



AMJ LAND HOLDINGS LIMITED

Registered Office

SW: 02

08th April, 2024

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

Dear Sir/Madam,

Subject: Notice of Postal Ballot – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Pursuant to Regulation 30 of the Listing Regulations, we have enclosed a copy of the Postal Ballot Notice dated 30th March, 2024 together with the Explanatory Statement thereto, seeking approval of the members of the Company for Appointment of Mr. Sudhir Duppalwar as a Non-Executive Independent Director of the Company by way of electronic voting (remote e-voting) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities & Exchange Board of India.

In Compliance with the relevant MCA Circulars, the Notice of Postal Ballot containing instruction is being sent only through electronic mode (i.e. through e-mail) to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 05th April, 2024 (Cut-off Date) and whose email addresses are registered with the Company on the said date and the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Regulations, the Company is providing Remote e-voting facility to enable Members of the Company to cast their votes electronically on the matter set forth in the Notice. The Company has appointed M/s. KFin Technologies Limited, the Company's Registrar and Share Transfer Agent for facilitating Remote e-voting to enable the Members to cast their votes electronically, during the below mentioned period:

The Date and Time of commencement of remote e-voting:	Tuesday, 09 th April, 2024 at 09:00 a.m. (IST).
The Date and Time of end of remote e-voting:	Wednesday, 08 th May, 2024 at 05:00 p.m. (IST) and the facility shall be forthwith blocked.

Registered Office:

Thergaon, Chinchwad, Pune-411033 Tel: +91-20-30613333, Fax : +91-20-3061 3388
E-Mail : pune@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

Registered Office

Members of the Company who have not yet registered their email address are requested to get their email addresses registered by following the procedure mentioned in the Notice.

The result of the Postal Ballot through remote e-voting only will be announced on or before Thursday, 09th May, 2024

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

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours Faithfully,

For AMJ Land Holdings Limited

Shrihari Waychal
Company Secretary and Compliance Officer
ICSI Membership No.: A62562
Encl.: As Above

Registered Office:

Thergaon, Chinchwad, Pune-411033 Tel: +91-20-30613333, Fax : +91-20-3061 3388
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E-Mail: pudumjee@pudumjee.com Web Site: www.amjland.com



AMJ LAND HOLDINGS LIMITED

Registered Office: Thergaon, Pune - 411 033.
CIN: L21012MH1964PLC013058; Tel: +91-20-30613333; Fax: +91-20-30613388
Website: www.amjland.com; e-Mail: admin@amjland.com

NOTICE OF POSTAL BALLOT

***[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]***

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of AMJ Land Holdings Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email address is registered with KFin Technologies Limited ("KFintech"), the Company's Registrar and Share Transfer Agent, and / or the Depository Participant(s) and therefore, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company recommends approval of the Members for the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reason for the Resolution is annexed hereto.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1:

To consider and approve, Appointment of Mr. Sudhir Duppaliwar (DIN: 10519925) as “Non-Executive Independent Director” of the Company and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and on the basis of recommendation of the Nomination and Remuneration Committee, Mr. Sudhir Duppaliwar (DIN: 10519925), who was appointed by the Board of Directors as an “Additional Director” in the capacity of Non-Executive Independent Director with effect from 30th March, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as “Non-Executive Independent Director” of the Company for a period of 5 years with effect from 30th March, 2024 till 29th March, 2029, and that he shall not be liable to retire by rotation.

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

By Order of the Board of Directors
For AMJ Land Holdings Limited

Date: 30th March, 2024
Place: Pune

Shrihari Waychal
Company Secretary and Compliance officer
(ICSI Membership No.: A62562)

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”), setting out material facts and reasons for the proposed resolution is annexed hereto.
2. In Compliance with the aforesaid MCA Circulars, the Notice of Postal Ballot (“the Notice”) containing instruction is being sent only through electronic mode (i.e. through e-mail) to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, 05th April, 2024 (hereinafter called as “Cut-off Date”) and whose email addresses are registered with the Company/Depositories on the said date.
3. A copy of this Notice of Postal Ballot will also be available on the Company’s website at www.amjland.com, and on the Website 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 KFin Technologies Limited (“KFintech / RTA”) at <https://evoting.kfintech.com>.
4. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible for Remote e-voting. A person who is not member on Cut-Off date should treat this notice for information purpose only.
5. 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 admin@amjland.com for the same.
6. The Board of Directors of the Company has appointed Ms. Savita Jyoti (Membership No. FCS 3738 & Certificate of Practice No. 1796), Hyderabad, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner.
7. In compliance with provisions of Sections 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended (“Rules”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is providing Remote e-voting facility to enable Members of the Company to cast their votes electronically on the matters included in this Notice. The Company has appointed M/s. KFin Technologies Limited (hereinafter called as “KFintech” / “RTA”) for facilitating Remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
8. The remote e-voting period commences from Tuesday, the 09th April, 2024 (09:00 a.m. IST) to Wednesday, the 08th May, 2024 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date i.e., Friday, 05th April, 2024, may cast their vote electronically. The Remote e-voting module shall be disabled by KFintech for voting thereafter and the voting shall not be allowed beyond the said date and time.
9. The Resolution, if passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Wednesday, the 08th May, 2024 and as if it has been passed at a General Meeting of the Members.
10. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, Institutional Members / Corporate Members (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 vote through remote e-voting. 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 einward.ris@kfintech.com.

11. Upon completion of the scrutiny of electronic votes, the Scrutinizer will submit her report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be announced on or before Thursday, 09th May, 2024. The said results would be displayed at the Registered Office of the Company and on its website at www.amjland.com and on the website of KFintech at <https://evoting.kfintech.com> and simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.

12. 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.

13. The procedure for remote e-voting is as under:





Step 1: Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

Step 2: Access to KFintech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

Step 1:

Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode:

Type of Member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e. ‘AMJ Land Holdings Limited’, or e-voting service provider, i.e. KFintech. vi. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

	<p>iii. Visit the e-voting website of NSDL https://www.evoting.nsd.com/.</p> <p>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</p> <p>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name, i.e. AMJ Land Holdings Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</p> <p>C. NSDL Mobile App</p> <p>Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful

	authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members login through their demat accounts /Website of Depository Participant(s)	<p>Instructions for login through Demat Account / website of Depository Participant:</p> <ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, members will be able to view e-voting option. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against AMJ Land Holdings Limited or KFintech. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.
<p>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</p>	
<p>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</p>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Step 2:

- Method of login / access to KFintech's e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode:

Type of Member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p>Instructions for Members whose email IDs are registered with the Company / Depository Participant(s) :</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> Launch internet browser by typing the URL: https://evoting.kfintech.com/ Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote. After entering these details appropriately, click on "LOGIN". Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper

	<p>case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <p>v. Members would need to login again with the new credentials.</p> <p>vi. On successful login, the system will prompt the member to select the “EVEN”, viz., ‘AMJ Land Holdings Limited’, and click on “Submit”.</p> <p>vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</p> <p>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</p> <p>x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>xi. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to savitajyotiassociates05@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.</p>
<p>Members whose email IDs are not registered with the Company / Depository Participant(s)</p>	<p>Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:</p> <p>Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com.</p>
<p>Procedure for Registration of email and Mobile: securities in physical mode</p>	<p>Physical shareholders are hereby notified that based on SEBI Circular number:</p> <p>In accordance with SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p>

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;

Or

b) Through hard copies which are self-attested, which can be shared on the address below;

KFin Technologies Limited

Unit: AMJ Land Holdings Limited

Selenium Building, Tower-B, Plot No 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana India - 500 032.

Or

c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT A/c is being held.

- Method for obtaining user id and password for members who have forgotten the User ID and password:

Members who have forgotten the User ID and password

Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:

i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE> XXXX1234567890

ii. If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members may send an email request to inward.ris@kfintech.com. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.

iv. Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com ; 1-800-309-4001 (toll free).

By Order of the Board of Directors
For AMJ Land Holdings Limited

Date: 30th March, 2024
Place: Pune

Shrihari Waychal
Company Secretary and Compliance Officer
(ICSI Membership No.: A62562)

ANNEXURE TO THE NOTICE

The following explanatory statement sets out all the material facts relating to Item of business as mentioned in Item No. 1 in the accompanying Notice dated 30th March, 2024.

Item No. 1:

The current Composition of Board of Directors of the Company comprises of total 6 Directors out of which 3 Directors are Non-Executive Independent Directors, 1 Executive Director and 2 Non-Executive Non-Independent Directors.

Further Mr. Vinod Kumar Beswal's second term as Non-Executive Independent Director of the Company would expire with effect from closing of business hours on 31st March, 2024.

Further the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') provides that, the top 2000 listed entities shall comprise of not less than 6 Directors on the Board of the Company and pursuant to the first proviso to Regulation 17(1E) of SEBI Listing Regulations if the vacancy in the Board is due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated.

In view of above, as also to broad base the Board of the Company, the Board of Directors of the Company at their meeting held on 30th March, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sudhir Duppaliwar (DIN: 10519925) as an "Additional Director" in the capacity of Non-Executive Independent Director of the Company for a period of 5 years with effect from 30th March, 2024 to 29th March, 2029, under Section 161 of the Companies Act, 2013 ('the Act'), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the Members of the Company.

Further, in terms of amendment in the SEBI Listing Regulations effective from 01st January, 2022, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Sudhir Duppaliwar has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations 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. Mr. Sudhir Duppaliwar has also confirmed that he is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. In the opinion of the Board, Mr. Sudhir Duppaliwar fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and SEBI Listing Regulations, for appointment as a Non-Executive Independent Director and his independence of the management.

In terms of Section 160 of the Act, the Company has received a Notice in writing from a member proposing the candidature of Mr. Sudhir Duppaliwar.

The draft of terms and conditions of appointment of the Mr. Sudhir Duppaliwar, 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.

Brief Profile of Mr. Sudhir Duppaliwar is as under:

Mr. Sudhir Duppaliwar, 67 years, holds a Bachelor's degree in Commerce (B.Com) from Pune University and is a Member of The Institute of Cost Accountants of India, Kolkata (CMA). He possesses extensive experience in Finance and Administration and currently serves as an independent professional/consultant.

Except Mr. Sudhir Duppaliwar 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 this Notice.

By Order of the Board of Directors
For AMJ Land Holdings Limited

Date: 30th March, 2024
Place: Pune

Shrihari Waychal
Company Secretary and Compliance Officer
(ICSI Membership No.: A62562)

ANNEXURE TO 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. Sudhir Duppaliwar
- **DIN:** 10519925
- **Qualification:** B.Com and CMA
- **Brief Resume and Expertise in specific functional area of the Director:**

Mr. Sudhir Duppaliwar, 67 years, holds a Bachelor's degree in Commerce (B.Com) from Pune University and is a Member of The Institute of Cost Accountants of India, Kolkata (CMA). He possesses extensive experience in Finance and Administration and currently serves as an independent professional/consultant.

- **Date of appointment in the Current Designation:** 30th March, 2024
- **Shareholding in the Company:** Nil
- **Directorships in other Companies:**
 - a. Listed Companies:
 - 1. 3P Land Holdings Limited
 - b. Unlisted Companies: NIL
- **Memberships/Chairmanship of Committees of Other Companies*:**
 - a. Listed Companies:
 - 1. 3P Land Holdings Limited
 - a. Audit Committee – Member
 - b. Stakeholders' Relationship 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.
- **Number of Meetings of the Board attended during the current financial year 2023-24:** Nil
- **Details of remuneration last drawn from the Company during the financial year 2022-23:** Nil

*Committees considered are Audit and Stakeholders Relationship Committee.