



**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**

144<sup>th</sup> Annual General Meeting of Peninsula Land Limited  
Held on Friday, the 05<sup>th</sup> August, 2016 at  
"Hall of Culture", Nehru Centre, Dr. Annie Beasant Road,  
Worli, Mumbai - 400 018

Dear Madam,

Sub: Consolidated Scrutinizer's Report of remote e-voting & Poll conducted at the Annual General Meeting of PENINSULA LAND LIMITED held on Friday, 05<sup>th</sup> August, 2016 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 Annual General Meeting of PENINSULA LAND LIMITED held on Friday, the 05<sup>th</sup> August, 2016 at 03:00 p.m.

The Notice dated 11<sup>th</sup> May, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders 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 29<sup>th</sup> July, 2016 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, 02<sup>nd</sup> August, 2016 at 10:00 a.m. (IST) and ended on Thursday, 04<sup>th</sup> August, 2016 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.

The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.





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, 2016 and the Reports of the Directors and Auditors thereon.

***Physical Voting***

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	87	164602221	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	87	164602221	-
4.	Physical ballot forms with assent	82	164602086	99.99
5.	Physical ballot forms with dissent.	5	135	0.01

***E-Voting***

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	30	49679187	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	30	49679187	100.00
4.	E-voting with assent	22	48978760	98.60
5.	E-voting with dissent.	8	700427	1.40



**Total**

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	117	214281408	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	117	214281408	100.00
4.	voting with assent	104	213580846	99.67
5.	voting with dissent.	13	700562	0.33

**Item No. 2- Ordinary Resolution-**

To declare dividend on equity shares of the Company for the Financial Year ended March 31, 2016.

***Physical Voting***

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	87	164602221	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	87	164602221	-
4.	Physical ballot forms with assent	82	164602086	99.99
5.	Physical ballot forms with dissent.	5	135	0.01





**E-Voting**

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	30	49679187	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	30	49679187	100.00
4.	E-voting with assent	29	49679182	99.99
5.	E-voting with dissent.	1	5	0.01

**Total**

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	117	214281408	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	117	214281408	100.00
4.	voting with assent	111	214281268	99.99
5.	voting with dissent.	6	140	0.01

**Item No. 3- Ordinary Resolution-**

To appoint a Director in place of Mr. Rajeev A. Piramal (DIN: 00044983) who retires by rotation and is eligible for re-appointment.



**Physical Voting**

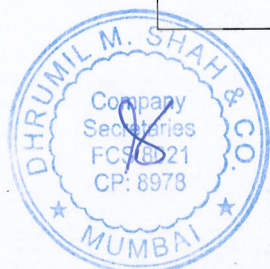
Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	87	164602221	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	87	164602221	-
4.	Physical ballot forms with assent	82	164602086	99.99
5.	Physical ballot forms with dissent.	5	135	0.01

**E-Voting**

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	30	49679187	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	30	49679187	100.00
4.	E-voting with assent	28	49675932	99.99
5.	E-voting with dissent.	2	3255	0.01

**Total**

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	117	214281408	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	117	214281408	100.00
4.	voting with assent	110	214278018	99.99
5.	voting with dissent.	7	3390	0.01





**Item No. 4- Ordinary Resolution-**

To appoint M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W) as the Statutory Auditors of the Company for the Financial Year 2016-17 to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

**Physical Voting**

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	87	164602221	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	87	164602221	-
4.	Physical ballot forms with assent	82	164602086	99.99
5.	Physical ballot forms with dissent.	5	135	0.01

**E-Voting**

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	30	49679187	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	30	49679187	100.00
4.	E-voting with assent	27	49675466	99.99
5.	E-voting with dissent.	3	3721	0.01



**Total**

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	117	214281408	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	117	214281408	100.00
4.	voting with assent	109	214277552	99.99
5.	voting with dissent.	8	3856	0.01

**Item No. 5- Special Resolution -**

*Appointment of Mr. Nandan A. Piramal (DIN: 00045003), as Whole-Time Director of the Company.*

***Physical Voting***

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/Dissent
1.	Total Physical ballot forms received	87	164602221	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	87	164602221	-
4.	Physical ballot forms with assent	82	164602086	99.99
5.	Physical ballot forms with dissent.	5	135	0.01





**E-Voting**

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	29	49678421	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	29	49678421	100.00
4.	E-voting with assent	21	48989366	98.61
5.	E-voting with dissent.	8	689055	1.39

**Total**

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	116	214280642	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	116	214280642	100.00
4.	voting with assent	103	213591452	99.67
5.	voting with dissent.	13	689190	0.33

**Item No. 6- Special Resolution-**

*Issue of Non-Convertible Debentures on Private Placement Basis.*



**Physical Voting**

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	87	164602221	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	87	164602221	-
4.	Physical ballot forms with assent	82	164602086	99.99
5.	Physical ballot forms with dissent.	5	135	0.01

**E-Voting**

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	30	49679187	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	30	49679187	100.00
4.	E-voting with assent	29	49679182	99.99
5.	E-voting with dissent.	1	5	0.01

**Total**

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	117	214281408	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	117	214281408	100.00
4.	voting with assent	111	214281268	99.99
5.	voting with dissent.	6	140	0.01





**Item No. 7- Special Resolution-**

*Alteration of Object Clause No. 13 of the Memorandum of Association.*

***Physical Voting***

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	87	164602221	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	87	164602221	-
4.	Physical ballot forms with assent	82	164602086	99.99
5.	Physical ballot forms with dissent.	5	135	0.01

***E-Voting***

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	30	49679187	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	30	49679187	100.00
4.	E-voting with assent	28	49678416	99.99
5.	E-voting with dissent.	2	771	0.01



**Total**

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	117	214281408	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	117	214281408	100.00
4.	voting with assent	110	214280502	99.99
5.	voting with dissent.	7	906	0.01

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handover to the Company Secretary of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

For Dhrumil M Shah & Co

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

Place: Mumbai

Date: 05<sup>th</sup> August, 2016

