



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,

146th Annual General Meeting of Peninsula Land Limited

Held on Monday, 06th August, 2018 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 146th Annual General Meeting of PENINSULA LAND LIMITED held on
Monday, 06th August, 2018 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 146th Annual General Meeting of equity shareholders of Peninsula Land Limited, held on Monday, 06th August, 2018 at 03.00 p.m.:

The Notice dated 23rd May, 2018 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders on 12th July, 2018 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 27th July, 2018 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 Wednesday, 01st August, 2018 at 10:00 a.m. (IST) and ended on Sunday, 05th August, 2018 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.



The poll papers, which were otherwise found defective have been treated as invalid and kept separately.

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, 2018 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	99	160,238,085	-
2.	Less-Invalid Physical ballot forms	2	2,005	-
3.	Net valid Physical ballot forms	97	160,236,080	-
4.	Physical ballot forms with assent	97	160,236,080	100.00
5.	Physical ballot forms with dissent.	-	-	-

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	38	26,031,907	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	38	26,031,907	-
4.	E-voting with assent	37	26,031,902	100.00
5.	E-voting with dissent.	1	5	00.00



Total

Sr. No.	Particulars	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	137	186,269,992	-
2.	Less-Invalid voting	2	2,005	-
3.	Net valid voting	135	186,267,987	100.00
4.	Voting with assent	134	186,267,982	100.00
5.	Voting with dissent	1	5	0.00

Item No. 2- Ordinary Resolution:

To appoint a Director in place of Mr. Nandan A. Piramal, Whole-Time Director (DIN: 00045003) 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	99	160,238,085	-
2.	Less-Invalid Physical ballot forms	2	2,005	-
3.	Net valid Physical ballot forms	97	160,236,080	-
4.	Physical ballot forms with assent	97	160,236,080	100.00
5.	Physical ballot forms with dissent.	-	-	-

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	38	26,031,907	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	38	26,031,907	-
4.	E-voting with assent	37	26,031,902	100.00
5.	E-voting with dissent.	1	5	0.00



Total

Sr. No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	137	186,269,992	-
2.	Less-Invalid voting	2	2,005	-
3.	Net valid voting	135	186,267,987	-
4.	Voting with assent	134	186,267,982	100.00
5.	Voting with dissent.	1	5	0.00

Item No. 3- Ordinary Resolution;

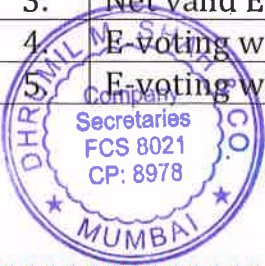
To ratify the appointment of SRBC & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No.- 324982E/E300003) as the Statutory Auditors of the Company for a remaining term of four years upto the conclusion of the Annual General Meeting to be held in the year 2022.

Physical Voting

Sr. No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	99	160,238,085	-
2.	Less-Invalid Physical ballot forms	2	2,005	-
3.	Net valid Physical ballot forms	97	160,236,080	-
4.	Physical ballot forms with assent	97	160,236,080	100.00
5.	Physical ballot forms with dissent.	-	-	-

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	38	26,031,907	
2.	Less-Invalid E-voting	-	-	
3.	Net valid E-voting	38	26,031,907	-
4.	E-voting with assent	37	26,031,902	100.00
5.	E-voting with dissent.	1	5	0.00



Total

Sr. No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	137	186,269,992	-
2.	Less-Invalid voting	2	2,005	-
3.	Net valid voting	135	186,267,987	-
4.	Voting with assent	134	186,267,982	100.00
5.	Voting with dissent.	1	5	0.00

Item No. 4- Special Resolution:

To consider and approve managerial remuneration payable to Mr. Rajeev A. Piramal, Executive Vice-Chairman and Managing Director

Physical Voting

Sr. No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	99	160,238,085	-
2.	Less-Invalid Physical ballot forms	2	2,005	-
3.	Net valid Physical ballot forms	97	160,236,080	-
4.	Physical ballot forms with assent	97	160,236,080	100.00
5.	Physical ballot forms with dissent.	-	-	-

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	38	26,031,907	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	38	26,031,907	100.00
4.	E-voting with assent	35	26,029,277	99.98
5.	E-voting with dissent.	3	2,630	0.02



Total

Sr. No.	Particulars	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	137	186,269,992	-
2.	Less-Invalid voting	2	2,005	-
3.	Net valid voting	135	186,267,987	100.00
4.	Voting with assent	132	186,265,357	99.99
5.	Voting with dissent.	3	2,630	0.01

Item No. 5- Special Resolution:

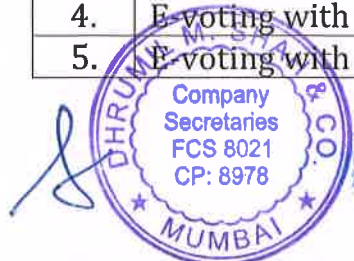
To consider and approve managerial remuneration payable to Mr. Nandan A. Piramal, Whole-Time Director.

Physical Voting

Sr. No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/Dissent
1.	Total Physical ballot forms received	99	160,238,085	-
2.	Less-Invalid Physical ballot forms	2	2,005	-
3.	Net valid Physical ballot forms	97	160,236,080	-
4.	Physical ballot forms with assent	97	160,236,080	100.00
5.	Physical ballot forms with dissent.	-	-	-

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	38	26,031,907	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	38	26,031,907	100.00
4.	E-voting with assent	35	26,029,277	99.98
5.	E-voting with dissent.	3	2,630	0.02



Total

Sr. No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	137	186,269,992	-
2.	Less-Invalid voting	2	2,005	-
3.	Net valid voting	135	186,267,987	100.00
4.	Voting with assent	132	186,265,357	99.99
5.	Voting with dissent.	3	2,630	0.01

Item No. 6- Special Resolution:

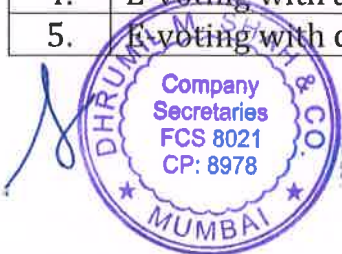
To consider and approve managerial remuneration payable to Mr. Mahesh S. Gupta, Group Managing Director.

Physical Voting

Sr. No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	99	160,238,085	-
2.	Less-Invalid Physical ballot forms	2	2,005	-
3.	Net valid Physical ballot forms	97	160,236,080	-
4.	Physical ballot forms with assent	97	160,236,080	100.00
5.	Physical ballot forms with dissent.	-	-	-

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	38	26,031,907	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	38	26,031,907	100.00
4.	E-voting with assent	35	26,029,277	99.98
5.	E-voting with dissent.	3	2,630	0.02



Total

Sr. No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	137	186,269,992	-
2.	Less-Invalid voting	2	2,005	-
3.	Net valid voting	135	186,267,987	100.00
4.	Voting with assent	132	186,265,357	99.99
5.	Voting with dissent.	3	2,630	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	99	160,238,085	-
2.	Less-Invalid Physical ballot forms	2	2,005	-
3.	Net valid Physical ballot forms	97	160,236,080	-
4.	Physical ballot forms with assent	97	160,236,080	100.00
5.	Physical ballot forms with dissent.	-	-	-

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	38	26,031,907	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	38	26,031,907	100.00
4.	E-voting with assent	36	26,029,577	99.99
5.	E-voting with dissent.	2	2,330	0.01



Total

Sr. No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	137	186,269,992	-
2.	Less-Invalid voting	2	2,005	-
3.	Net valid voting	135	186,267,987	100.00
4.	Voting with assent	133	186,265,657	99.99
5.	Voting with dissent.	2	2,330	0.01

A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID" 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: 06th August, 2018



For Dhrumil M Shah & Co


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

For Peninsula Land Limited


Rajashekhar Reddy
Company Secretary