



NOTICE

Notice is hereby given that 152nd Annual General Meeting of members of Peninsula Land Limited is scheduled to be held on Wednesday, September 11, 2024 through Video Conferencing ("VC") or Other Audio - Visual Means ("OAVM") at 15:00 hrs (IST) to transact following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**
 - a) The Audited Standalone Financial Statements for the financial year ended March 31, 2024, together with the reports of Board of Directors and Auditors thereon; and
 - b) The Audited Consolidated Financial Statements for the financial year ended March 31, 2024 together with the report of Auditors thereon.
2. To appoint a Director in place of Mr. Nandan Piramal, Whole Time Director (DIN:00045003) who retires by rotation and being eligible, has offered himself for re-appointment and, in this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Nandan Piramal, Whole Time Director (DIN:00045003) who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **To consider and if though fit, to pass, the following resolution as a Special Resolution:-**

RE-APPOINTMENT OF MR. PANKAJ KANODIA (DIN: 02000161) AS AN INDEPENDENT DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Pankaj Kanodia (DIN: 02000161), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 30, 2019 upto May 29, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to

retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from May 30, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. To consider and if though fit , to pass , the following resolution as a Special Resolution:

REVISION IN MANAGERIAL REMUNERATION PAYABLE TO MR. RAJEEV PIRAMAL (DIN: 00044983) MANAGING DIRECTOR

"RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and subject to such other approvals, permissions and sanctions as may be required, the approval of the members of the Company be and is hereby accorded for the revision in remuneration of Mr. Rajeev Piramal (DIN: 00044983) as Managing Director of the Company as mentioned below, with effect from April 01, 2024 for his remaining current term.

The details for the payment of remuneration of Mr. Rajeev Piramal as Managing Director are set out below:

REMUNERATION	AMOUNT IN RUPEES
Basic Salary	2,50,00,000
PERQUISITES	
Leave Travel Allowance	2,50,000
Medical Reimbursement	At actuals
Medical Insurance	As per rules of the Company
Accident Insurance	As per rules of the Company
Car & Phone	As per rules of the Company
Leave encashment	As per rules of the Company
Gratuity	15 days of Basic salary for each completed year
Provident Fund	21,600 per annum
Superannuation Fund	Nil
Commission	As may be determined by the Board of Directors

"RESOLVED FURTHER THAT any of the Executive Directors of the Company and Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms and returns with the Registrar of Companies, as may be required to give effect to the foregoing resolution."

5. To consider and if though fit , to pass , the following resolution as a Special Resolution

REVISION IN MANAGERIAL REMUNERATION PAYABLE TO MR. NANDAN PIRAMAL (DIN:00045003) WHOLE TIME DIRECTOR

"RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and subject to such other approvals, permissions and sanctions as may be required, the approval of the members of the Company be and is hereby accorded for the revision in remuneration of Mr. Nandan Piramal (DIN: 00045003) as Whole Time Director of the Company as mentioned below, with effect from April 01, 2024 for his remaining current term.

The details for the payment of remuneration of Mr. Nandan Piramal as Whole Time Director are set out below:

REMUNERATION	AMOUNT IN RUPEES
Basic Salary	2,50,00,000
PERQUISITES	
Leave Travel Allowance	2,50,000
Medical Reimbursement	At actuals
Medical Insurance	As per rules of the Company
Accident Insurance	As per rules of the Company
Car & Phone	As per rules of the Company
Leave encashment	As per rules of the Company
Gratuity	15 days of Basic salary for each completed year
Provident Fund	21,600 per annum
Superannuation Fund	Nil
Commission	As may be determined by the Board of Directors

“RESOLVED FURTHER THAT any of the Executive Directors of the Company and Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms and returns with the Registrar of Companies, as may be required to give effect to the foregoing resolution.”

6. To consider and if though fit, to pass, the following Resolution as an Ordinary Resolution:

APPOINTMENT OF MR. HRISHIKESH PARANDEKAR (DIN: 01224244) AS NON - EXECUTIVE DIRECTOR UNDER THE CATEGORY OF NOMINEE DIRECTOR:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Hrishikesh Parandekar (DIN:01224244), who was appointed as an Additional Director in the Board Meeting held on August 08, 2024 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director under the category of Nominee Director.”

“RESOLVED FURTHER THAT any Executive Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient.”

By Order of the Board
For **Peninsula Land Limited**

Sd/-

Mukesh Gupta
Company Secretary &
Compliance Officer
Membership No. F6959

Place: Mumbai

Date: August 12, 2024

Registered Office:

Peninsula Land Limited
1401, 14th Floor, Tower-B,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai - 400 013
E-mail: investor@peninsula.co.in
Tel no: +91 22 6622 9300.

NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (AGM) and Extra – Ordinary General Meeting (EOGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013” (the “MCA Circular”) has allowed the Companies to conduct their AGM and EOGM through VC or OAVM up to September 30, 2024. In line with the MCA Circular, the Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (the “SEBI Circular”) has relaxed the applicability of regulation 36(1)(b) of the (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 for Annual General Meetings (AGMs) and regulation 44(4) of the LODR Regulations for general meetings (in electronic mode) till September 30, 2024. In compliance with the MCA Circular, SEBI Circular and the erstwhile MCA and SEBI circulars issued in this behalf, the AGM of the members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. As the AGM will be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. The relevant details as required by Regulation 36 of LODR Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, of directors seeking appointments/re-appointments is annexed hereto. Refer **Annexure -A**.
5. All the documents referred to in this Notice of AGM are available for inspection of the members. Those who desire to obtain the same may write to investor@peninsula.co.in.
6. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection of the members during the AGM.
7. Corporate shareholders intending to authorize their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the Company authorizing them to attend and vote on their behalf at the AGM. The scanned copy (PDF /JPEG format)

of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act together with attested specimen signature(s) of the duly authorised representative(s), be sent to:

(i) the Company Secretary at the E-mail: investor@peninsula.co.in

(ii) the Scrutinizer at E-mail: [cssshivam02@gmail.com](mailto:csshivam02@gmail.com)
 The scanned image of the above-mentioned documents should be in the naming format "Corporate Name and Event No."

8. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 05, 2024 to Wednesday, September 11, 2024 (both days inclusive) in connection with the AGM.
9. In terms of SEBI Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, as further amended by the Corrigendum cum Amendment circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 and the Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195, the SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. In terms of the said circulars, the investors, after duly exhausting their option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

10. DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT:

- a. In accordance with the General Circular Nos. 20/2020 dated May 05, 2020, 19/2021 dated December 12, 2021, 21/2021 dated December 14, 2021 and 09/2023 dated September 25, 2023 issued by MCA and Securities and Exchange Board of India circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- b. The Notice of AGM along with Annual Report for the financial year 2023-24, will also be available on the Company's website at <https://www.peninsula.co.in> 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.
- c. The Company shall send the physical copy of Annual Report 2023-24 to those Members who already have and will request the same at investor@peninsula.co.in mentioning their Folio No./DP ID and Client ID.

- d. The shareholders, who are holding shares in dematerialised mode and have not yet registered their e-mail IDs, are requested to register/update their e-mail IDs with their Depository Participant(s) at the earliest, to enable the Company to use the same for serving AGM documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly register their e-mail IDs with the Registrar and Share Transfer Agent (RTA) by sending an e-mail at support@purvashare.com.
 - e. Members holding shares in physical form are requested to submit a copy of their PAN card and Bank Account details, in the form of a cancelled cheque or self-attested copy of pass book, with the Company or the RTA as per the directives of the Securities and Exchange Board of India. Since, shares of the Company are traded on the Stock Exchanges compulsorily in demat mode, shareholders holding shares in physical mode are strongly advised to get their shares dematerialized.
 - f. Members holding shares in physical form are requested to address all their correspondence including change of e-mail Id's, address, mandates etc. to the RTA viz. Purva Shareregistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai - 400011 and the Members holding shares in dematerialised form should approach their respective Depository Participants for the same.
 - g. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their respective Depository Participants. The nomination form can be downloaded from the Company's website viz. www.peninsula.co.in.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at www.peninsula.co.in under the tab "Shareholders Information" and on the website of the Company's RTA at www.purvashare.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

12. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
 13. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.peninsula.co.in under the tab "Shareholders Information". Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Purva Sharegistry (India) Private Limited (RTA) in case the shares are held in physical form.
 14. Pursuant to the provisions of the Companies Act, 2013, dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.
 - 15) Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('The Rules') notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more would also be transferred to the Investor Education and Protection Fund (IEPF) Account.
 16. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 17. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the AGM.
- 18. PROCEDURE FOR REMOTE E-VOTING AND ATTENDING AGM ONLINE AND EVOTING AT AGM**
1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EOGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM/AGM through VC/OAVM.
 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
 3. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM/AGM without restriction on account of first come first served basis.
 4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.peninsula.co.in. The Notice can also

be accessed from the 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 the EOGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, September 06, 2024 at 09:00 A.M. and ends on Tuesday, September 10, 2024 at 17:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 04, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 04, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

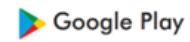
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders Login Method

Individual Shareholders holding securities in demat mode with NSDL.

- Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 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. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

Type of shareholders **Login Method**

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

I n d i v i d u a l
Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
I n d i v i d u a l Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
I n d i v i d u a l Shareholders holding securities in demat mode 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 21 099 11

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 Your 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. Password details for shareholders other than Individual shareholders 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. 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) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Shivam Sharma, proprietor of M/s. Shivam Sharma and Associates (csshivam02@gmail.com) with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. 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 www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Investor@peninsula.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Investor@peninsula.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat

mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EOGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EOGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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.
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. **Scrutinizer:** The Company has appointed Mr. Shivam Sharma, proprietor of M/s. Shivam Sharma and Associates Practicing Company Secretary (Membership No. **A35727** and

CP No. **16558**) having address at 304, 3rd Floor, Ghanshyam Enclave, near Lalji Pada Police Station, Kandivali West Mumbai – 400 067, Maharashtra India as the Scrutinizer to conduct the voting process (remote e-voting and e-voting at AGM) in a fair and transparent manner.

6. The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA:

ITEM NO.3:

Pursuant to the requirement of the Companies Act, 2013 ("the Act") and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr. Pankaj Kanodia (DIN: 02000161) was appointed as an Additional Director under Non-Executive Independent Director of the Company with effect from May 30, 2019, thereafter members at the 147th Annual General Meeting of the Company held on September 05, 2019 regularised and approved his appointment for a term of five (5) consecutive years.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a Company but shall be eligible for re-appointment for another term up to five (5) consecutive years, with the approval of the Members of the Company by way of Special Resolution.

As tenure of Mr. Pankaj Kanodia as an Independent Director will be expiring on May 29, 2024. The Board of Directors accordingly, at its meeting held on May 27, 2024, inter alia, upon the recommendation of the Nomination and Remuneration Committee held on the same date considered, approved and thereafter recommended his re-appointment at this AGM for a second term consisting of five consecutive years commencing from May 30, 2024.

The Board of Directors inter alia, upon the recommendation of the Nomination and Remuneration Committee based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Pankaj Kanodia would be beneficial to the Company and it is desirable to re-appoint him as Independent Director for another term of five (5) consecutive years w.e.f. May 30, 2024, who shall not be liable to retire by rotation.

The Company has received a notice as required under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Pankaj Kanodia as an Independent Director of the Company for a second term of 5 consecutive years from May 30, 2024.

Mr. Pankaj Kanodia is an entrepreneur in the Food & Beverage and Hospitality Industry. He is the owner of the restaurant Grapeviine

and is the promoter of two other Hospitality Companies viz. Datamatics Beverage and Food Consultants Private Limited and Datamatics Hospitality Services Private Limited. He has around two decades of experience in business operations and promoting and steering Organisations. Mr. Pankaj Kanodia is a Commerce Graduate from H. R. College of Commerce and Economics, affiliated to the Mumbai University. The Company has received declaration from Mr. Pankaj Kanodia, confirming that he meets the criteria of Independence as prescribed under the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Pankaj Kanodia fulfills the conditions specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being re-appointed as an Independent Director and is independent of the management.

The Draft letter of appointment of Mr. Pankaj Kanodia setting out the terms and conditions of his re-appointment is available for inspection by the Members of the Company.

The Details as required pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards-2 on General Meetings, as applicable are provided as an Annexure to the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Pankaj Kanodia is, in any way, concerned with or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the resolution set out at Item No. 3 of the Notice before the Members for their approval by way of Special Resolution.

ITEM NO.4 & 5

Mr. Rajeev Piramal was re-appointed as Managing Director with effect from October 26, 2020 for a period of five years by way of Special Resolution passed by the members at the 149th Annual General Meeting of the Company held on September 17, 2021.

Mr. Nandan Piramal was re-appointed as Whole-Time Director of the Company with effect from October 26, 2020 for a period of five years by way of a Special Resolution passed by the members of the Company at the 149th Annual General Meeting of the Company held on September 17, 2021.

Pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, Regulation 17(b)(e) and all other applicable provisions of the SEBI Listings Regulations, the revision in the remuneration payable to Mr. Rajeev Piramal and Mr. Nandan Piramal with effect from April 01, 2024 till their remaining current term is now being placed before the Members at the ensuing Annual General Meeting for their approval by way of a Special Resolution.

Taking into consideration the intrinsic growth and performance of the Company under the strategic guidance and leadership of Mr. Rajeev Piramal as Managing Director and Mr. Nandan Piramal as Whole Time Director of the Company and based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at its

Meeting held on May 27, 2024, approved revision in the terms of remuneration of Mr. Rajeev Piramal as Managing Director and Mr. Nandan Piramal as Whole Time Director. The details of revision in remuneration payable to Executive Directors are mentioned here in below:

REMUNERATION	AMOUNT IN RUPEES
Basic Salary	2,50,00,000
PERQUISITES	
Leave Travel Allowance	2,50,000
Medical Reimbursement	At actuals
Medical Insurance	As per rules of the Company
Accident Insurance	As per rules of the Company
Car & Phone	As per rules of the Company
Leave encashment	As per rules of the Company
Gratuity	15 days of Basic salary for each completed year
Provident Fund	21,600/- per annum
Superannuation Fund	Nil
Commission	As may be determined by the Board of Directors

The Board recommends passing of the Resolutions at Item No. 4 and 5 as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Ms. Urvi Piramal, Mr. Rajeev Piramal and Mr. Nandan Piramal is concerned or interested in resolution no. 4 & 5.

ITEM NO.6

The Company had issued and allotted Unlisted Unsecured Optionally Convertible Debentures (OCDs) on Preferential Basis by way of Private Placement to Arsenio Strategies Private Limited (Investor) a part of the Alpha Alternatives Group on June 24, 2024. Pursuant to the terms of issue of OCDs, Investor has nominated the candidature of Mr. Hrishikesh Parandekar (DIN: 01224244) for the position of Non-Executive Director under Nominee Director category. The Nomination and Remuneration Committee at its meeting held on August 08, 2024 had considered and recommended to the Board of Directors at its meeting held on the same date the appointment of Mr. Hrishikesh Parandekar (DIN: 01224244) as an Additional Non-Executive Director under Nominee Director category. The Board considered and approved the appointment and now recommends regularisation of the appointment of Mr. Hrishikesh Parandekar (DIN: 01224244) who holds office upto the date of this Annual General Meeting.

The relevant documents and information with respect to the appointment of Mr. Hrishikesh Parandekar (DIN: 01224244), as a Non- Executive Director are available for inspection without any fee for the members at the Company's registered office during normal business hours on working days up to the date of AGM.

No Director, Key Managerial Personnel or their relatives, except Mr. Hrishikesh Parandekar (DIN: 01224244), to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

The Board recommends the resolution set forth in Item No. 6 of the accompanying Notice for approval of the members.

ANNEXURE - A

Disclosure on appointment / re-appointment of Director pursuant to Secretarial Standards-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Mr. Nandan Piramal	Mr. Pankaj Kanodia	MR. HRISHIKESH PARANDEKAR
DIN	00045003	02000161	01224244
Father's Name	Late Mr. Ashok Piramal	Mr. Vijay Kanodia	Mr. Bhalchandra Parandekar
Date of Birth	April 01, 1981	September 16, 1974	July 19,1972
Age in years	43	50	52 years
Date of first appointment on the Board	October 26, 2015	May 30,2019	August 08,2024
Qualification	Alumnus of University College, London	Bachelor of Commerce from H. R. College of Commerce and Economics	Graduation from Indian Institutes of Management (IIM), Ahmedabad
No. of Years of experience	18 years	25 years	30 years
Brief Resume including experience and qualification/ Experience in Specific Functional Area	As mentioned in Corporate Governance Report forming part of the Annual Report	As mentioned in Corporate Governance Report forming part of the Annual Report	Mr. Hrishikesh Parandekar is a Senior Partner with Alpha Alternatives, an innovative asset management platform. Mr. Parandekar was a gold medalist of 1994 batch in IIM Ahmedabad. Mr. Parandekar has worked for past 30 years across management consulting, asset/ wealth management and real estate investing and development. He started his career as a consultant at McKinsey & Company and later worked for Morgan Stanley as Managing Director in New York. He moved back to India in 2009 and has since then headed a couple of private equity backed financial services platforms, including Karvy Group financial services and Ambit Finvest Private Limited a Non-Banking Financial Company/ Wealth Management Company where he was the CEO. Mr. Parandekar has also been a partner and Executive Chairman of Mumbai-based real estate development entity Sugee Realtors LLP.
Tenure and Terms and Conditions of Appointment	As mentioned in the resolution	5 years and not liable to retire by rotation	As mentioned in the resolution
Details of remuneration sought to be paid	As mentioned in the resolution	Eligible for sitting fees and commission,if any	Eligible for sitting fees
Last drawn remuneration	₹.120,61,200/- per annum	Not Applicable	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Son of Ms. Urvi Piramal and brother of Mr. Rajeev Piramal	Not related to any Promoters, Directors or Key Managerial Personnel	Not related to any Promoters, Directors or Key Managerial Personnel
Directorship in Listed Companies	None except Peninsula Land Limited	None except Peninsula Land Limited	None except Peninsula Land Limited
Chairman/Member in the Committees of the Boards of other Listed companies	None	None	None
No. of Shares held as on August 12, 2024 in the Company	9,21,365 equity Shares	32,000 Equity Shares	Nil
Shareholding in the Company of the spouse and immediate relatives of the Director	49,34,745 equity shares	12,000 Equity Shares	NIL
Number of meetings of the Board attended during the year	7	5	Not Applicable

By Order of the Board
For **Peninsula Land Limited**

Sd/-
Mukesh Gupta
Company Secretary &
Compliance Officer
Membership No. F6959

Place: Mumbai

Date: August 12, 2024

Registered Office

Peninsula Land Limited
1401, 14th Floor, Tower-B,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai - 400 013
E-mail: investor@peninsula.co.in
Tel no: +91 2266229300