



DHRUMIL M. SHAH & CO.

Practising Company Secretaries • Trade Marks Agent

FORM No. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairperson,

147th Annual General Meeting of Peninsula Land Limited

Held on Thursday, 05th September, 2019 at

"Hall of Culture", Nehru Centre, Dr. Annie Besant Road,

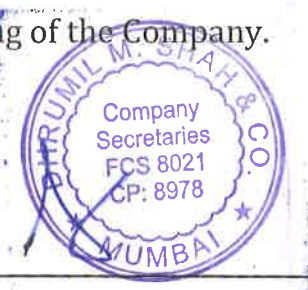
Worli, Mumbai – 400 018.

Dear Madam,

Sub: Consolidated Scrutinizer's Report of remote E-voting & Poll conducted at the 147th Annual General Meeting of Peninsula Land Limited held on Thursday, 05th September, 2019 at 03:00 p.m.

I, Dhrumil Mahendra Shah of M/s. Dhrumil M Shah & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Peninsula Land Limited, pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and the poll taken on below mentioned Resolution(s), at the 147th Annual General Meeting of equity shareholders of Peninsula Land Limited, held on Thursday, 05th September, 2019 at 03.00 p.m.

The Notice dated 3rd August, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders on 09th August, 2019 in respect of the below mentioned resolutions passed at the aforesaid Annual General Meeting of the Company.



The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of 29th August, 2019 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, September 2, 2019 at 10:00 a.m. (IST) and ended on Wednesday, September 4, 2019 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received respectively.

After the time fixed for closing of the poll by the Chairperson, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.



I now submit my consolidated report as under on the result of the remote e-voting and voting at the meeting in respect of the said resolutions.

Item No. 1- Ordinary Resolution:

To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Directors and Auditors thereon.

Physical Voting

| Sr. No. | Particulars | No. of Physical Ballot Form | No. of Shares | % of Assent/ Dissent |
|---------|--------------------------------------|-----------------------------|---------------|----------------------|
| 1. | Total Physical ballot forms received | 87 | 176,917,461 | - |
| 2. | Less-Invalid Physical ballot forms | - | - | - |
| 3. | Net valid Physical ballot forms | 87 | 176,917,461 | - |
| 4. | Physical ballot forms with assent | 86 | 176,917,451 | 99.99% |
| 5. | Physical ballot forms with dissent. | 1 | 10 | 0.01% |

E-Voting

| Sr. No. | Particulars | No. of E-voters | No. of Shares | % of Assent/ Dissent |
|---------|-------------------------|-----------------|---------------|----------------------|
| 1. | Total E-voting received | 22 | 6,599,643 | - |
| 2. | Less-Invalid E-voting | - | - | - |
| 3. | Net valid E-voting | 22 | 6,599,643 | 100.00% |
| 4. | E-voting with assent | 19 | 6,596,813 | 99.96% |
| 5. | E-voting with dissent | 3 | 2,830 | 0.04% |



Total

| Sr. No. | Particulars | No. of voters | No. of Shares | % of Assent/ Dissent |
|---------|-----------------------|---------------|---------------|----------------------|
| 1. | Total voting received | 109 | 183,517,104 | - |
| 2. | Less-Invalid voting | - | - | - |
| 3. | Net valid voting | 109 | 183,517,104 | 100.00% |
| 4. | Voting with assent | 105 | 183,514,264 | 99.99% |
| 5. | Voting with dissent | 4 | 2,840 | 0.01% |

Item No. 2- Ordinary Resolution:

To appoint a Director in place of Mr. Rajeev A. Piramal, Managing Director (DIN: 00044983) who retires by rotation and is eligible for re-appointment.

Physical Voting

| Sr. No. | Particulars | No. of Physical Ballot Form | No. of Shares | % of Assent/ Dissent |
|---------|--------------------------------------|-----------------------------|---------------|----------------------|
| 1. | Total Physical ballot forms received | 87 | 176,917,461 | - |
| 2. | Less-Invalid Physical ballot forms | - | - | - |
| 3. | Net valid Physical ballot forms | 87 | 176,917,461 | - |
| 4. | Physical ballot forms with assent | 86 | 176,917,451 | 99.99% |
| 5. | Physical ballot forms with dissent. | 1 | 10 | 0.01% |



E-Voting

| Sr. No. | Particulars | No. of E-voters | No. of Shares | % of Assent/ Dissent |
|---------|-------------------------|-----------------|---------------|----------------------|
| 1. | Total E-voting received | 22 | 6,599,643 | - |
| 2. | Less-Invalid E-voting | - | - | - |
| 3. | Net valid E-voting | 22 | 6,599,643 | 100.00% |
| 4. | E-voting with assent | 19 | 6,596,813 | 99.96% |
| 5. | E-voting with dissent. | 3 | 2,830 | 0.04% |

Total

| Sr. No. | Particulars | No. of voters | No. of Shares | % of Assent/ Dissent |
|---------|-----------------------|---------------|---------------|----------------------|
| 1. | Total voting received | 109 | 183,517,104 | - |
| 2. | Less-Invalid voting | - | - | - |
| 3. | Net valid voting | 109 | 183,517,104 | 100.00% |
| 4. | Voting with assent | 105 | 183,514,264 | 99.99% |
| 5. | Voting with dissent. | 4 | 2,840 | 0.01% |



Item No. 3- Ordinary Resolution:

Appointment of Mr. Pankaj Kanodia (DIN: 02000161), as an Independent Director of the Company.

Physical Voting

| Sr. No. | Particulars | No. of Physical Ballot Form | No. of Shares | % of Assent/ Dissent |
|---------|--------------------------------------|-----------------------------|---------------|----------------------|
| 1. | Total Physical ballot forms received | 87 | 176,917,461 | - |
| 2. | Less-Invalid Physical ballot forms | - | - | - |
| 3. | Net valid Physical ballot forms | 87 | 176,917,461 | - |
| 4. | Physical ballot forms with assent | 86 | 176,917,451 | 99.99% |
| 5. | Physical ballot forms with dissent. | 1 | 10 | 0.01% |

E-Voting

| Sr. No. | Particulars | No. of E-voters | No. of Shares | % of Assent/ Dissent |
|---------|-------------------------|-----------------|---------------|----------------------|
| 1. | Total E-voting received | 21 | 6,599,623 | - |
| 2. | Less-Invalid E-voting | - | - | - |
| 3. | Net valid E-voting | 21 | 6,599,623 | 100.00% |
| 4. | E-voting with assent | 18 | 6,596,793 | 99.96% |
| 5. | E-voting with dissent. | 3 | 2,830 | 0.04% |



Total

| Sr. No. | Particulars | No. of voters | No. of Shares | % of Assent/Dissent |
|---------|-----------------------|---------------|---------------|---------------------|
| 1. | Total voting received | 108 | 183,517,084 | - |
| 2. | Less-Invalid voting | - | - | - |
| 3. | Net valid voting | 108 | 183,517,084 | 100.00% |
| 4. | Voting with assent | 104 | 183,514,244 | 99.99% |
| 5. | Voting with dissent. | 4 | 2,840 | 0.01% |

Item No. 4- Special Resolution:

To consider and approve modification to the managerial remuneration payable to Mr. Nandan A. Piramal (DIN : 00045003), Whole – Time Director of the Company

Physical Voting

| Sr. No. | Particulars | No. of Physical Ballot Form | No. of Shares | % of Assent/Dissent |
|---------|--------------------------------------|-----------------------------|---------------|---------------------|
| 1. | Total Physical ballot forms received | 87 | 176,917,461 | - |
| 2. | Less-Invalid Physical ballot forms | - | - | - |
| 3. | Net valid Physical ballot forms | 87 | 176,917,461 | - |
| 4. | Physical ballot forms with assent | 85 | 176,917,411 | 99.99% |
| 5. | Physical ballot forms with dissent. | 2 | 50 | 0.01% |



E-Voting

| Sr. No. | Particulars | No. of E-voters | No. of Shares | % of Assent/ Dissent |
|---------|-------------------------|-----------------|---------------|----------------------|
| 1. | Total E-voting received | 21 | 6,599,623 | - |
| 2. | Less-Invalid E-voting | - | - | - |
| 3. | Net valid E-voting | 21 | 6,599,623 | 100.00% |
| 4. | E-voting with assent | 16 | 6,160 | 0.09% |
| 5. | E-voting with dissent. | 5 | 6,593,463 | 99.91% |

Total

| Sr. No. | Particulars | No. of voters | No. of Shares | % of Assent/ Dissent |
|---------|-----------------------|---------------|---------------|----------------------|
| 1. | Total voting received | 108 | 183,517,084 | - |
| 2. | Less-Invalid voting | - | - | - |
| 3. | Net valid voting | 108 | 183,517,084 | 100.00% |
| 4. | Voting with assent | 101 | 176,923,571 | 96.41% |
| 5. | Voting with dissent. | 7 | 6,593,513 | 3.59% |



Item No. 5- Special Resolution:

To consider and approve the re-appointment of Lt. Gen. Deepak Summanwar (Retd.) (DIN:02017830) as an Independent Director for a second term of five years.

Physical Voting

| Sr. No. | Particulars | No. of Physical Ballot Form | No. of Shares | % of Assent/Dissent |
|---------|--------------------------------------|-----------------------------|---------------|---------------------|
| 1. | Total Physical ballot forms received | 87 | 176,917,461 | - |
| 2. | Less-Invalid Physical ballot forms | - | - | - |
| 3. | Net valid Physical ballot forms | 87 | 176,917,461 | - |
| 4. | Physical ballot forms with assent | 85 | 176,917,411 | 99.99% |
| 5. | Physical ballot forms with dissent. | 2 | 50 | 0.01% |

E-Voting

| Sr. No. | Particulars | No. of E-voters | No. of Shares | % of Assent/Dissent |
|---------|-------------------------|-----------------|---------------|---------------------|
| 1. | Total E-voting received | 21 | 6,599,623 | - |
| 2. | Less-Invalid E-voting | - | - | - |
| 3. | Net valid E-voting | 21 | 6,599,623 | 100.00% |
| 4. | E-voting with assent | 18 | 6,596,793 | 99.96% |
| 5. | E-voting with dissent. | 3 | 2,830 | 0.04% |



Total

| Sr. No. | Particulars | No. of voters | No. of Shares | % of Assent/ Dissent |
|---------|-----------------------|---------------|---------------|----------------------|
| 1. | Total voting received | 108 | 183,517,084 | - |
| 2. | Less-Invalid voting | - | - | - |
| 3. | Net valid voting | 108 | 183,517,084 | 100.00% |
| 4. | Voting with assent | 103 | 183,514,204 | 99.99% |
| 5. | Voting with dissent. | 5 | 2,880 | 0.01% |

Item No. 6- Ordinary Resolution:

Appointment of Mr. Rohit Modi (DIN: 00078222), as an Independent Director of the Company.

Physical Voting

| Sr. No. | Particulars | No. of Physical Ballot Form | No. of Shares | % of Assent/ Dissent |
|---------|--------------------------------------|-----------------------------|---------------|----------------------|
| 1. | Total Physical ballot forms received | 87 | 176,917,461 | - |
| 2. | Less-Invalid Physical ballot forms | - | - | - |
| 3. | Net valid Physical ballot forms | 87 | 176,917,461 | - |
| 4. | Physical ballot forms with assent | 86 | 176,917,451 | 99.99% |
| 5. | Physical ballot forms with dissent. | 1 | 10 | 0.01% |



E-Voting

| Sr. No. | Particulars | No. of E-voters | No. of Shares | % of Assent/ Dissent |
|---------|-------------------------|-----------------|---------------|----------------------|
| 1. | Total E-voting received | 21 | 6,599,623 | - |
| 2. | Less-Invalid E-voting | - | - | - |
| 3. | Net valid E-voting | 21 | 6599623 | 100.00% |
| 4. | E-voting with assent | 16 | 6,596,733 | 99.96% |
| 5. | E-voting with dissent. | 5 | 2,890 | 0.04% |

Total

| Sr. No. | Particulars | No. of voters | No. of Shares | % of Assent/ Dissent |
|---------|-----------------------|---------------|---------------|----------------------|
| 1. | Total voting received | 108 | 183,517,084 | - |
| 2. | Less-Invalid voting | - | - | - |
| 3. | Net valid voting | 108 | 183,517,084 | 100.00% |
| 4. | Voting with assent | 102 | 183,514,184 | 99.99% |
| 5. | Voting with dissent. | 6 | 2,900 | 0.01% |



Item No. 7- Special Resolution:

Issue of Non-Convertible Debentures on Private Placement Basis.

Physical Voting

| Sr. No. | Particulars | No. of Physical Ballot Form | No. of Shares | % of Assent/ Dissent |
|---------|--------------------------------------|-----------------------------|---------------|----------------------|
| 1. | Total Physical ballot forms received | 87 | 176,917,461 | - |
| 2. | Less-Invalid Physical ballot forms | - | - | - |
| 3. | Net valid Physical ballot forms | 87 | 176,917,461 | - |
| 4. | Physical ballot forms with assent | 86 | 176,917,451 | 99.99% |
| 5. | Physical ballot forms with dissent. | 1 | 10 | 0.01% |

E-Voting

| Sr. No. | Particulars | No. of E-voters | No. of Shares | % of Assent/ Dissent |
|---------|-------------------------|-----------------|---------------|----------------------|
| 1. | Total E-voting received | 21 | 6,599,623 | - |
| 2. | Less-Invalid E-voting | - | - | - |
| 3. | Net valid E-voting | 21 | 6,599,623 | 100.00% |
| 4. | E-voting with assent | 17 | 6,596,743 | 99.96% |
| 5. | E-voting with dissent. | 4 | 2,880 | 0.04% |



Total

| Sr. No. | Particulars | No. of voters | No. of Shares | % of Assent/ Dissent |
|---------|-----------------------|---------------|---------------|----------------------|
| 1. | Total voting received | 108 | 183,517,084 | - |
| 2. | Less-Invalid voting | 0 | 0 | - |
| 3. | Net valid voting | 108 | 183,517,084 | 100.00% |
| 4. | Voting with assent | 103 | 183,514,194 | 99.99% |
| 5. | Voting with dissent. | 5 | 2,890 | 0.01% |

A list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is sent by electronic mode to the Company Secretary of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Mumbai

Date: 05th September, 2019

For Dhrumil M Shah & Co


Dhrumil M. Shah
Practising Company Secretary
Mem No. F8021; CP No. 8978

For Peninsula Land Limited


Rajasekhar Reddy
Company Secretary