

APG/PLL/CS/SE/035/2020-21

October 21, 2020

Corporate Relations Department
BSE Limited,
1st Floor, New Trading Wing,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001.

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.

Dear Madam/ Sir,

Ref: Peninsula Land Limited (Company Code: BSE: 503031, NSE: PENINLAND)

Sub: Disclosure of Voting Results of the 148th Annual General Meeting (AGM) of Peninsula Land Limited under Regulations 44 (3) and Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

With reference to the captioned subject, the 148th Annual General Meeting (AGM) of the Company was held on Tuesday October 20, 2020 held at 3.00 p.m. through Video Conferencing/ Other Audio Visual Means (VC/OAVM).

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith a brief of the proceedings of the 148th Annual General Meeting of the Company (**Annexure-A**).

Further, pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are also submitting the details of the voting results of the business transacted at the 148th AGM in the format prescribed by SEBI vide their circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015 (**Annexure-B**) along with the Consolidated Report of the Scrutinizer on remote e-voting and e-voting system at the 148th AGM (**Annexure-C**).

The above mentioned Reports are also being hosted on the Website of the Company and Scrutinizer's Report shall be uploaded on the Website of Central Depository Services (India) Limited.

Please take the above on record.

Thanking You,
Yours Sincerely,

For Peninsula Land Limited

 

Vidyadhar A. Apte
Company Secretary & Compliance Officer

Encl.: As above

PENINSULA LAND LIMITED

1, Peninsula Spenta,
Mathuradas Mills,
Genapati Daput Marg,
Lower Parel, Mumbai 400 013,
India.

Phone : +91 22 6622 9300
Fax : +91 22 6622 9302
Email : info@peninsula.co.in
URL : www.peninsula.co.in
CIN : L17120MH1871PLC000005

Brief of the Proceedings

The 148th Annual General Meeting (AGM) of the Members of Peninsula Land Limited ("the Company") was held on Tuesday, October 20, 2020, at 3.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Ms. Urvi A. Piramal – Non-Executive Chairperson, occupied the chair and after ascertaining that the requisite quorum was present, declared that the meeting was validly constituted and commenced the proceedings of the meeting. The Chairperson informed that in view of the restrictions due to outbreak of the COVID-19 pandemic and considering the social distancing norms, the AGM was conducted through VC / OAVM. She further informed that, the meeting was convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The Company had engaged the services of Central Depository Services (India) Limited (CDSL), to provide facility of remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility. The Chairperson thereafter delivered her speech giving the highlights of the Company's performance during the financial year 2019-20 and the future outlook.

The Chairperson then requested Mr. Vidyadhar A. Apte – Company Secretary & Compliance Officer to make announcement with respect to e-voting facility. The Company Secretary informed that, the Company had provided electronic voting facility (remote e-voting) to the members to cast their vote electronically on all resolutions set forth in the Notice of AGM. The remote e-voting commenced on Friday, October 16, 2020 and concluded on Monday, October 19, 2020. He further informed that, members who attended the AGM and could not cast their vote by remote e-voting were provided an opportunity to cast their vote through e-voting at the AGM. He also informed that Ms. Kala Agarwal, Practicing Company Secretary, has been appointed as the Scrutinizer for remote e-voting as well as e-voting at this AGM to scrutinize the votes in a fair and transparent manner and that the detailed Scrutinizer's Report along with the results of e-voting, shall be uploaded on the website of the Company, CDSL and shall also be submitted to the Stock Exchanges. He then requested the Chairperson to continue with the proceedings.

The Chairperson thereafter invited the Members, who had registered themselves as speakers to express their views or queries. The registered speakers/ members sought clarifications through VC / OAVM on the Company's accounts and operations. The Chairperson provided clarifications to the queries raised by the Members.



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The following items of business, as per the Notice of AGM, were transacted at the meeting:

| Brief description of the agenda items considered at the 148th Annual General Meeting along with the Results: | | | | |
|--|---|---------------------------|---|--|
| S. No. | Agenda Items | Type of Resolution | Voting Results | |
| | | | Mode of voting | Results |
| 1. | To receive, consider and adopt the: a. Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Directors and Auditors thereon. b. Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Auditors thereon. | Ordinary | Remote e-voting facility and e-voting system at the 148 th AGM | All the Resolutions were passed with a requisite majority. |
| 2. | To appoint a Director in place of Mr. Mahesh S. Gupta (CIN: 00046810) who retires by rotation and is eligible for re-appointment. | Ordinary | | |
| 3. | Ordinary Resolution for appointment of Mr. Krupal Ramesh Kanakia (CIN: 08876715), as an Independent Director of the Company. | Ordinary | | |
| 4. | Issue of Non-Convertible Debentures on Private Placement Basis. | Special | | |

The meeting concluded after the Members cast their votes.



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PENINSULA LAND LIMITED

CIN : L17120MH1871PLC000005

Peninsula Spenta, Mathuradas Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Tel. No: 022 – 6622 9300 Fax No.: 022 – 6622 9302

Website: www.peninsula.co.in; Email:- investor@peninsula.co.in

VOTING RESULTS

| | |
|--|---------------------------|
| Date of Annual General Meeting | Tuesday, October 20, 2020 |
| Total Number of Shareholders on Record Date | 51979 |
| No. of Shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | Nil |
| Public: | Nil |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 8 |
| Public | 62 |

| Agenda- wise disclosure | | | | | | | | |
|---|----------------|------------------------|---|---|------------------------------|----------------------------|--|--|
| 1. Resolution required: Ordinary | | | Approval of: a. Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon; b. Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Report of the Auditors thereon. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes Polled (2) | % of Votes Polled on outstanding shares $[(2)/(1)] * 100 = (3)$ | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled $[(4)/(2)] * 100 = (6)$ | % of Votes against on votes polled $[(5)/(2)] * 100 = (7)$ |
| Promoter and Promoter Group | E-Voting | 159,033,427 | 159,033,427 | 100.00% | 159,033,427 | - | 100.00% | 0.00% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 159,033,427 | 159,033,427 | 100.00% | 159,033,427 | - | 100.00% |
| Public- Institutions | E-Voting | 5,590,727 | - | 0.00% | - | - | 0.00% | 0.00% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 5,590,727 | - | 0.00% | - | - | 0.00% |
| Public- Non Institutions | E-Voting | 114,577,066 | 22,943,835 | 20.02% | 22,940,816 | 3019 | 99.99% | 0.01% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 114,577,066 | 22,943,835 | 20.02% | 22,940,816 | 3019 | 99.99% |
| Total | | 279,201,220 | 181,977,262 | 65.18% | 181,974,243 | 3,019 | 100.00% | 0.00% |

| 2. Resolution required: Ordinary | | | Re-appointment of Mr. Mahesh S. Gupta, Non-Executive, Non-Independent Director (DIN: 00046810), who retires by rotation and is eligible for re-appointment. | | | | | |
|---|----------------|------------------------|---|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes Polled (2) | % of Votes Polled on outstanding shares $[(2)/(1)] * 100 = (3)$ | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled $[(4)/(2)] * 100 = (6)$ | % of Votes against on votes polled $[(5)/(2)] * 100 = (7)$ |
| Promoter and Promoter Group | E-Voting | 159,033,427 | 159,033,427 | 100.00% | 159,033,427 | - | 100.00% | 0.00% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 159,033,427 | 159,033,427 | 100.00% | 159,033,427 | - | 100.00% |
| Public- Institutions | E-Voting | 5,590,727 | - | 0.00% | - | - | 0.00% | 0.00% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 5,590,727 | - | 0.00% | - | - | 0.00% |
| Public- Non Institutions | E-Voting | 114,577,066 | 22,943,830 | 20.02% | 22,940,811 | 3019 | 99.99% | 0.01% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 114,577,066 | 22,943,830 | 20.02% | 22,940,811 | 3019 | 99.99% |
| Total | | 279,201,220 | 181,977,257 | 65.18% | 181,974,238 | 3,019 | 100.00% | 0.00% |

| 3. Resolution required: Ordinary | | | Appointment of Mr. Krupal Ramesh Kanakia (DIN: 08876715), as an Independent Director of the Company. | | | | | |
|---|----------------|------------------------|--|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes Polled (2) | % of Votes Polled on outstanding shares $[(2)/(1)] * 100 = (3)$ | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled $[(4)/(2)] * 100 = (6)$ | % of Votes against on votes polled $[(5)/(2)] * 100 = (7)$ |
| Promoter and Promoter Group | E-Voting | 159,033,427 | 159,033,427 | 100.00% | 159,033,427 | - | 100.00% | 0.00% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 159,033,427 | 159,033,427 | 100.00% | 159,033,427 | - | 100.00% |
| Public-Institutions | E-Voting | 5,590,727 | - | 0.00% | - | - | 0.00% | 0.00% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 5,590,727 | - | 0.00% | - | - | 0.00% |
| Public- Non Institutions | E-Voting | 114,577,066 | 22,943,835 | 20.02% | 22,940,816 | 3,019 | 99.99% | 0.01% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 114,577,066 | 22,943,835 | 20.02% | 22,940,816 | 3,019 | 99.99% |
| Total | | 279,201,220 | 181,977,262 | 65.18% | 181,974,243 | 3,019 | 100.00% | 0.00% |

| 4. Resolution required: Special | | | Issuance of Non-Convertible Debentures (NCDs) on Private Placement Basis. | | | | | |
|---|----------------|------------------------|---|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of votes Polled (2) | % of Votes Polled on outstanding shares $[(2)/(1)] * 100 = (3)$ | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled $[(4)/(2)] * 100 = (6)$ | % of Votes against on votes polled $[(5)/(2)] * 100 = (7)$ |
| Promoter and Promoter Group | E-Voting | 159,033,427 | 159,033,427 | 100.00% | 159,033,427 | - | 100.00% | 0.00% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 159,033,427 | 159,033,427 | 100.00% | 159,033,427 | - | 100.00% |
| Public-Institutions | E-Voting | 5,590,727 | - | 0.00% | - | - | 0.00% | 0.00% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 5,590,727 | - | 0.00% | - | - | 0.00% |
| Public- Non Institutions | E-Voting | 114,577,066 | 22,943,835 | 20.02% | 22,939,916 | 3,919 | 99.98% | 0.02% |
| | Poll | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Postal Ballot | | - | 0.00% | - | - | 0.00% | 0.00% |
| | Total | | 114,577,066 | 22,943,835 | 20.02% | 22,939,916 | 3,919 | 99.98% |
| Total | | 279,201,220 | 181,977,262 | 65.18% | 181,973,343 | 3,919 | 100.00% | 0.00% |

For Peninsula Land Limited




Date : 21.10.2020
Place : Mumbai

Vidyadhar A. Apte
Company Secretary & Compliance Officer



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FORM NO. MGT-13
SCRUTINIZER'S REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairperson,
PENINSULA LAND LIMITED
 Peninsula Spenta, Mathuradas Mills Compound,
 Senapati Bapat Marg, Lower Parel Mumbai - 400013

Dear Madam,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted 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 from time to time and e-voting conducted during the Annual General Meeting, at the 148th Annual General Meeting of Peninsula Land Limited held on Tuesday, 20th October, 2020 at 03.00 pm through video conferencing ('VC') / other audio visual means ('OAVM').

I, Kala Agarwal, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **PENINSULA LAND LIMITED** ("the Company") to review the remote e-voting and e-voting done during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system, on the below mentioned resolutions at the **148th Annual General Meeting of the Equity Shareholders of PENINSULA LAND LIMITED, held on Tuesday, 20th October, 2020 at 03.00 pm through video conferencing ('VC') / other audio visual means ('OAVM')**, submit my report as under:

The notice dated 15th September, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

Scrutinizer's Report for PENINSULA LAND LIMITED for 148th Annual General Meeting



The Company had extended facility of Remote e-voting to the members of the Company through CDSL from **Friday, 16th October, 2020 at 10.00 a.m to Monday, 19th October, 2020 till 5.00 p.m. IST.** and the CDSL e-voting platform was blocked thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The book closure started from 14th October, 2020 and ended on 20th October, 2020. The shareholders of the Company holding shares as on 13th October, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>). The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted and the results were prepared.

I have scrutinized and reviewed the remote e-voting and e-voting done during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of remote e-voting and e-voting during the AGM in respect of the said resolutions:

ORDINARY BUSINESS:

Item No. 1- Ordinary Resolution:

To receive, consider and adopt the (a) Standalone Audited Financial Statements for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditor's thereon (b) Audited Consolidated Financial Statements for the financial year ended March 31, 2020 together with the Report of the Auditors thereon :

(1) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 97 | 181974243 | 100% (Rounded off) |



(2) Voted against the resolution

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 3 | 3019 | 0.00% (Rounded off) |

(3) Invalid Votes

| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

ORDINARY BUSINESS:

Item No. 2- Ordinary Resolution:

To appoint a Director in place of Mr. Mahesh S. Gupta, Non-Executive, Non-Independent Director (DIN: 00046810) who retires by rotation and is eligible for re-appointment:

(1) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 96 | 181974238 | 100% (Rounded off) |

(2) Voted against the resolution

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 3 | 3019 | 0.00% (Rounded off) |

(3) Invalid Votes

| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |



SPECIAL BUSINESS:

Item No. 3- Ordinary Resolution-

To Appoint Mr. Krupal Ramesh Kanakia (DIN: 08876715), as an Independent Director of the Company:

(1) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 97 | 181974243 | 100% (Rounded off) |

(2) Voted against the resolution

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 3 | 3019 | 0.00% (Rounded off) |

(3) Invalid Votes

| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

SPECIAL BUSINESS:

Item No. 4- Special Resolution-

Issue of Non-Convertible Debentures on Private Placement Basis:

(1) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 94 | 181973343 | 100% (Rounded off) |

(2) Voted against the resolution

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 6 | 3919 | 0.00% (Rounded off) |

(3) Invalid Votes



| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

All of the above four (4) Resolutions mentioned in the Notice of the AGM dated 15th September, 2020 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted during the AGM through E-voting with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from CDSL electronically in respect of Remote E-voting conducted before the AGM and E-voting conducted during the AGM. I shall arrange to hand over these records to the Authorized Director(s)/ Company Secretary of the Company for safe keeping, after the Chairperson signs the Minutes.

Thanking you,
Yours Faithfully,



KALA AGARWAL
(PRACTISING COMPANY SECRETARY)
COP No.: 5356



Place: Mumbai
Date: 21.10.2020

For Peninsula Land Limited



Vidyadhar A. Apte
Company Secretary & Compliance Officer