

Notice

Notice is hereby given that the 142nd Annual General Meeting (AGM) of the members of Peninsula Land Limited will be held at "Hall of Culture", Nehru Centre, Dr. Annie Beasant Road, Worli, Mumbai – 400 018 on Saturday, 27th September, 2014 at 3.00 p.m to transact the following business:

Ordinary Business:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
- To declare dividend on preference and equity shares of the Company.
- To consider and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Jaydev M Mody (DIN: 00234797), a Director liable to retire by rotation, and who does not seek re-appointment upon expiry of his term at this Annual General Meeting, be not re-appointed a Director of the Company.

FURTHER RESOLVED THAT the vacancy, so created on the Board of Directors of the Company, be not filled."
- To re-appoint M/s. Haribhakti & Co LLP., Chartered Accountants (ICAI Registration No. 103523W) the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

Special Business

- To consider and, if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Pradipta Mohapatra (holding DIN 00066239) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date

of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from conclusion of this Annual General Meeting."

- To consider and, if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Ms. Bhavna Doshi (holding DIN 00400508), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from conclusion of this Annual General Meeting "

- To consider and, if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Sudhindar Khanna (holding DIN 01529178), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from conclusion of this Annual General Meeting"

- To consider and, if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any

statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Lt. Gen. Deepak Summanwar (holding DIN 02017830), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from conclusion of this Annual General Meeting”

9. To consider and, if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. Ajay Dua (holding DIN 02318948), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 five consecutive years from conclusion of this Annual General Meeting”

10. To consider and, if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, if any (including any amendments thereto), and SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (including any amendments thereto) and in accordance with relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include any Committee thereof to exercise its powers including powers conferred by this resolution), to terminate/ cancel / rescind the “Peninsula Land Limited – Stock Option Plan 2006”,

which was approved by the shareholders on 14th June, 2006.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further approval or consent of the shareholders.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Explanatory Statements pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 20th September, 2014 to Saturday, 27th September, 2014 (both days inclusive).
4. Payment of Dividend as recommended by the Board of Directors, if approved at the meeting, will be made on or after Monday, 29th September, 2014 to those members whose names appear on the Company’s Register of Members on Saturday, 27th September, 2014 for shares held in physical form and in respect of shares held in electronic form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories for this purpose as on Friday, 19th September, 2014. After dispatch

- of dividend warrants, any request for change in the bank account will not be entertained by the Company or its Share Transfer Agent.
5. Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014 permits nomination by shareholders of the Company in prescribed Form No. SH.13. Shareholders are requested to avail this facility. The duly filled in and signed Form No. SH.13 should be sent to the Share Transfer Agent of the Company at their Nashik address.
 6. In order to render better and efficient services, we request you to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable by you. In case you decide to consolidate your folios, you are requested to forward your share certificates to the Share Transfer Agent of the Company at their Nashik address.
 7. To ensure against misappropriation of dividend warrants to be mailed to you, members holding shares in physical form who have not sent their bank details are requested to provide their bank account number, name and address of the bank branch to the Company's Share Transfer Agent for incorporating the same on the dividend warrants.
 8. Members whose shareholding is in electronic mode are requested to inform change of address and updates of bank account details to their respective depository participants. Members are requested to utilize Electronic Clearing Service (ECS) for receiving dividends.
 9. Members holding shares in physical form are requested to immediately intimate to the Company / Share Transfer Agent, changes, if any, in their registered addresses alongwith the pin code number. Members holding shares in dematerialized mode are requested to forward intimation for change of address, if any, to their respective Depository Participants.
 10. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.
 11. Trading in the Company's shares through Stock Exchanges is permitted only in dematerialized / electronic form. The equity shares of the Company have been inducted in both National Securities Depository Limited and Central Depository Services (India) Limited to enable members to hold and trade the securities in dematerialized / electronic form. In view of the numerous advantages offered by the Depository System, members holding shares of the Company in physical form are requested to avail of the facility of dematerialization.
 12. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
 13. Brief resume of all the Directors seeking appointment/ re-appointment and other details as stipulated under Clause 49 of the Listing Agreement, are provided in the Annexure to the Notice.
 14. Queries on Accounts of the Company if any, may be sent to the Company at least 7 days in advance of the meeting so as to enable the management to keep the information ready at the meeting.
 15. Members / Proxies are requested to bring the attendance slip duly filled in.
 16. Electronic copy of the Notice of the 142nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 142nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
 17. Members may also note that the Notice of the 142nd Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.pensinsula.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after

registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company’s investor email id: investor@peninsula.co.in

18. Voting through electronic means

The instructions for members for voting electronically are as under:-

(A) The voting period begins on Monday, 22nd September, 2014 at 10.00 a.m and ends on Tuesday, 23rd September, 2014 at 6.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank details as recorded in your demat account or in the Company records for the said demat account or folio.
Important Note	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If 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.
- (xvii) 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 they have to create 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 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.

(xviii) 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.

In case of members receiving the physical copy:

- (B) Please follow all steps from sl. no. (i) to sl. no. (iv) above to cast vote.
 - I. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e 22nd August, 2014.
 - II. Mr. Dhrumil M Shah, Practising Company Secretary (Membership No. 22541) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - III. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
 - IV. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.peninsula.co.in and communicated to the Stock Exchanges.

19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection

at the Registered Office of the Company during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company. By Order of the Board

Rajashekhhar Reddy
Company Secretary

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

Mumbai: 31st July, 2014

Explanatory Statement

Explanatory Statement under Section 102 of the Companies Act, 2013 ("the Act")

Item No. 5

Mr. Pradipta Mohapatra was appointed as Additional Director of the Company with effect from 31st July, 2014 under the provisions of the Companies Act, 2013 and as per Articles of Association of the Company and he holds office up to the date of this Annual General Meeting.

The matter regarding appointment of Mr. Pradipta Mohapatra as Independent Director was placed before the Nomination & Remuneration Committee, which approved the appointment as Independent Director.

The Company has received a notice alongwith requisite deposit as required under the provisions of the Companies Act, 2013 from a member proposing the candidature of Mr. Pradipta Mohapatra as Independent Director of the Company for a term of consecutive 5 years from the conclusion of this Annual General Meeting. Mr. Pradipta Mohapatra Shall not be liable to retire by rotation.

Brief Resume of Mr. Pradipta Mohapatra and his experience and other Directorships held is annexed with this notice.

In the opinion of the Board, Mr. Pradipta Mohapatra fulfills the conditions specified in the Act & Rules made thereunder for appointment as Independent Directors & he is Independent of the management. The Directors, therefore, recommend the resolution appearing under the item no 5 of the accompanying Notice for your approval.

None of the Directors / key managerial personnels (KMP's) or their relatives except Mr. Pradipta Mohapatra are concerned or interested in the above mentioned resolution.

Item No. 6 to 9

Pursuant to Section 149 of the Companies Act, 2013 (the Act) which came into effect on April 1, 2014, the Independent Directors of the Company are not liable to retire by rotation. Further, as per Section 149(10) of the Act, an Independent Director shall be appointed for a term of upto 5 (five) consecutive years and as per Section 152(2), every Director has to be appointed in the General Meeting.

Accordingly, Ms. Bhavna Doshi, Mr. Sudhindhar Khanna, Lt. Gen Deepak Summanwar, Dr. Ajay Dua, Directors of the Company qualifying to be "Independent" pursuant to the Act and Clause 49 of the Listing Agreement, are to be appointed as Independent Directors for a period of 5 (five) consecutive years with effect from conclusion of this Annual General Meeting

The matter regarding appointment of the above Directors as Independent Director was placed before the Nomination & Remuneration Committee, which approved the appointment as Independent Directors.

The Company has received notice along with the requisite Deposit for each of the Directors named in resolutions set out in item no. 6 to 9, as required under the provisions of Section 160 of the Act from members proposing their appointment as Independent Directors of the Company.

In the opinion of the Board, all Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and are independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of above directors as Independent Director is now being placed before the Members in general meeting for their approval.

Brief Resume of the above mentioned Directors, their experience and other Directorships held is annexed with this notice.

No other Directors / KMP's or their relatives, apart from those who are proposed to be appointed are concerned or interested in the Resolutions mentioned in item no. 6 to 9

Justification for appointment of director under item No. 5 to 9.

The Directors are experienced and have expertise in respective field as more specifically mentioned in the brief resume appended to this report.

Item 10

Pursuant to the Shareholders resolution on 14th June, 2006, your company had launched "Peninsula Land Limited – Stock Option Plan 2006" (Scheme) and granted options to its employees as per the terms and conditions mentioned therein.

As on 31.03.2014 none of the employees have exercised their options and there are no options outstanding for conversion. The company does not intend to grant any more options under the said scheme. In the present scenario, the Board of Directors feels that the Scheme is ineffective and hence your board has recommended to terminate the "Peninsula Land Limited – Stock Option Plan 2006".

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the Notice.

The Directors, therefore, recommend the resolution appearing under the item no 10 of the accompanying Notice for your approval.

By Order of the Board

Rajashekhar Reddy
Company Secretary

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

31st July, 2014

Additional information on directors recommended for appointment/ re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Mr. Pradipta Mohapatra

Date of Birth

19th February, 1950

Date of Appointment

31st July, 2014

Professional and Educational Qualification

Mr. Mohapatra is an Engineer from NIT, Rourkela and studied Management from Jamnalal Bajaj and Harvard Business School. He is also a graduate of Behavioral Coaching Institute, U. K. and

was invited to be a fellow of Chartered Management Institute, U. K..

Profile and Experience

Mr. Mohapatra coaches executives and entrepreneurs after two decades of experience in supervising CEOs across business. During his long innings at the RPG Group, Mr. Mohapatra incubated a series of first time business in India such as Foodworld, Musicworld, Health & Glow, Saaregama.com & HamaraCd.com (first customized CD manufacturing portal in the world). He sits on the Board of many public as well as startup companies across India, Asia-Pacific, UK and USA. Mr. Mohapatra served as Chairman, Confederation of Indian Industries (Southern Region) and President of Madras Management Association and co-founded Coaching Foundation India Limited as well as Chennai Business School Limited. Mr. Mohapatra co-authored 2009's bestselling book, 'India's Global Powerhouses' published by Harvard Business Publishing, Boston.

Shareholding in the Company

Mr. Pradipta Mohapatra does not hold equity shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)

- Saregama India Limited
- Zensar Technologies Limited
- Lakshmikiran Eyecare Private Limited
- Coaching Foundation India Limited
- Chennai Business School Limited
- RPG Life Sciences Limited
- R&R Salons Private Limited
- Qwikilver Solutions Private Limited
- P.ORR & SONS Private Limited
- Dusters Total Solutions Services Private Limited
- KMC Speciality Hospitals (India) Limited
- Morarjee Textiles Limited

Chairman of Board Committees

NIL

Member of Board Committees

- Zensar Technologies Limited- Audit Committee
- Saregama India Limited – Audit Committee & Shareholders/ Investor Grievance Committee

- RPG Life Science Limited: - Audit Committee & Shareholders/ Investor Grievance Committee

Ms. Bhavna Doshi

Date of Birth

26th June, 1953

Date of Appointment

17th April, 2006

Qualification

Ms. Bhavna Doshi is a Fellow Member of the Institute of Chartered Accountants of India and holds a Masters Degree in Commerce from Mumbai University. She ranked second, at both, Intermediate and Final Examinations conducted by the Institute of Chartered Accountants of India (ICAI) and was also awarded the prize for the Best Lady Candidate at the Final Examination at ICAI.

Profile and Expertise

During her professional career of over 25 years, Ms. Doshi has advised national and multinational companies on varied matters of taxation, restructuring, valuation of shares and businesses, family partitions, arbitration, accounting matters and joint ventures. Ms. Doshi is a member of the Compliance Advisory Panel of International Federation of Accountants headquartered at New York and has also served on the Government Accounting Standards Advisory Board of the Comptroller and Auditor General of India.

Shareholding in the Company

Ms. Bhavna Doshi holds 500 Equity Shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)

Directorships

- Connect Capital Private Limited
- Indian Merchants Chamber
- Peninsula Investment Management Company Limited
- SEAMEC Limited
- LIC Pension Fund Limited
- Connect Infotain Private Limited
- ICAI Accounting Research Foundation
- Everest Industries Limited (appointed w.e.f. 25/10/2013)
- Walchandnagar Industries Limited (appointed w.e.f. 27/11/2013)

Chairman of Board Committees

SEAMEC Limited – Audit Committee

Member of Board Committees

SEAMAC Limited – Shareholders/ Investors Grievance & Transfer Committee

Peninsula Investment Management Company Limited – Audit Committee

Mr. Sudhinder Khanna

Date of Birth

19th January, 1953

Date of Appointment

31st January, 2008

Qualification

Mr. Khanna is a Chartered Accountant from the Institute of Chartered Accountants of England and Wales (after being placed first in the UK Financial exams and 3rd in the Intermediate exams/Best paper in Law) and received a First Class Bachelor in Economics from St. Stephens College, New Delhi.

Profile and Expertise

Mr. Khanna joined Accenture, London as a Senior Consultant in the year 1977 and spent the next ten years working for major public sector clients and almost all major banks and insurance companies in the UK. He was admitted to the partnership in 1987. Mr. Khanna was responsible for the start of Accenture offshore IT and BPO in India, which has since grown to over 60,000 people. Mr. Khanna possesses wide experience in advising clients in strategy, re-engineering and technology across a range of industries at the Chairman / CEO level in approximately 20 countries. Mr. Khanna retired from Accenture after 30 years of service. His last position in Accenture was that of Global Managing Partner, based in London. Mr. Khanna speaks at a variety of global conferences and interacts with the media globally. Mr. Khanna is currently Chairman & Managing Director of IEP Fund Advisors Private Limited, a private equity fund with offices in Mumbai and New York.

Shareholding in the Company

Mr. Sudhinder Khanna does not hold any shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)

Directorships

- Nuvistas Consultants Private Limited
- Facet Construction Engineering Private Limited (resigned w.e.f. 28/03/2014)
- Splendour Hospitality Private Limited
- Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited
- Innovative Foods Limited
- R.G. Scientific Enterprises Private Limited
- IEP Fund Advisors Private Limited (resigned w.e.f. 28/11/2013)
- HCL Technologies Limited
- Axiss Dental Private Limited
- Startrek Logistics Private Limited
- United Spirits Limited (resigned w.e.f. 4/7/2013)

Chairman of Board Committees

None

Member of Board Committees

None

Lt. Gen. Deepak Summanwar

Date of Birth

14th March, 1947

Date of Appointment

6th June, 2008

Qualification

Lt. Gen. Deepak Summanwar holds a post graduate diploma in Marketing with a distinction and also has a post graduate degree in Business Administration with specialization in Finance. In addition, he has graduated from the Defence Services Staff Colleges Wellington and got a Masters degree in Defence and Strategic studies from the Madras University. He has successfully completed the Higher Command course from the Army War College, Mhow, which is equated with a M Phil in Strategy and Management by the Ahillia Devi University, Indore.

Profile and Expertise

Lt. Gen. Deepak Summanwar has retired from the Army after forty years of service. He has commanded a Mountain Division in Kargil during Operation Parakram and has been the Director General of Military Intelligence during his Army Career. He possesses wide expertise and skills in management, environmental security and risk assessment and analysis,

leadership and decision making. He has been decorated five times for his gallantry and distinguished service.

Deepak is a graduate of the National Defence Academy, Defence Services Staff College and the Army War College. He has schooled at the Doon School Dehra Dun India, has got a post graduate degree from the University of Madras in Defence Studies, a Masters in Business Administration with a specialization in Marketing and Finance from the Vrije University and the Solvay Business School Brussels. He has completed a course at the Army War College that is equated to M. Phil. in Management by the Ahillia Devi University, Indore. He has also participated in a program for independent directors conducted by the All India Management Association's Strategic Management course.

Shareholding in the Company

Lt. Gen. Deepak Summanwar does not hold any shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)

Directorships

- The Waterbase Limited

Chairman of Board Committees

The Waterbase Limited-Investors' Grievance Committee

Member of Board Committees

The Waterbase Limited – Audit Committee

Dr. Ajay Dua

Date of Birth

15th July, 1947

Date of Appointment

19th October, 2012

Qualification

Dr. Ajay Dua is a Civil servant in the Indian Administrative Service.

Profile and Expertise

Dr. Ajay Dua is a former Secretary to Government of India in the Ministry of Industry and Commerce, New Delhi. A career civil servant, Dr. Dua has had a variety of experience in economic and social administration spread over 37 years. His early and midyears in public service were spent in the province of Maharashtra, which has Mumbai as its capital-city. He had worked there in senior

capacities in the Government departments of Industry, Energy, Labour and Agriculture. He was the Managing Director for 5 years of the Maharashtra Small Scale Industrial Development Corporation in the early Eighties and later the Vice Chairman cum CEO of the Maharashtra Housing and Area Development Authority, an agency responsible for providing public housing and for development of new regions. He has also worked as the Municipal Commissioner of the city of Pune, a 2 million city, south east of Mumbai.

For about twenty years, Dr Dua was on secondment to the Union Government in Delhi, where he worked in the Ministries of Defence, Industrial Policy and Promotion, Power Development and Labour. The ground level experience acquired in these spheres in Maharashtra backed his federal level responsibilities, which included rational policy formulation for industry, conceiving programmes and projects to accelerate growth and evolving their monitoring arrangements. While in the Ministry of Electric Power, he was also given the additional duties of Chairman cum Managing Director of National Hydro Power Corporation (NHPC) and Rural Electrification Corporation (REC). He served on the Board of Directors of National Thermal Power Corporation (NTPC) and Power Finance Corporation (PFC). As a head of the policy planning and external assistance wing of Ministry of Power, he interacted closely with the World Bank and bilateral aid agencies like OECF, Japan (now renamed JBIC).

Dr. Dua's association of about 20 years with economic subjects in the Government has continued; post his retirement from active public service in mid-2007. He was appointed an Advisor by the Government of India to plan and design the Delhi-Mumbai Industrial Corridor, a half a million square kilometers infrastructure led investment zone. This has been jointly conceived by the Government of Japan and India in late 2006.

Along with the Vice Minister, METI, Japan, Dr. Dua was the Co-Chairman of the working group to prepare the concept paper of this Inter-Governmental project. In mid-2008, he moved to the private corporate world as Chairman, of Board of Directors of AREVA T&D and HSBC Investdirect Securities Ltd. He has also been an adviser to Rio Tinto, the Anglo-Australian mining co. Currently he is a member of the Indian Advisory Groups of N M Rothschild, the UK based investment bank, the French BNP Paribas Bank and Isolux Corsan, the Spanish infrastructure firm. He has been a member of the Global Advisory Board of Panasonic for the last 4 years and also works as a senior advisor to Mitsui (India) Ltd. He occasionally advises the Indian Government on economic and infrastructure issues on an honorary basis.

Shareholding in the Company

Dr. Ajay Dua does not hold any shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)

Directorships

- Dabur India Limited
- Aviva Life Insurance Company India limited
- Essar Power Limited (appointed w.e.f.21/08/2013)

Chairman of Board Committees

None

Member of Board Committees

- Aviva Life Insurance Company India Limited-Audit Committee
- Dabur India Limited- Stakeholder's Committee and Audit Committee