



FORM No. MGT-13

COMBINED 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/ Group Managing Director,
145th Annual General Meeting of Peninsula Land Limited
Held on Tuesday, 29th August, 2017 at
"Hall of Culture", Nehru Centre, Dr. Annie Besant Road,
Worli, Mumbai – 400 018.

Dear Sir / Madam,

Sub: Consolidated Scrutinizer's Report of remote e-voting & Poll conducted at the 145th Annual General Meeting of PENINSULA LAND LIMITED held on Tuesday, 29th August, 2017 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 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 145th Annual General Meeting of Peninsula Land Limited held on Tuesday, 29th August, 2017 at 03:00 p.m.

The Notice dated 5th June, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders on 4th August, 2017 in respect of the below mentioned resolutions passed at the 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 18th August, 2017 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 Tuesday, 22nd August, 2017 at 10:00 a.m. (IST) and ended on Monday, 28th August, 2017 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.

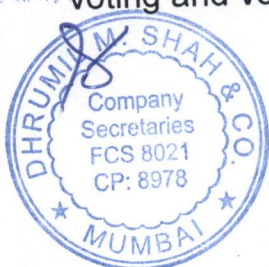
I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited e-voting system and the ballot forms received respectively.

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 Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

I did not find any poll papers invalid.

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

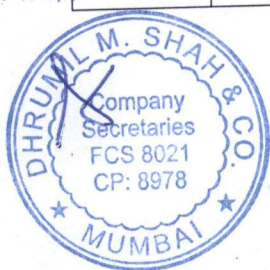
To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Directors and Auditors thereon.

Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	63	1,64,628,289	-
2.	Less-Invalid Physical ballot forms	-	-	-
3.	Net valid Physical ballot forms	63	1,64,628,289	100%
4.	Physical ballot forms with assent	63	1,64,628,289	100%
5.	Physical ballot forms with dissent.	NIL	NIL	NIL

E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	40	36,590,207	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	40	36,590,207	100%
4.	E-voting with assent	33	36,589,130	99.997%
5.	E-voting with dissent.	7	1,077	0.003%



Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	103	201,218,496	-
2.	Less-Invalid voting	-	-	-
3.	Net valid voting	103	201,218,496	100%
4.	voting with assent	96	201,217,419	100%
5.	voting with dissent	7	1,077	0.00%

Item No. 2- Ordinary Resolution-

To appoint a Director in place of Mr. Mahesh S. Gupta (DIN: 00046810) 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	63	164,628,289	-
2.	Less-Invalid Physical ballot forms	-	-	-
3.	Net valid Physical ballot forms	63	164,628,289	100%
4.	Physical ballot forms with assent	63	164,628,289	100%
5.	Physical ballot forms with dissent.	NIL	NIL	NIL

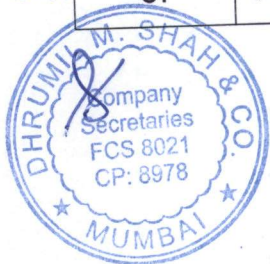


E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	40	36,590,207	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	40	36,590,207	100%
4.	E-voting with assent	31	36,585,930	99.98%
5.	E-voting with dissent.	9	4,277	0.02%

Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	103	201,218,496	-
2.	Less-Invalid voting	-	-	-
3.	Net valid voting	103	201,218,496	100%
4.	voting with assent	94	201,214,219	99.997%
5.	voting with dissent.	9	4,277	0.003%



Item No. 3- Ordinary Resolution-

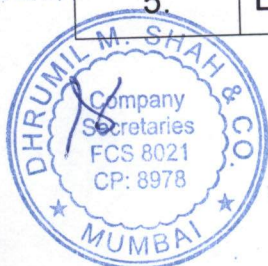
To appoint SRBC & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. – 324982E/E300003) as the Statutory Auditors of the Company for a period of five years.

Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	63	164,628,289	-
2.	Less-Invalid Physical ballot forms	-	-	-
3.	Net valid Physical ballot forms	63	164,628,289	100%
4.	Physical ballot forms with assent	63	164,628,289	100%
5.	Physical ballot forms with dissent.	NIL	NIL	NIL

E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	40	36,590,207	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	40	36,590,207	100%
4.	E-voting with assent	31	36,587,278	99.99%
5.	E-voting with dissent.	9	2,929	0.01 %



Total

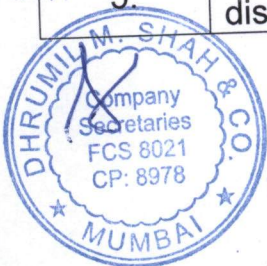
Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	103	201,218,496	-
2.	Less-Invalid voting	-	-	-
3.	Net valid voting	103	201,218,496	100%
4.	voting with assent	94	201,215,567	99.998 %
5.	voting with dissent.	9	2,929	0.002%

Item No. 4- Ordinary Resolution-

Appointment of Mr. Sajit Suvarna (DIN: 01481316), as an Independent Director of the Company.

Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	63	164,628,289	-
2.	Less-Invalid Physical ballot forms	-	-	-
3.	Net valid Physical ballot forms	63	164,628,289	100%
4.	Physical ballot forms with assent	63	164,628,289	100%
5.	Physical ballot forms with dissent.	NIL	NIL	NIL



E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	40	36,590,207	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	40	36,590,207	100%
4.	E-voting with assent	31	36,585,930	99.98%
5.	E-voting with dissent.	9	4,277	0.02%

Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	103	201,218,496	-
2.	Less-Invalid voting	-	-	-
3.	Net valid voting	103	201,218,496	100
4.	voting with assent	94	201,214,219	99.997%
5.	voting with dissent.	9	4,277	0.003%



A list of equity shareholders who voted "FOR", "AGAINST" 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: 29th August, 2017



For Dhrumil M Shah & Co

A handwritten signature in blue ink, appearing to read "Dhrumil M Shah".

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

For Peninsula Land Limited

A handwritten signature in blue ink, followed by a circular blue ink stamp for Peninsula Land Ltd. The stamp contains the text "PENINSULA LAND LTD." around the perimeter and a star at the bottom.

Chairperson/ Group Managing Director