



PENINSULA LAND LIMITED

CIN: L17120MH1871PLC000005

Regd. Office: Peninsula Spenta, Mathuradas Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Phone: +91 22 6622 9300; Fax: +91 22 6622 9302

Email: info@peninsula.co.in; Website: www.peninsula.co.in

Notice of Postal Ballot

Dear Member,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed as special resolutions by way of postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions, setting out the material facts and the reasons thereof, is annexed hereto along with a Postal Ballot Form for your consideration.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 the Company is also providing facility for voting through electronic mode (e-voting) through the Central Depository Services (India) Limited (CDSL) e-voting platform. The procedure of e-voting is given in the notes to this Notice.

The Company has appointed Mr. Dhruvil M. Shah of M/s Dhruvil M. Shah and Co., Practising Company Secretary, Mumbai as Scrutinizer for conducting the entire Postal Ballot (including e-voting) process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed, postage prepaid business reply envelope so as to reach the Scrutinizer not later than 05.00 p.m. on June 7, 2017 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the member.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this notice and instructions on the Postal Ballot Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairperson or the Managing Director. The result of the postal ballot will be announced by the Chairperson or the Managing Director on or before June 8, 2017, displayed at Registered Office of the Company, intimated to the BSE Limited and the National Stock Exchange of India Limited and shall also be made available on the Company's website, www.peninsula.co.in and on the website of CDSL, www.evotingindia.com.

The resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting, i.e. June 7, 2017.

Members can cast their vote electronically from 10.00 a.m. on June 5, 2017 to 05.00 p.m. on June 7, 2017. The e-voting module shall be disabled by CDSL for voting thereafter.

For Peninsula Land Limited

Sd/-
Rajashekhar Reddy
Company Secretary

Date: May, 8 2017

Place: Mumbai

RESOLUTIONS

1. Increase of the existing borrowing limits of the Company u/s 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT the consent of the Company be and is hereby accorded to borrow any sum, or sums of monies and / or to receive / avail of financial assistance or to undertake financial obligation in any form, from time to time from any one or more of the Financial Institutions, Bankers, Funds and / or from any one or more other persons, firms, bodies corporate, mutual funds or entities, whether by way of loans, cash credit, advances, or deposits, or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work in progress, investments, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company will or may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, so that the total amount upto which the monies may be borrowed by the Board and outstanding at any time (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed Rs. 3000 Crores (Rupees Three Thousand Crores only) over and above the aggregate of the paid up capital and free reserves of the Company for the time being, exclusive of interest and other charges and for securing such borrowings / facilities the Board be and is hereby further authorized to execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposits and other deeds and instruments or writings containing such conditions and covenants as the Board may think fit with powers to vary and / or alter the terms and conditions of security created / to be created.

RESOLVED FURTHER THAT all the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution either by themselves or by delegating the powers vested in them to another individual or any committee of the Company.”

2. Creation of pledge, mortgage and / or charge on all or any part of movable / immovable properties of the Company u/s 180(1)(a) of the Companies Act, 2013.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** the consent of the Company be and is hereby accorded to sell, lease or otherwise dispose of (Create Charge / Mortgage on the properties of the Company) the whole or substantially the whole of the undertaking of the Company, the immovable and movable properties and assets, both present and future or create charge, either exclusively or ranking *pari passu* with or second or subservient or subordinate to the mortgages / charges already created or to be created in future by the Company for securing any loans and / or advances or guarantees and / or any financial assistance or obligations obtained / undertaken or that may be obtained / undertaken by the Company or any other Bodies Corporate, from financial institutions, insurance companies, banks or credit agencies, incorporate or constituted in India or abroad, machinery, suppliers and / or other persons or institutions providing finance for purchase of assets or for making investments or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills rediscounting scheme or in favour of trustees for debenture holders / bondholders appointed or that may be appointed hereafter, as securities for debentures / bonds issued or that may be issued by the Company, on such terms and conditions and at such times and in such form and manner as the Board may deem fit, so that the total outstanding amount at any time so secured (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed by more than Rs. 3000 Crores (Rupees Three Thousand Crores only) over and above the aggregate of the paid up capital and free reserves of the Company being the amounts consented by the Company, by the Resolution passed pursuant to Section 180 (1)(c) of the Companies Act, 2013, or upto the higher amount/s as may be so consented by the Company from time to time in future, together with interest thereon, and further interest, if any, costs, charges, expenses, remuneration and other monies payable to the lenders / trustees and all other monies payable by the Company AND THAT the mortgages / charges created by the Company so far be and they are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT all the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution either by themselves or by delegating the powers vested in them to another individual or any committee of the Company.”

3. Issuance of Non-Convertible Debentures (NCDs) on Private Placement Basis

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and allotment of Securities) Rules, 2014, the consent of the Company be and is hereby accorded to make offer / invitation to subscribe to the Non-Convertible Debentures (NCDs), to be issued and allotted in one or more series / tranches within a period of one year on a private placement basis to such persons as may be identified by the Board in this regard for an aggregate amount upto Rs. 2500 Crore (Rupees Two Thousand Five Hundred Crore only) on such terms and conditions as may be decided by the Board from time to time;

RESOLVED FURTHER THAT the period of one year shall commence from the date of approval of the shareholders of the Company.

RESOLVED FURTHER THAT all the Directors of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution, including but not limited to filing of the necessary forms with the Registrar of Companies.”

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Special Resolutions at Item Nos. 1, 2 and 3 as aforementioned, is appended herein below along with the Form for your consideration.
2. This Postal Ballot Notice along-with postage prepaid Business reply envelop is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as on April 28, 2017. A person who is not a member on April 28, 2017, i.e the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
3. Voting rights will be reckoned on the paid-up value of the Equity Shares registered in the name of the member on April 28, 2017.
4. A Member may request for a duplicate Postal Ballot Form, if required. However, duly filled-in Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on June 7, 2017. An envelope containing Postal Ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. However, the Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.
5. Pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility as an option to the Members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching the Form.
6. Kindly note that members can opt for only one mode of voting, i.e either by physical postal ballot or by e-voting. In case members cast their vote by both physical postal ballot and e-voting, it may be noted that the vote cast by them by e-voting shall prevail and the vote cast through physical ballot will be treated as invalid.

Voting through electronic means

In compliance with Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to its Members.

The instructions for e-voting are as follows:

- (i) The voting period begins on June 5, 2017 and ends on June 7, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 28, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • The sequence number is mentioned on the postal ballot form sent with this notice. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ii) Click on the EVSN for Peninsula Land Limited on which you choose to vote.
- (iii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (iv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (v) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (vi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (viii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (ix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (x) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 1

Peninsula Land Limited (“Company”) had passed a Special Resolution by way of Postal Ballot on May 26, 2014, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, to borrow funds upto a sum not exceeding Rs. 1500 crores over and above the paid-up share capital and free reserves of the Company (excluding temporary loans obtained from the Company’s Bankers in the ordinary course of business).

In view of its current and future fund requirements, the Company proposes to increase the borrowing limit to Rs. 3000 crores over and above the paid-up share capital and free reserves of the Company (excluding temporary loans obtained from the Company’s Bankers in the ordinary course of business).

The proposed Special Resolution seeks the consent and authorisation of the members to the Board of Directors to borrow funds upto a sum not exceeding Rs. 3000 crores over and above the paid-up share capital and free reserves of the Company (excluding temporary loans obtained from the Company’s Bankers in the ordinary course of business).

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying notice for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid resolution.

Item No. 2

Peninsula Land Limited (“Company”) had passed a Special Resolution by way of Postal Ballot on May 26, 2014, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, to sell, lease or otherwise dispose of, by way of creation of Charge or Mortgage on the properties of the Company, the whole or substantially the whole of the undertaking of the Company upto a sum not exceeding Rs. 1500 crores over and above the paid-up share capital and free reserves of the Company.

In view of its current and future requirements, the Company proposes to increase this limit to Rs. 3000 crores over and above the paid-up share capital and free reserves of the Company.

The proposed Special Resolution seeks the consent and authorisation of the members to the Board of Directors of the Company to sell, lease or otherwise dispose of, by way of creation of Charge or Mortgage on the properties of the Company, the whole or substantially the whole of the undertaking of the Company upto a sum not exceeding Rs. 3000 crores over and above the aggregate of the paid-up capital and free reserves of the Company.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 2 of the accompanying notice for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid resolution.

Item No. 3

In view of the existing and future financial requirements of the Company to support its business operations, the Company is in need of additional funds. Apart from Bank Loans, the Company had raised funds through issue of Non-Convertible Debentures (NCDs) on Private Placement basis under Section 42 of the Companies Act, 2013, by virtue of the prior approval of shareholders granted through Special Resolution.

Further, as per the provisions of Section 42 of the Companies Act, 2013 and Rules made thereunder, the prior approval of shareholders through Special Resolution shall be valid for all the offers or invitations for such NCDs during one year. Accordingly, the approval of the shareholders would be required again for the fresh offer of NCDs.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying notice for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid resolution.