lieu thereof.	Aggregate Consideration not exceeding ₹ 100 Lakhs per Financial Year.	Continuous Arrangement
	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	Repayable On Demand Continuous Arrangement
	Arrangement/Contract/Agreement for Purchase of tissue papers, Napkins, Towels, etc. at Market based rates.	About ₹ 10 Lakhs for each financial year.	Continuous arrangement.
	To avail the Common Services (such as telephone, electricity, Computer etc.).	About ₹ 15 Lakhs for each financial year on cost basis.	Continuous arrangement.
3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	An amount remaining outstanding during any financial year not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	Repayable On Demand Continuous Arrangement
Thacker and Company Limited	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	An amount remaining outstanding during any financial year not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	Repayable On Demand Continuous Arrangement
	Leave and License Agreement to provide portion approximately 100 sq. mtrs. Located at Ground Floor of the premises situated at Jafia Chambers, 60, Dr. V. B. Gandhi Marg, Mumbai - 400001 for the purpose of carrying their business.	License Fee of ₹ 10,800 per month plus applicable taxes.	3 years and 8 months commencing from 16 th October, 2017 to 30 th June, 2021.
Chem Mach Private Limited	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	Repayable On Demand Continuous Arrangement
Pudumjee Plant Laboratories Limited	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed Rs. 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	Repayable On Demand Continuous Arrangement

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, deem necessary, and to execute all necessary documents".

- 10) 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 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and 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 to purchase 1,70,58,769 (17.97%) equity shares of Pudumjee Paper Products Limited from 3P Land Holdings Limited (formerly known as Pudumjee Industries Limited) [3PLHL], at a price through stock exchange platform, in accordance with the SEBI Regulations, in one or more tranches, and

RESOLVED FURTHER THAT Mr. A. K. Jatia and Mr. S. K. Bansal, Directors of the Company be and are hereby, severally, authorized to sign the documents/papers, Delivery Instruction Slips, applications, undertaking, indemnity, declaration(s) and such other necessary documents, if any, for and on behalf of the Company and affix a Common Seal if required, in accordance with the Articles of Association/Companies Act, 2013 and FURTHER to do such other acts, deeds, matters and things as may be deemed necessary, in this regard and to give effect to this resolution in compliance of the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015, in this regard."

- 11) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder, the Board of Directors of the Company be and is hereby authorised:

- To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member, any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provide that such loans are utilised by the borrowing Company for its principal business activities and in particular to the following Companies in which one or more Director(s) may be deemed to be interested on the terms and conditions stated against their respective names:

Sr. No.	Name of the Company	Amount not exceeding of ₹	Rate of Interest p.a.	Commission for Corporate Guarantee p.a.	Term
1	Pudumjee Plant Laboratories Limited	₹ 40 Crores	Upto 10.00% p.a. but not less than 9.00% p.a.	Nil	Repayable on Demand
2	3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	₹ 40 Crores	Upto 10.00% p.a. but not less than 9.00% p.a.	Nil	Repayable on Demand
3	Thacker and Company Limited	₹ 40 Crores	Upto 10.00% p.a. but not less than 9.00% p.a.	Nil	Repayable on Demand
4	Pudumjee Paper Products Limited	₹ 40 Crores	Upto 10.00% p.a. but not less than 9.00% p.a.	Nil	Repayable on Demand
5	Cham Mach Private Limited	₹ 40 Crores	Upto 10.00% p.a. but not less than 9.00% p.a.	Nil	Repayable on Demand

RESOLVED FURTHER THAT, the Board be and is hereby authorised to finalise, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item No(s). 5 to 11 is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
- 3) The Register of Members and Transfer Books of the Company will be closed from Tuesday, the 16th day of July, 2019 to Saturday, the 27th day of July, 2019 (both days inclusive).
- 4) The Dividend, when sanctioned, will be paid on and from 07th August, 2019 to those shareholders whose names stand on the Company's Register of Members as holders of the shares on 27th July, 2019. The dividend in respect of shares held in the electronic form will be paid to the beneficial owners of the shares whose names are appearing in the Register of Members as Beneficial Owner; at the close of business hours on 15th July, 2019 as per the details furnished by the Depositories for this purpose. The payment of Dividend will be subject to the provisions of Section 126 of the Companies Act, 2013.
- 5) Under the Companies Act, 2013, dividends that are unclaimed for a period of seven years are required to be transferred to The Investor Education and Protection Fund (IEPF) administered by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 21st July, 2018 (date of last Annual General Meeting) on the website of the Company viz., www.amiland.com, as also on the website of the Ministry of Corporate Affairs. The Unclaimed Dividend for the year 2011-12 will be deposited to IEPF on or before 22nd October, 2019. As such, shareholders, who have not so far encashed dividend warrants of earlier years are requested to, immediately, return the outdated warrants to the Company or write to us to enable the Company to issue duplicate warrants/demand drafts in lieu thereof.
- 6) In compliance with the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred 25,726 Equity Shares of face value of ₹ 2/- each (in respect of which dividend has not been paid or claimed by the shareholders for a period of seven consecutive years or more) along with unpaid or unclaimed dividend declared for the financial year ended 31st March, 2011 and earlier periods to the Investor Education and Protection Fund Authority. Shareholders who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the Investor Education and Protection Fund Authority, by submitting an application in the prescribed form and the procedure to claim refund of unclaimed dividend amount and shares from IEPF Authority available on the website of the Company viz., www.amiland.com.
- 7) Members are requested to write/intimate to Company's Registrar and Transfer Agents changes, in their registered addresses, profile details, if any, for sending future communication(s), any query in connection with claiming the unclaimed and unpaid dividends, etc.
- 8) Documents referred to in the Notice and the explanatory statement shall be available for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 2.00 p.m. to 4.00 p.m. except holidays, upto the date of the Meeting of the Company. The Register of Directors and Key Managerial Personnel and their Shareholdings and Register of Shareholders, are available for inspection at the Registered office of the Company.
- 9) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

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- 10) Pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company needs 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 the shares of the Company in dematerialized form and already registered your e-mail address, you would be receiving the Notices of General Meeting/Postal Ballot, Annual Report and other Shareholders communication by electronic mode. The Members who hold shares in physical mode and have not registered their e-mail address can request the Company to receive Notices of General Meeting/ Postal Ballot, Annual Report and other shareholders communication by electronic mode by registering their valid e-mail address with the Company / Registrar and Transfer Agents.

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 Karvy Fintech Pvt. Ltd., (in case of Shares held in physical form).

- 11) Members/proxies are requested to bring the copies of annual reports at the meeting.

12) Voting through electronic means :

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and the Companies (Management and Administration) Rules, 2016 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 facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by Karvy Fintech Pvt. Ltd., Hyderabad appointed for the purpose by the Company as authorised agency. Remote e-voting is optional.

The detailed instructions for remote E-Voting are as under:

A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/Depositories):

- i. Open the e-mail and also open PDF file namely "AMJLH E-VOTING PDF"/ "<https://www.evoting.karvy.com>" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.karvy.com>.
- iii. Click on Shareholder - Login.
- iv. If you are already registered with Karvy for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of Karvy Fintech Pvt. Ltd. Now you are ready for e-voting as Cast Vote page opens:
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Members shall not be allowed to change it subsequently.
- xii. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail:- savitajvotiassociates05@gmail.com, with a copy marked to evoting@karvy.com.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.karvy.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email address are not registered with the Company/ Depositories):

- i. Initial password is provided in the enclosed form: EVEN (E-voting Event Number), User ID and password.
- ii. Please follow all steps from Sl. No.(ii) to Sl. No.(xiii) above, to cast vote.

C. Other Instructions :

- i. The Remote e-voting period commences on Wednesday, the 24th July, 2019 (9.00 a.m. IST) and ends on Friday, the 26th July, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 20th July, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy Fintech Pvt. Ltd. for voting thereafter. The Member who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast vote again.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 20th July, 2019.
- iii. Mrs. Savita Jyoti, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the general 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 of the Company and make, not later than three days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- v. The results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.amjland.com and on the website of Karvy - www.evoting.karvy.com and communicated to the Stock Exchanges.
- vi. Those shareholders who do not have access to remote e-voting facility may write to Registrar and Share Transfer Agent, M/s. Karvy Fintech Pvt. Ltd. or to the Company for Ballot Paper, which after filling up should reach to the Scrutinizer's, Mrs. Savita Jyoti c/o M/s. Karvy Fintech Pvt. Ltd. on or before 23rd July, 2019.

By Order of the Board,
AMJ Land Holdings Limited
(formerly known as Pudumjee Pulp & Paper Mills Limited)

Sd/-
R. M. KULKARNI
Company Secretary

Registered Office:
Thergaon, Pune-411033.
Tel: +91-20-30613333
Fax: +91-20-40773388
CIN: L21012MH1964PLC013058
Web Site : www.amjland.com
24th May, 2019

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement sets out all the material facts relating to items of business as mentioned in Item No(s). 5 to 11 under Special Business in the accompanying Notice dated 24th May, 2019 convening the Annual General Meeting.

ITEM NO. 5

The Company had, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Vinod Kumar Beswal, as Non-Executive Independent Director at the 49th Annual General Meeting of the Company held on 13th September, 2014, for a period of 5 (five) consecutive years with effect from 13th September, 2014 which period will be expiring on 12th September, 2019.

Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination and Remuneration Committee has recommended the re-appointment of Mr. Vinod Kumar Beswal, as Independent Director from 13th September, 2019 to 31st March, 2024.

Mr. Vinod Kumar Beswal, Independent Director of the Company, has given a declaration that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and under the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations, 2015] and also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. In the opinion of the Board, Mr. Vinod Kumar Beswal fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and Listing Regulations, 2015, for re-appointment as Independent Director and he is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Vinod Kumar Beswal.

The draft terms and conditions of re-appointment of the Mr. Vinod Kumar Beswal, as a Non-Executive Independent Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Mr. Vinod Kumar Beswal is a Bachelor of Commerce and a practicing Chartered Accountant and has a vast and varied experience in Tax and Financial Matters. He is Director on the board of various Companies and member of their committees. Keeping in view of his expertise and knowledge, it will be in the interest of the Company that Mr. Vinod Kumar Beswal is re-appointed as an Independent Director. Accordingly, the Board recommends the Special Resolution as set out at Item No. 5 of this Notice for approval of the members.

Except Mr. Vinod Kumar Beswal and his relative(s) none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution as set out in Item No. 5 of this Notice.

ITEM NO. 6

The Company had, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules framed thereunder and the erstwhile Clause

49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Nandan Damani, as Non-Executive Independent Director at the 49th Annual General Meeting of the Company held on 13th September, 2014, for a period of 5 (five) consecutive years with effect from 13th September, 2014 which period will be expiring on 12th September, 2019.

Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination and Remuneration Committee has recommended the re-appointment of Mr. Nandan Damani, as Independent Director from 13th September, 2019 to 25th July, 2024.

Mr. Nandan Damani, Independent Director of the Company, has given a declaration that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and under the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations, 2015] and also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. In the opinion of the Board, Mr. Nandan Damani fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and Listing Regulations, 2015, for re-appointment as Independent Director and he is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Nandan Damani.

The draft terms and conditions of re-appointment of the Mr. Nandan Damani, as a Non-Executive Independent Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Mr. Nandan Damani is a Bachelor of Science and Chairman & Managing Director of Simplex Reality Limited and Possesses wide and varied experience in Business and Finance. He is Director on the board of various Companies and member of their committees. Keeping in view of his expertise and knowledge, it will be in the interest of the Company that Mr. Nandan Damani is re-appointed as an Independent Director. Accordingly, the Board recommends the Special Resolution as set out at Item No. 6 of this Notice for approval of the members.

Except Mr. Nandan Damani and his relative(s) none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution as set out in Item No. 6 of this Notice.

ITEM NO. 7

Mr. Surendra Kumar Bansal, is a Director since the year 2005 and was last re-appointed as Whole-Time Director for a period of 5 years with effect from 1st April, 2014 and the remuneration and other benefits were fixed for a period till 31st March, 2019.

The Management proposes to revise his remuneration and other benefits with effect from 01st April, 2018 till 31st March, 2019 as given in the accompanying resolution.

Mr. Surendra Kumar Bansal is a Bachelor of Commerce, Associate member of the Institute of Chartered Accounts of India and of the Institute of Company Secretaries of India and has been associated with the Company since 1984. He has a wide and varied experience in finance, accounts, corporate law and taxation matters.

AMJ LAND HOLDINGS LIMITED

The Nomination and Remuneration Committee and the Board of Directors at their meetings held on 21st July, 2018 have approved and recommended the payment of remuneration as aforesaid.

Except Mr. Surendra Kumar Bansal, who holds NIL shares, his relatives hold 6 shares of the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution as set out in Item No. 7 of this Notice.

The Resolution at Item No.7 of the Notice is recommended by the Directors to be passed as a Special Resolution.

ITEM NO. 8

Mr. Surendra Kumar Bansal, is a Director since the year 2005 and the Board of Directors had last appointed him as Whole-time Director of the Company for a period of 5 years with effect from 01st April, 2014 which period is completed on 31st March, 2019.

The Management now proposes to re-appoint Mr. Surendra Kumar Bansal as the Whole-time Director of the Company for a further period of 5 years with effect from 01.04.2019 on payment of remuneration and other benefits for period of 3 years as given in the accompanying resolution. Mr. Surendra Kumar Bansal is a Bachelor of Commerce, Associate member of the Institute of Chartered Accounts of India and of the Institute of Company Secretaries of India and has been associated with the Company since 1984. He has a wide and varied experience in finance, accounts, corporate law and taxation matters.

The Nomination and Remuneration Committee and the Board of Directors at their meetings held on 24th January, 2019 has considered and recommended the re-appointment of Mr. Surendra Kumar Bansal and remuneration and other benefits payable thereto.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Surendra Kumar Bansal. Accordingly, the Board recommends the Special Resolution as set out at Item No. 8 of this Notice for approval of the members.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Except Mr. Surendra Kumar Bansal, who holds NIL shares, his relatives hold 6 shares of the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution as set out in Item No. 8 of this Notice.

ITEM NO. 9

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

In compliance with the above provisions the agreements already entered into, the transactions to be continued with the parties as specified in the proposed Ordinary resolution and proposed agreements/arrangements/contract to be entered into are placed for your approval. It may be noted that, related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

Pudumjee Paper Products Limited (PPPL), 3P Land Holdings Limited (formerly known as Pudumjee Industries Limited) (3PLHL), Thacker and Company Limited (TCL), Chem Mach Private Limited (CMPL) and Pudumjee Plant Laboratories Limited (PPLL) are related parties by virtue of below mentioned criteria:

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Name of the Related Party	Nature of Transaction(s)	Aggregate Amount (₹)	Interested Director
Pudumjee Paper Products Limited	Sale of Renewable Energy Certificate (REC) or payment in lieu thereof.	Aggregate Consideration not exceeding ₹ 100 Lakhs per financial year.	Common Directors are Mr. A. K. Jatia, Mr. S. K. Bansal and Dr. Ashok Kumar. Mr. A. K. Jatia alongwith his relatives holds more than 2% of paid up share capital of the Company.
	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	
	Arrangement/Contract/Agreement for Purchase of tissue papers, Napkins, Towels, etc. at Market based rates.	About ₹ 10 Lakhs for each financial year.	
	To avail the Common Services (such as telephone, electricity, Computer etc.).	About ₹ 15 Lakhs for each financial year on cost basis.	
3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	An amount remaining outstanding during any financial year not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	Mr. A. K. Jatia alongwith his relatives holds more than 2% of paid up share capital of the Company.
Thacker and Company Limited	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	An amount remaining outstanding during any financial year not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	Common Directors are Mr. A. K. Jatia and Mr. S. K. Bansal. Mr. A. K. Jatia alongwith his relatives holds more than 2% of paid up share capital of the Company.
	Leave and License Agreement to provide portion approximately 100 sq. mtrs. Located at Ground Floor of the premises situated at Jatia Chambers, 60, Dr. V. B. Gandhi Marg, Mumbai - 400001 for the purpose of carrying their business.	License Fee of ₹ 10,800 per month plus applicable taxes.	
Chem Mach Private Limited	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	Mr. A. K. Jatia, Common Director and his relatives holds more than 2% of paid up share capital of the Company.
Pudumjee Plant Laboratories Limited	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% p.a.	Common Directors are Mr. A. K. Jatia and Mr. S. K. Bansal. Mr. A. K. Jatia alongwith his relatives holds more than 2% of paid up share capital of the Company.

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

The Resolution at Item No. 9 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

ITEM NO. 10

The Company proposes to purchase 1,70,58,769 (17.97%) equity shares of Pudumjee Paper Products Limited (PPPL) from 3P Land Holdings Limited (formerly known as Pudumjee Industries Limited) [3PLHL], through stock exchange platform at a price, in accordance with the SEBI Regulations, in one or more tranches for the purpose of restructuring of Shareholding in Group Company(ies).

The Audit Committee and Board of Directors of the Company at its meeting held on 24th May, 2019 had already approved the said proposed transaction subject to the approval of the Shareholders of the Company at the ensuing Annual General Meeting of the Company.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall require approval of the Shareholders by way of Ordinary Resolution for all material related party transactions. Therefore, the Board recommends the Ordinary Resolution as set out at Item No. 10 of this Notice for approval of the members.

Additional information:

Name of related Party	3P Land Holdings Limited Pudumjee Paper Products Limited
Material terms and particulars of contract or arrangement/Nature of transaction	Purchase of 1,70,58,769 equity shares of Pudumjee Paper Products Limited, from 3P Land Holdings Limited, through stock exchange platform at a price, in accordance with the SEBI Regulations, in one or more tranches.
Name of Director or Key Managerial Personnel, who is interested, if any and Nature of Relationship	<ul style="list-style-type: none"> • Mr. A. K. Jatia is Promoter of AMJ Land Holdings Limited, 3P Land Holdings Limited and Pudumjee Paper Products Limited and hold position of Directorship in AMJ Land Holdings Limited and Pudumjee Paper Products Limited. • Mr. A. K. Jatia, along with relatives hold more than 2% of paid up capital of AMJ Land Holdings Limited, 3P Land Holdings Limited and in Pudumjee Paper Products Limited. • Mr. S. K. Bansal and Dr. Ashok Kumar Holds Directorship in AMJ Land Holdings Limited and Pudumjee Paper Products Limited.
Any other information relevant or important for the members to take decision on the proposed resolution	NIL

Except above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Ordinary Resolution as set out in Item No. 10 of this Notice.

ITEM NO. 11

The Company proposes to provide guarantee(s), advance Inter-Corporate Deposits/Loans to Pudumjee Plant Laboratories Limited (PPLL), 3P Land Holdings Limited (formerly known as Pudumjee Industries Limited) (3PLHL), Thacker and Company Limited (TCL), Pudumjee Paper Products Limited (PPPL) and Chem Mach Private Limited (CMPL) for the purpose of meeting their day to day working capital requirements as and when necessary and deemed if fit by the Board of the Company and they are the related parties with respect to the Company by virtue of below mentioned criteria:

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Name of the Company	Interested Director
Pudumjee Plant Laboratories Limited	Mr. A. K. Jatia - Common Directorship and he alongwith his relatives holds more than 2% of paid up share capital of the Company. Mr. S. K. Bansal - Common Directorship.
3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	Mr. A. K. Jatia - He alongwith his relatives holds more than 2% of paid up share capital of the Company.
Thacker and Company Limited	Mr. A. K. Jatia - Common Directorship and he alongwith his relatives holds more than 2% of paid up share capital of the Company. Mr. S. K. Bansal - Common Directorship.
Pudumjee Paper Products Limited	Mr. A. K. Jatia - Common Directorship and he alongwith his relatives holds more than 2% of paid up share capital of the Company. Mr. S. K. Bansal - Common Directorship. Dr. Ashok Kumar - Common Directorship.
Chem Mach Private Limited	Mr. A. K. Jatia - Common Directorship and his relatives hold more than 2% of paid up share capital of the Company.

The provisions of Section 185 of the Companies Act, 2013, mandate that such a Inter-Corporate Deposits/Loans can be granted if a Special Resolution at the General Meeting of the of the Shareholders is passed.

The required particulars as per proviso to (a) of Section 185(2) are given hereunder.

Name of the Company	Loans Amount/Guarantee proposed to be given by the Company not exceeding of ₹	Purpose for which the Inter-Corporate Deposits/Loans / Guarantee is proposed to be utilised
Pudumjee Plant Laboratories Limited	₹ 40 Crores	To meet day to day working capital requirements of the Company.
3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	₹ 40 Crores	To meet day to day working capital requirements of the Company.
Thacker and Company Limited	₹ 40 Crores	To meet day to day working capital requirements of the Company.
Pudumjee Paper Products Limited	₹ 40 Crores	To meet day to day working capital requirements of the Company.
Chem Mach Private Limited	₹ 40 Crores	To meet day to day working capital requirements of the Company.

Except Mr. A. K. Jatia and his relative(s), Mr. S. K. Bansal and Dr. Ashok Kumar none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution.

The Resolution at Item No. 11 of the Notice is recommended by the Board to be passed as a Special Resolution.

By Order of the Board,
AMJ Land Holdings Limited
(formerly known as Pudumjee Pulp & Paper Mills Limited)

Sd/-
R. M. KULKARNI
Company Secretary.

Registered Office: Thergaon, Pune-411033.

Tel: +91-20-30613333

Fax: +91-20-40773388

CIN: L21012MH1964PLC013058

Web Site : www.amjland.com

24th May, 2019

AMJ LAND HOLDINGS LIMITED

ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, is as under:

Name of the Director	Mr. Surendra Kumar Bansal	Mr. Vinod Kumar Beswal	Mr. Nandan Damani
DIN	00031115	00120095	00058396
Date of Birth	19.12.1959	03.09.1954	01.12.1952
Qualification	B.com, A.C.A., A.C.S.	B.com, C.A.	Bachelor of Science
Brief Resume and Expertise in specific functional area of the Director	Mr. Bansal has a wide and varied experience in finance, accounts, corporate law and taxation matters.	Mr. Beswal is a practicing Chartered Accountant and has a vast and varied experience in Tax and Financial Matters.	Mr. Damani is a Chairman & Managing Director of Simplex Realty Limited and Possesses wide and varied experience in Business and Finance.
Date of first appointment in the Current Designation	01 st April, 2014	13 th September, 2014	13 th September, 2014
Shareholding in the Company	Nil	Nil	Nil
Directorships in other Companies	Listed Companies: 1.Thacker and Company Limited 2.Pudumjee Paper Products Limited Unlisted Companies: 1.Pudumjee Plant Laboratories Limited 2.Pudumjee investment and Finance Company Limited 3.Fujisan Technologies Limited	Listed Companies: 1.Thacker and Company Limited 2.Pudumjee Paper Products Limited 3. Foods and Inns Limited Unlisted Companies: 1.Kunal Consultancy Private Limited 2.Jaiaram Mercantiles Private Limited	Listed Companies: 1. Simplex Realty Limited 2. Graphite India Limited 3. Pudumjee Paper Products Limited Unlisted Companies: 1. The Nav Bharat Refrigeration and Industries Limited 2. Shreelekha Global Finance Limited 3. Enas Foundation (Section 8) 4. Simplex Renewable Resources Private Limited 5. Lucky Vyapaar and Holdings Private Limited
Memberships/ Chairmanship of Committees of Other Companies*	Listed Companies: 1. Pudumjee Paper Products Limited: a. Stakeholders Relationship Committee - Member	Listed Companies: 1.Thacker and Company Limited: a. Audit Committee - Chairman 2.Pudumjee Paper Products Limited: a. Audit Committee - Chairman 3. Foods and Inns Limited a. Audit Committee - Chairman b. Stakeholders Relationship Committee - Chairman	Listed Companies: 1. Simplex Realty Limited: a. Stakeholders Relationship Committee - Member 2.Pudumjee Paper Products Limited: a. Audit Committee - Member b. Stakeholders Relationship Committee - Chairman

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Name of the Director	Mr. Surendra Kumar Bansal	Mr. Vinod Kumar Beswal	Mr. Nandan Damani
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the financial year 2018-19	4	4	4
Details of remuneration last drawn during the financial year 2018-19	₹ 1,09,50,654/-	₹ 1,10,000/-	₹ 95,000/-

* Committees considered are Audit and Stakeholders Relationship Committee.

AMJ LAND HOLDINGS LIMITED

Information pursuant to the requirements of paragraph (B) (iv) of Section II of Schedule V to the Companies Act, 2013 concerning remuneration payable to Mr. Surendra Kumar Bansal, the Whole-time Director, are furnished herein below:

I. GENERAL INFORMATION:	
Nature of Industry	Real Estate and Wind Power Generation
Date or expected date of commencement of commercial production	January, 1968
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
Financial performance based on given Indicators	
	Year ending 31st March, 2019 (₹ in Lakhs)
	Effective Capital ₹ 7,588.96
	Turnover ₹ 2,050.60
	Profit Before Tax ₹ 767.12
	Profit after Tax ₹ 534.80
	Dividend 10%
	Reserves (excluding revaluation reserve) ₹ 7,695.91
Foreign investments or collaborators, if any.	Not Applicable
II. INFORMATION ABOUT THE APPOINTEE:	
Name of the Appointee	Mr. Surendra Kumar Bansal
Background details	<p>Mr. Surendra Kumar Bansal, is a Director since the year 2005 and the Board of Directors had last appointed him as Whole-time Director of the Company for a period of 5 years with effect from 01st April, 2014 which period is completed on 31st March, 2019.</p> <p>The Nomination and Remuneration Committee and Board of Directors at their meetings held on 24th January, 2019 has considered and recommend the re-appointment Mr. Surendra Kumar Bansal as Whole-time Director of the Company for a further period of 5 years with effect from 01.04.2019 on payment of remuneration and other benefits for period of 3 years as given in the accompanying resolution</p> <p>Mr. Bansal is a Bachelor of Commerce and a member of the ICAI and ICSI. He has over 36 years of experience in finance, legal and other matters.</p>
Past remuneration	<p>Remuneration at the rate of ₹ 5,20,000/- per month (including Dearness Allowance).</p> <p>Break up per month: Remuneration ₹ 5,20,000/-+ House Rent Allowance ₹ 1,65,000/- + perquisites ₹ 1,27,235/- (i.e., total yearly remuneration ₹ 97,46,820/-).</p>
Recognition or awards	NIL

II. INFORMATION ABOUT THE APPOINTEE:	
Job profile and his suitability	Mr. Bansal is in charge of Company's Finance, Legal, commercial and administrative matters and performs such other duties and services and exercise such further powers as are from time to time, entrusted to him by the Board of Directors, Chairman and Managing Director of the Company.
Remuneration proposed	<ul style="list-style-type: none"> • Remuneration at the rate of ₹ 5,82,000/- per month including Dearness Allowance and • Rent free furnished residential accommodation or an allowance in lieu thereof at the rate of ₹ 1,85,000/- per month. (i.e. Total yearly remuneration ₹ 92,04,000/-.) • Mr. Bansal is also entitled to the benefits of contribution to Provident Fund/Superannuation Scheme, Gratuity, and perquisites such as gas, electricity, medical expenses, furnishings, LTA, club fees, personal accident insurance, telephone, cars etc.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Whilst there exists no such comparison in terms of Company's size and nature of its operations, the remuneration proposed is in line with the remuneration of similar occupants in some of the Companies in the Industry and general trend in this regard.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Bansal holds NIL shares. His relative holds 6 equity shares of the Company.
III. Other information:	
Reasons of loss or inadequate profits.	The Company had adequate profits for payment of managerial remuneration in the last year. However, the prevailing economic uncertain conditions in Real Estate industry may be putting considerable pressure on profitability.
Steps taken or proposed to be taken for improvement.	The managements emphasis on cost reduction coupled with completion of projects in hand are expected in the long run to neutralize any inadequacy of profits.
Expected increase in productivity and profits in measurable terms.	With the aforesaid efforts, the profits are targeted to be achieved to be adequate for managerial remuneration.
IV. Disclosures:	As indicated above Under II "INFORMATION ABOUT THE APPOINTEE."

By Order of the Board,
AMJ Land Holdings Limited
(formerly known as Pudumjee Pulp & Paper Mills Limited)

Sd/-
R. M. KULKARNI
Company Secretary

Registered Office:
Thergaon, Pune-411033.
Tel: +91-20-30613333 Fax: +91-20-40773388
CIN: L21012MH1964PLC013058
Web Site : www.amjland.com
24th May, 2019

**ROUTE MAP TO THE VENUE OF
54TH ANNUAL GENERAL MEETING
OF AMJ LAND HOLDINGS LIMITED
(formerly known as Pudumjee Pulp
& Paper Mills Limited)
THERGAON, PUNE 411 033.**

