



AMJ LAND HOLDINGS LIMITED

Registered Office

VJ:59

27th July, 2020

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

Scrip Code:- AMJLAND

The Manager,
Corporate Relationship Department,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001.

Scrip Code:- 500343

Dear Sir/Madam,

Sub: Submission of Notice of the 55th 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 55th Annual General meeting of the Members of the Company to be held on Thursday, 20th August, 2020 at 11:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for your information and record.

The said notice is also available on the website of the Company at www.amjland.com.

Thanking you,

Yours Faithfully,

For AMJ Land Holdings Limited

Rajni Ahuja
Compliance Officer
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

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NOTICE

The **Fifty Fifth** Annual General Meeting of the Shareholders of AMJ Land Holdings Limited will be held on Thursday, the 20th day of August, 2020 at 11:30 a.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the Shareholders at a common venue, to transact the following businesses.

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, 2020 comprising the Audited Balance Sheet as at 31st March, 2020 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. Arunkumar Mahabirprasad Jatia (DIN:01104256), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To declare that Interim Dividend paid on equity shares of the Company during the year 2019-20 as a final dividend for the year 2019-20.
- 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 & Company, 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 (55th) Annual General Meeting till the conclusion of next (56th) 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 Ms. Preeti Gautam Mehta (DIN: 00727923), 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) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Ms. Preeti Gautam Mehta (DIN: 00727923), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that she 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 19th September, 2020 to 31st October, 2024".

- 6) 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, 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

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constituted to exercise its powers, including the powers conferred by this resolution) to the undernoted subsisting contracts/arrangements already entered into or to be entered into and further authorized to deal in related party transaction(s) as under:

Name of the Related Party	Nature of Transaction(s)	Aggregate Amount (₹)	Duration of Agreement/ Contract
Pudumjee Paper Products Limited	Leave and License Agreement for giving portion approximately 29 acres of land located at Thergaon, Pune - 411033 for the purpose of carrying of business.	Monthly license fee of ₹10,00,000/- (plus applicable taxes, if any) plus a one time increase not exceeding 5% after 1 year during the license period as may be mutually agreed between the parties.	5 years commencing from 01 st February, 2021 to 31 st January, 2026.
	Leave and License Agreement for giving portion approximately 3,000 sq. mtrs. located at Thergaon, Pune - 411033 for 100 KVA setup.	Monthly license fee of ₹ 3,22,800/- (plus applicable taxes, if any) plus a one time increase not exceeding 5% after 1 year during the license period as may be mutually agreed between the parties.	5 years commencing from 01 st February, 2021 to 31 st January, 2026.
	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 12.00% p.a. but not less than 10.00% 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	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs.	Repayable On Demand
		Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Continuous Arrangement
Thacker and Company Limited	Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits.	Amount remaining outstanding during any financial year shall not exceed ₹ 4,000 Lakhs.	Repayable On Demand
		Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	Continuous Arrangement
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	Repayable On Demand
		Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	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 ₹ 4,000 Lakhs	Repayable On Demand
		Rate of Interest: Upto 12.00% p.a. but not less than 10.00% p.a.	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".

- 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 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), provided 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 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand
2.	3P Land Holdings Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand
3.	Thacker and Company Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand
4.	Pudumjee Paper Products Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand
5.	Chem Mach Private Limited	₹ 40 Crores	Upto 12.00% p.a. but not less than 10.00% p.a.	Nil	Repayable on Demand

RESOLVED FURTHER THAT, the Board be and is hereby authorised to finalise, sanction and disburse the said loan(s), guarantee(s) 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."

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

"RESOLVED THAT, in partial modification of Special Resolution passed at 54th Annual General Meeting held on 27th July, 2019 and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government, if necessary and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, the Consent of the Shareholders of the Company be and is hereby accorded to the following components of revised Remuneration, benefits and amenities, paid/payable to Mr. Surendra Kumar Bansal (DIN : 00031115), Whole Time Director, with effect from 01st April, 2020 till 31st March, 2022 as under:

- 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 ₹ 2,37,000/- (Rupees Two Lakhs Thirty Seven Thousand Only) per month.

- Participation in the Provident Fund and Superannuation Scheme, subject, however, that the Company's contribution in aggregate, shall not exceed ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) in a year.

The other components of remuneration, terms and conditions as set out in the Special Resolution passed by Shareholders at 54th Annual General Meeting held on 27th July, 2019 remaining unaltered.”

Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item Nos. 5 to 8 is annexed hereto.
- 2) In view of the continuing Covid-19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular dated 12th May, 2020 permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means ("VC" or "OAVM"), without requiring the physical presence of the Shareholders at a common venue.
- 3) In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 55th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM" or "e-AGM"). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the "AGM" or "e-AGM".
- 4) e-AGM: The Company has appointed National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM.
- 5) PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
- 6) Institutional Shareholders / Corporate 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., authorising its representative to attend the e-AGM on its behalf and to vote through remote e-voting or during the e-AGM. The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to savitajyotiassociates05@gmail.com, with a copy marked to evoting@nsdl.co.in.
- 7) The Members can join the e-AGM through Video Conferencing 15 minutes before and after the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice. As per the MCA Circular, the facility of participation at the e-AGM through VC will be available for 1,000 members on a first-Come First-served basis. However, this restriction shall not apply to Large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- 8) The Members attending the AGM through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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- 9) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the e-AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice calling the AGM and the Annual Report 2019-20 will also be available on the Company's website www.amjland.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
- 10) 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 27th July, 2019 (date of last Annual General Meeting) on the website of the Company viz., www.amjland.com, as also on the website of the Ministry of Corporate Affairs. The Unclaimed Dividend for the year 2012-13 will be deposited to IEPF on or before 21st October, 2020. As such, Shareholders, who have not so far encashed dividend warrants of earlier years are requested to, immediately, return the outdated warrant(s) to the Company or write to us to enable the Company to issue duplicate warrant(s)/demand draft(s) in lieu thereof.
- 11) 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 21,260 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, 2012 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 completing the procedure to claim refund of unclaimed dividend amount and shares from IEPF Authority available on the website of the Company viz., www.amjland.com.
- 12) Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
- 13) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before 12th August, 2020 through email on secretarial@pudumjee.com. The same will be replied by the Company suitably.
- 14) The Register of Members and Transfer Books of the Company will be closed from Saturday, the 08th day of August, 2020 to Thursday, the 20th day of August, 2020 (both days inclusive).
- 15) Members are requested to write/intimate to Company's Registrar and Share Transfer Agent, changes in their registered addresses, profile details, if any, for sending future communication(s), any query in connection with claim of the unclaimed and unpaid dividends, etc.
- 16) 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 secretarial@pudumjee.com for the same.
- 17) Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangements in which directors are interested, will be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to secretarial@pudumjee.com for the same.
- 18) 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.

19) 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 Share Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

20) Further 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 may 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 Share 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 KFin Technologies Pvt. Ltd., (in case of Shares held in physical form).

21) Instructions for voting through e-voting and joining the e-AGM 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 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 NSDL appointed for the purpose by the Company as authorised agency. Remote e-voting is optional.
- The Remote e-voting period commences on Monday, the 17th August, 2020 (9:00 a.m. IST) and ends on Wednesday, the 19th August, 2020 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 13th August, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- The Members 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.
- 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 13th August, 2020.

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

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Details on Step 1 are mentioned below:

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	our 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. Your password details 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 from evoting@nsdl.com. 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) In case you have not registered your email address with the Company/Depository, please follow instructions mentioned below in this notice.
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.
 - 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, click on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will be required to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. Voting at the e-AGM:

1. The procedure for e-Voting on the day of the e-AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the e-AGM through Video Conferencing facility and have not casted vote through remote e-Voting are eligible to vote through e-Voting at the e-AGM.
3. However, Members/Shareholders, who have voted through Remote e-Voting will be eligible to attend the e-AGM.

C. General guidelines for Members:

1. 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.
2. In case of any queries relating to e-voting 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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In case of any grievances in connection with the facility for e-voting, please contact with Mr. Anubhav Saxena, Assistant Manager, NSDL, e-mail: anubhavs@nsdl.co.in Tel.: 022-49142500 / Toll free no.: 1800-222-990 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Process for registration of email address for obtaining Annual Report and user id / password for e-voting:

Physical Holding	Send a request to the Registrar and Share Transfer Agent of the Company, KFin Technologies Private Limited at einward.ris@kfintech.com providing Folio Number, Name of Shareholder, scanned copy of the Share Certificate (front and back side), PAN (self attested scanned copy of PAN Card), AADHAR (self attested scanned copy of Aadhar Card) for registering e-mail address.
Demat Holding	Please contact with your Depository Participant (DP) and register your email address, as per the process advised by your DP.

D. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/have questions with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before 12th August, 2020 through email on secretarial@pudumjee.com. Members may also ask their questions at the meeting by using the chat box facility. The questions received will be replied at AGM or replied individually through email as may be decided by the Chairman.
6. In case of any queries connected with attending AGM through VC, please contact with Mr. Anubhav Saxena, Assistant Manager, NSDL, e-mail: anubhavs@nsdl.co.in Tel.: 022-49142500 / Toll free no.: 1800-222-990 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

E. Other Instructions:

1. Mrs. Savita Jyoti, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the e-AGM in a fair and transparent manner.

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2. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, 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 48 hours 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.
3. The results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.amjland.com and on the website of NSDL <https://www.evoting.nsdl.com> and communicated to the Stock Exchanges.

By Order of the Board,
AMJ Land Holdings Limited²

R. M. KULKARNI
Company Secretary

Registered Office:
Thergaon, Pune-411033.
Tel: +91-20-30613333
Fax : +91-20-40773388
CIN: L21012MH1964PLC013058
Website : www.amjland.com
24th June, 2020

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 8 under Special Business in the accompanying Notice dated 24th June, 2020 convening the Annual General Meeting.

ITEM NO. 5

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, Ms. Preeti Gautam Mehta, was initially appointed by the Board as Additional (Independent) Director w.e.f. 01st November, 2014 and thereafter as Non-Executive Independent Director at the 50th Annual General Meeting of the Company held on 19th September, 2015, for a period of 5 (five) consecutive years with effect from 19th September, 2015 which period will be expiring on 18th September, 2020.

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 Ms. Preeti Gautam Mehta, as Independent Director from 19th September, 2020 to 31st October, 2024.

Ms. Preeti Gautam Mehta, Independent Director of the Company, has given a declarations that she 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 she 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, Ms. Preeti Gautam Mehta 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 she 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 Ms. Preeti Gautam Mehta.

The draft of terms and conditions of re-appointment of the Ms. Preeti Gautam Mehta, as a Non-Executive Independent Director shall be available for inspection by the Members in electronic form on the website of the Company at www.amjland.com.

Disclosure under Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Ms. Preeti Gautam Mehta, B.A. LLB is an advocate and solicitor by profession and is a partner in Kanga & Co. a leading firm of solicitors in Mumbai. She is Director on the Board of various Companies and member of their committees. Keeping in view her expertise and knowledge, it will be in the interest of the Company that Ms. Preeti Gautam Mehta 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 Ms. Preeti Gautam Mehta and her 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 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 (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	Leave and License Agreement for giving portion approximately 29 acres of land located at Thergaon, Pune - 411033 for the purpose of carrying of business.	Monthly license fee of ₹ 10,00,000/- (plus applicable taxes, if any) plus a one time increase not exceeding 5% after 1 year during the license period as may be mutually agreed between the parties.	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 share capital of the Company.
	Leave and License Agreement for giving portion approximately 3,000 sq. mtrs. located at Thergaon, Pune - 411033 for 100 KVA setup.	Monthly license fee of ₹ 3,22,800/- (plus applicable taxes, if any) plus a one time increase not exceeding 5% after 1 year during the license period as may be mutually agreed between the parties.	
	Sale of Renewable Energy Certificate (REC) or payment in lieu thereof.	Aggregate Consideration not exceeding ₹ 100 Lakhs per Financial Year.	
	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 12.00% p.a. but not less than 10.00% 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	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 12.00% p.a. but not less than 10.00% p.a.	Mr. A. K. Jatia alongwith his relatives holds more than 2% of paid share capital of the Company.
Thacker and Company 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 12.00% p.a. but not less than 10.00% 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 share capital of the Company.
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 12.00% p.a. but not less than 10.00% p.a.	Mr. A. K. Jatia, Common Director and his relatives holds more than 2% of paid 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 12.00% p.a. but not less than 10.00% 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 share capital of the Company.

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. 6 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

ITEM NO. 7

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

AMJ LAND HOLDINGS LIMITED

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 share capital of the Company. Mr. S. K. Bansal - Common Directorship.
3P Land Holdings Limited	Mr. A. K. Jatia - He alongwith his relatives holds more than 2% of paid 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 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 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 holds more than 2% of paid share capital of the Company.

The provisions of Section 185 of the Companies Act, 2013, mandates that such Inter-Corporate Deposits/Loans can be granted if a Special Resolution at the General Meeting 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	₹ 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. 7 of the Notice is recommended by the Board to be passed as a Special Resolution.

ITEM NO. 8

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 01st April, 2019 and his remuneration and other benefits were fixed for a period till 31st March, 2022.

Mr. Surendra Kumar Bansal (Age: 60 years) is a Bachelor of Commerce, Associate member of the Institute of Chartered Accountants 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 had at its meeting held on 24th June, 2020 approved a revision in two of the components, detailed below, of remuneration payable to Mr. Surendra Kumar Bansal and recommended the same to the Board of Directors.

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Relevant Components of existing remuneration as approved by Shareholders at the 54 th Annual General Meeting held on 27 th July, 2019	Proposed revision in components of Remuneration of Mr. Surendra Kumar Bansal w.e.f. 01 st April, 2020.
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 Thousand only) per month.	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 ₹ 2,37,000/- (Rupees Two Lakhs Thirty Seven Thousand only) per month.
Participation in the Provident Fund and Pension/ Superannuation Scheme.	Participation in the Provident Fund and Superannuation Scheme, subject, however, that the Company's contribution in aggregate, shall not exceed ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) in a year.

The Board of Directors by a resolution passed on 24th June, 2020 has approved the revision in remuneration payable to Mr. Surendra Kumar Bansal, Whole Time Director.

The revision in remuneration of Mr. Surendra Kumar Bansal as stated above is subject to the approval of the Members and of the Central Government / other Statutory Authorities, if required. All other components of remuneration, terms and conditions as set out in the Special Resolution passed by Shareholders at 54th Annual General Meeting held on 27th July, 2019 remain unchanged.

Except Mr. Surendra Kumar Bansal, who holds Nil shares, his relatives hold 6 equity 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 the proposed Special Resolution as set out in Item No. 8 of this Notice.

The Resolution as set out in Item No. 8 of the Notice is recommended by the Board to be passed as a Special Resolution.

By Order of the Board,
AMJ Land Holdings Limited

R. M. KULKARNI
Company Secretary.

Registered Office:
Thergaon, Pune-411033.
Tel: +91-20-30613333,
Fax : +91-20-40773388
CIN: L21012MH1964PLC013058
Website : www.amjland.com
24th June, 2020

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. Arunkumar Mahabirprasad Jatia	Ms. Preeti Gautam Mehta
DIN	01104256	00727923
Date of Birth	09.04.1963	01.10.1959
Qualification	B.S. (Finance and Business Economics California - USA and an Alumni of Harvard Business School)	B.A., L.L.B.
Brief Resume and Expertise in specific functional area of the Director	Mr. Jatia has over 37 years experience in Business Administration and Finance and Foreign Trade and possesses natural managerial talent with progressive outlook.	Ms. Mehta is an Advocate and Solicitor by Profession and is a partner in Kanga & Co., a leading firm of solicitors in Mumbai.
Date of appointment in the Current Designation	01 st August, 2018	19 th September, 2015
Shareholding in the Company	20,48,000 Equity Shares	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.Suma Commercial Private Limited 4. Chem Mach Private Limited	Listed Companies: 1. Sumitomo Chemical India Limited Unlisted Companies: 1. Bagalkot Cement & Industries Limited 2. JCB India Limited 3. Janmabhoomi News Papers Education Foundation
Memberships/ Chairmanship of Committees of Other Companies*	Listed Companies: 1. Pudumjee Paper Products Limited: a. Stakeholders Relationship Committee - Member b. Audit Committee - Member 2. Thacker and Company Limited a. Stakeholders Relationship Committee - Chairman	Listed Companies: 1. Sumitomo Chemical India Limited: a. Audit Committee - Member
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related with any Director and Key Managerial Personnel of the Company.	She is not related with any Director and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the financial year 2019-20	6	2
Details of remuneration last drawn during the financial year 2019-20	N.A.	₹ 40,000/-

* Committees considered are Audit and Stakeholders Relationship Committee.