

Date : 9<sup>th</sup> July, 2014

**SCRUTINIZER'S REPORT**

To,  
**Chairperson / Managing Director**  
**PENINSULA LAND LIMITED.**  
Peninsula Spenta, Mathuradas Mills Compound,  
Senapati Bapat Marg, Lower Parel  
Mumbai- 400 013.

1. I, Dhrumil Mahendra Shah, of Dhrumil M Shah & Co., Practicing Company Secretaries, Mumbai have been appointed by the Board Of Directors of **Peninsula Land Limited** at its meeting held on 26<sup>th</sup> May, 2014 had appointed me as a scrutinizer for conducting Postal- Ballot voting process and I have given my consent to act as a scrutinizer vide letter dated 26<sup>th</sup> May, 2014 for passing of the following Special Resolution by Postal Ballot:

**SPECIAL RESOLUTION NO.1:**

**BORROWING LIMITS UP TO 1500 CRORES**

**"RESOLVED THAT** in supersession of resolution passed at the Annual General Meeting of the Company held on 6th March, 2003 on the matter and pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 (" Old Act") and other applicable provisions, if any, of the old Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company under the provisions of Section 180 (1) (C), 180 (2) and other applicable provisions and rules, if any of the Companies Act, 2013, any amendments/ enactments/ re-enactments thereof, to borrow from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, by way of loans, cash credit, advances, or deposits, or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether immovable or movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in



transit) and work in progress, investments, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Share Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs.1500 Crores (Rupees One Thousand Five Hundred Crores only) over and above the aggregate of the paid up Share Capital and Free Reserves of the company, and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things including but not restricted to Debenture Trust Deeds or Mortgage, Charge, Hypothecation, Lien, Promissory Notes, Deposits and other deeds and Instruments or writings containing such conditions and covenants as the Directors may think fit with powers to vary and / or alter the terms and conditions of security created / to be created and to execute all such documents, instruments and writings as may be required;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

#### **SPECIAL RESOLUTION NO.2:**

#### **AUTHORITY TO THE BOARD OF DIRECTORS FOR CREATION OF CHARGE / MORTGAGES IN RESPECT OF BORROWINGS**

**“RESOLVED THAT** in supersession of resolution passed at the Annual General Meeting of the Company held on 6th March, 2003 on the matter and pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 (“ Old Act”) and other applicable provisions, if any, of the old Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company under the provisions of Section 180 (1) (a) and other applicable provisions and rules, any amendments/ enactments/ re-enactments thereof of the Companies Act, 2013, to sell, lease or otherwise dispose of whole or substantially the whole of undertaking of the company or to create mortgages/charges, hypothecations and pledges on all or any of the immovable and movable properties and assets, both present and future exclusively or ranking paripassu with or second or subservient or subordinate to the mortgages/charges already created or to be created in future by the Company for securing any loans and/or advances or guarantees and/or any financial assistance or obligations obtained / undertaken or that may be obtained / undertaken by the Company or any other Body Corporate, from financial institutions, insurance companies, banks





or credit agencies, incorporated or constituted in India or abroad, machinery suppliers and/or other persons or institutions providing finance for purchase of assets or for making investments or for working capital or for purchase of assets or for making investments or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills rediscounting scheme or in favour of trustees for debenture holders / bondholders appointed or that may be appointed hereafter as securities for debentures/bonds issued or that may be issued by the Company, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed by more than Rs 1500 Crores (Rupees One Thousand Five Hundred Crores only) over and above the aggregate of the paid up Share Capital and Free Reserves of the company being the amounts consented by the Company, by Resolution passed pursuant to Section 180(1) (c) of the Companies Act, 2013, or upto the higher amount/s as may be so consented by the Company from time to time in future, together with interest thereon, and further interest, if any, costs, charges, expenses, remuneration and other monies payable to the lenders/trustees and all other monies payable by the Company AND THAT the mortgages/charges created by the Company so far be and they are hereby approved, confirmed and ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

### **SPECIAL RESOLUTION NO.3:**

#### **PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES (NCD)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 42 and in terms of Section 71 and all other applicable provisions of the Companies Act, 2013 and rules & regulations made thereunder, if any (including any statutory modification or re-enactment thereof for the time being in force), and subject to rules/ regulations / guidelines issued by Securities and Exchange Board of India (“SEBI”) or any other appropriate/ statutory authorities and pursuant to the provisions of the Articles of Association of the Company, the Company be and is hereby authorised to make an offer of Debentures to be issued and allotted in one or more series within a period of One year on private placement basis to such persons as may be identified by the Company in this regard upto an amount of Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only) on such terms and conditions as may be decided by the Board from time to time.





**RESOLVED FURTHER THAT** any of the Directors of the Company or any other authorised persons of the Company be and are hereby severally authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**RESOLVED FURTHER THAT** the aforesaid resolution shall come into effect immediately on approval of the shareholders and a copy of the foregoing resolution certified to be a true copy by any of the Directors of the Company or the Company Secretary be furnished to such parties concerned with respect to the issue of the Securities."

2. I submit my report as under :

- i. The Company has Completed on 06<sup>th</sup> June, 2014 the dispatch of Postal - Ballot forms along with postage pre- paid business reply envelope to its Members whose name appear on the Register of Members/ list of Beneficiaries as on date 23<sup>rd</sup> May, 2014.
- ii. Particulars of all the Postal Ballot forms received from the Members have been entered in the register separately maintained for the purpose.
- iii. The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of postal ballot forms.
- iv. The Postal ballot forms were duly opened in my presence and scrutinized and the Shareholding was confirmed with the Register of Members of the Company as on 23<sup>rd</sup> May, 2014
- v. Postal Ballot forms received up to the close of working Hours on 8<sup>th</sup> July, 2014, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- vi. Envelopes containing Postal- ballot forms received after close of working hour on 8<sup>th</sup> July, 2014 were not considered for my scrutiny.
- vii. I did not find any defaced or mutilated ballot paper.





3. A summary of Postal- Ballot forms/E-voting are given below:

**1. For Special Resolution No.1:**

***Physical Voting***

Sr.No.	Particular's	No. of Postal Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Postal ballot forms received	100	5,83,83,567	-
2.	Less-Invalid Postal ballot forms	2	735	-
3.	Net valid Postal ballot forms	98	5,83,82,832	100.00%
4.	Postal ballot forms with assent	89	5,83,79,167	99.99%
5.	Postal ballot forms with dissent.	9	3,665	0.01%

***E-Voting***

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	35	16,40,55,921	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	35	16,40,55,921	100.00%
4.	E-voting with assent	32	16,40,50,196	99.99%
5.	E-voting with dissent.	3	5,725	0.01%

**2. For Special Resolution No.2:**

***Physical Voting***

Sr.No.	Particular's	No. of Postal Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Postal ballot forms received	100	5,83,83,567	-
2.	Less-Invalid Postal ballot forms	2	735	-
3.	Net valid Postal ballot forms	98	5,83,82,832	100.00%
4.	Postal ballot forms with assent	89	5,83,79,167	99.99%
5.	Postal ballot forms with dissent.	9	3,665	0.01%





### ***E-Voting***

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	35	16,40,55,921	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	35	16,40,55,921	100.00%
4.	E-voting with assent	31	16,40,45,196	99.99%
5.	E-voting with dissent.	4	10,725	0.01%

### **3. For Special Resolution No.3:**

#### ***Physical Voting***

Sr.No.	Particular's	No. of Postal Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Postal ballot forms received	100	5,83,83,567	-
2.	Less-Invalid Postal ballot forms	2	735	-
3.	Net valid Postal ballot forms	98	5,83,82,832	100.00%
4.	Postal ballot forms with assent	86	5,83,79,667	99.99%
5.	Postal ballot forms with dissent.	12	3165	0.01%

### ***E-Voting***

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	35	16,40,55,921	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	35	16,40,55,921	100.00%
4.	E-voting with assent	30	16,40,45,041	99.99%
5.	E-voting with dissent.	5	10,880	0.01%

4. In view of the above scrutiny, I hereby certify that the Special Resolutions as set out in the Postal ballot Notice has been passed with requisite majority.
5. I will hand over the Postal Ballot Forms and other relevant papers / register and records for safe custody of Mr. Rajashekhar Reddy – Company Secretary, who is authorized by Postal Ballot Committee to supervise the Postal Ballot Process.



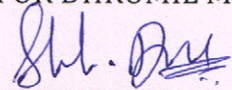


6. You may accordingly declare the result of the Voting by Postal Ballot.

PLACE: MUMBAI

DATE: 9/7/2014

FOR DHRUMIL M. SHAH & CO.

  
DHRUMIL SHAH  
COMPANY SECRETARIES

