

Date: **May 30, 2025**

To

Corporate Relations Department

BSE Limited,

1st Floor, New Trading Wing,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code : 503031

The Market Operations Department

National Stock Exchange of India Limited,

Exchange Plaza, 5th Floor,
Plot No C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.

Scrip Symbol: PENINLAND

Subject: **Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2025.**

Dear Sir / Madam,

Pursuant to Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Annual Secretarial Compliance Report (ASCR) for the financial year ended 31st March, 2025, issued by Mr. Shivam Sharma, proprietor of M/s. Shivam Sharma & Associates, Practising Company Secretaries.

The said report is available on the Company's website of the Company at www.peninsula.co.in

Kindly take the same on records.

Thanking you,

For: **Peninsula Land Limited**

Gangadharan Nalukettungal

Chief Financial Officer

Enclosed as above

PENINSULA LAND LIMITED

1401, 14th Floor, Tower-B,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400 013,
India.

Phone : +91 22 6622 9300

Email : info@peninsula.co.in

URL : www.peninsula.co.in

CIN : L17120MH1871PLC000005





**SECRETARIAL COMPLIANCE REPORT OF PENINSULA LAND LIMITED FOR THE YEAR ENDED
31ST MARCH, 2025.**

To,
Peninsula Land Limited
Regd. Office: 1401, Tower B, 14th Floor,
Peninsula Business Park, Ganpatrao Kadam Marg,
Lower Parel, Mumbai- 400013.

I Shivam Sharma have examined:

- all the documents and records made available to us and explanation provided by **Peninsula Land Limited** (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2025 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period)**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period)**



- Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the review period)**

And circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remark
1.	Regulation 17(1) with respect to compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director.	Regulation 17(1) of SEBI (LODR) Regulations, 2015	--	Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited	Fine	The Company had delayed to Complied the provisions of Regulation 17(1) of SEBI (LODR) Regulation, 2015 for quarter ended 30.09.2024.	Both BSE and NSE imposed a fine on the Company amounting to Rs. 17,700/- each inclusive of GST.	The Company had delayed to Complied the provisions of Regulation 17(1) of SEBI (LODR) Regulation, 2015 for quarter ended 30.09.2024.	The Company had made payment of the fine within time to avoid any adverse action. Thereafter, Company had made a waiver application for waiver	NIL



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Company Secretaries
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									for the penalt y already paid by the Compa ny providi ng justific ation that Compa ny is in compli ance with the provisi ons of Securit ies and Exchan ge Board of India (Listing Obligat ions and Disclos ure Requir ement) Regula tions,2 015.	
2.	Regulation 17(1) with respect to compliance with the requirements pertaining to the composition	Regulation 17(1) of SEBI (LODR)	--	Stock Exchange(s) i.e. BSE Limited and	Fine	The Company had delayed to Complied the	Both BSE and NSE imposed a fine on the Compan	The Company had delayed to Complied the	The Company has submitted a request for	NIL



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	of the Board including failure to appoint woman director.	Regulations, 2015		National Stock Exchange of India Limited		provisions of Regulation 17(1) of SEBI (LODR) Regulation, 2015 for quarter ended and 31.12.2024.	amounting to Rs. 2,18,300/- each inclusive of GST.	provisions of Regulation 17(1) of SEBI (LODR) Regulation, 2015 for quarter ended and 31.12.2024.	waiver of the penalty to the stock exchange, which is currently under process. We are awaiting its resolution and will keep the Board informed of any updates upon receipt of the final decision.	
3.	3 rd Proviso to Regulation 167(1) of SEBI (ICDR) Regulations, 2018, which reads as follows: <i>Provided further that in case convertible securities</i>	3 rd Proviso to Regulation 167(1) of SEBI (ICDR) Regulations, 2018	--	Stock Exchange(s) i.e. National Stock Exchange of India Limited	Warning Letter	The Company failed to keep the warrants which were allotted on March 22, 2023 under lock-in.	NIL	The Company failed to keep the warrants which were allotted on March 22, 2023 under lock-in.	The matter was duly presented before the Board of the Company. The	NIL



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	warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.								Board reaffirmed its commitment to ensuring that all future allotments of warrants and convertible securities are will be conducted in strict accordance with Regulation 167(1) of the SEBI (ICDR) Regulations, 2018, including adherence to the applicable lock-in requirements.	
4.	Regulation 23(9) with respect to	Regulation	--	Stock Exchan	Fine	The Compan	NSE impose	The Compan	The Compa	NIL



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submission of disclosure of Related party transaction	23(9) of SEBI (LODR) Regulations, 2015	ge(s) i.e. National Stock Exchange of India Limited	y inadvertently missed to Complied the provisions of Regulation 23(9) of SEBI (LODR) Regulation, 2015 for quarter and year ended 31.03.2024.	d a fine on the Company amounting to Rs. 5,900/- inclusive of GST.	y inadvertently missed to Complied the provisions of Regulation 23(9) of SEBI (LODR) Regulation, 2015 for quarter and year ended 31.03.2024.	ny has submitted a request for waiver of the penalty to the stock exchange, which is currently under process. We are awaiting its resolution and will keep the Board informed of any updates upon receipt of the final decision.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr . No	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1.	Regulation 29(2)/(3) of SEBI (LODR) Regulations, 2015 with respect to inadvertent failure to give prior intimation of fund raising.	Regulation 29(2)/(3) of SEBI (LODR) Regulations, 2015	The Company inadvertently missed to give prior intimation to the stock exchanges about the fund raising	Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited	Fine	The Company inadvertently missed to give prior intimation to the stock exchanges pursuant to Regulation 29(2)/(3) of SEBI (LODR) Regulations, 2015	Both BSE and NSE imposed a fine on the Company amounting to Rs. 11,800/- each inclusive of GST	The Company had inadvertently missed to give prior intimation to the Stock Exchanges pursuant to Regulation 29(2)/(3) of SEBI (LODR) Regulations, 2015.	The Company had made a clarification asked by the Stock Exchanges which was not considered by the SE. The Company had paid the fine within time.	NIL



- I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time as per the regulations /circulars/ guidelines issued by SEBI.	Yes	None
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents/ information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	None
4	<u>Disqualification of Director:</u>		



	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None
5	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> <ul style="list-style-type: none">• Identification of material subsidiary companies• Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	There were no Material Subsidiaries Company of the Company during the review period.
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	Yes NA	None Prior approval of Audit Committee was obtained for all the Related Party Transactions.
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed	Yes	None



	thereunder.		
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	Details mentioned above in the Point no. "A".
12	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	None
13	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NA	None



Assumptions & Limitation of scope and Review:

- 1 Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
- 5 This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 31, 2025.
- 6 The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random test basis.
7. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

Thanking You
For Shivam Sharma & Associates
Company Secretaries

Shivam Sharma
(Proprietor)
M. No.: A35727, CP. No.: 16558
Peer Review Certificate No.: 1811/2022
UDIN: A035727G000509706
Place: Mumbai
Date: 30.05.2025