



Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson,

Peninsula Land Limited,

Reg. Office: 1401, Tower B, 14th Floor,

Peninsula Business Park, Ganpatrao Kadam Marg,

Lower Parel, Mumbai- 400013.

Dear Sir,

SCRUTINIZER'S REPORT Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014	
Name of the Company	Peninsula Land Limited
Nature of Meeting / Event	152 nd Annual General Meeting (AGM)
Time, Day and Date	At 3:00 PM IST, Wednesday, September 11, 2024
Deemed Venue of AGM	Reg. Office: 1401, Tower B, 14 th Floor, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai- 400013.
Mode of Meeting	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")



1. Appointment of Scrutinizer:

I, CS Shivam Sharma, Practicing Company Secretaries having office at 304, 3rd Floor, Ghanshyam Enclave, Near Lalji Pada Police Station, Kandivali West Mumbai 400067, was appointed as Scrutinizer by the Board of Directors of Peninsula Land Limited ("the Company") at its meeting held on May 27, 2024, for the purpose of ensuring that the voting process is conducted in a fair and transparent manner, on the resolutions contained in the notice dated August 12, 2024, of the AGM of the Members of the Company held at 03:00 P.M. on Wednesday, September 11, 2024, by Video Conferencing or Other Audio Visual Means (OAVM) and for the purpose of scrutinizing the remote e-voting process and electronic voting under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules").

2. Relaxations granted by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"):

In accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and General Circular No 09/2023 dated September 25, 2023, other circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and Circular issued by the SEBI ("Circulars"), companies are allowed to hold AGM through video conference / Other Audio Visual Means ("VCOAVM") upto September 30, 2024 without the physical presence of the members. The AGM was held accordingly through VC/OAVM.

3. Dispatch of Notice of 152nd Annual General Meeting ("AGM"):

In compliance with the MCA & SEBI Circulars and the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), the Notice of AGM was sent through electronic mode to equity shareholders whose email address is registered with the Company/Share Transfer Agent of the Company/Depositories or Depository Participants.

4. Publication of advertisement in Newspapers:

In terms of the requirements of Rule 20 of the Companies (Management and administration) Rules, 2022, Company has published advertisements in English Language in English Newspaper 'Business Standard - All Editions' on August 15, 2024 and in Marathi Language in Marathi Newspaper 'Lakshadeep - Mumbai Edition' on August 15, 2024 intimating that the AGM was going to be held through Video Conferencing mode and that the Notice of AGM has been sent by email to those members who have provided the email address. The said newspaper advertisements, contained among other things, the information that there will be voting by electronic means only and there was no provision for any voting through physical ballot forms and further the process to register the email addresses, in case of shareholders who had not registered their email address with the Company, depository or depository participant as stipulated in MCA Circular No 17/2020 dated April 13, 2020.



5. Cut-off Date:

The Members of the Company as on the cut-off date i.e. Wednesday, September 4, 2024, were entitled to avail the facility of remote e-voting as well as e-voting at the AGM (hereinafter collectively referred as “e-votes/e-voting”) on the proposed resolutions as set out in the AGM notice.

6. Remote e-voting Process: EVEN: 130057

6.1 Agency:

The company had appointed National Securities Depository Limited (‘NSDL’) for conducting voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM.

6.2. Generation and activation of EVEN 130057:

The company had generated the EVEN i.e. 130057 on August 20, 2024 and activated the EVEN on September 3, 2024. The voting rights of members was considered in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Wednesday, September 4, 2024.

6.3. Remote e-voting period:

The remote e-voting period commenced at 9:00 a.m. on Friday, September 6, 2024 and closed at 05:00 p.m. on Tuesday, September 10, 2024. The facility of voting by remote e-voting was provided for an additional duration of 15 minutes soon after conclusion of the Annual General Meeting. NSDL remote e-voting portal was disabled thereafter. Accordingly, the electronic votes cast during this period have been taken into account for ascertaining the votes cast in favour and against the resolutions, set out in the notice convening the AGM and the NSDL remote e-voting portal was disabled thereafter.

There was no facility to cast votes by ballot papers, in accordance with the provision of Para 3 (A)(VI) of the General Circular No 20 dated May 5, 2020 issued by the Ministry of Corporate Affairs.

7. Management Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder; (ii) the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015; and (iii) the MCA & SEBI Circulars, related to e-voting in respect of the resolution contained in the AGM Notice including the dispatch of notice to the members and also for ensuring a secured framework for e-Voting. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer’s Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by



National Securities Depository Limited ('NSDL'), the authorized agency to provide facility and e-voting at the AGM.

8. Counting process:

After completion of e-voting at the AGM as mentioned above, the e-votes casted through e-voting during the AGM were counted, thereafter the votes casted under remote e-voting facility were unblocked and the report were downloaded from the NSDL e-voting platform in the presence of the two witness, Mr. Rishabh Sharma and Mr. Anirudh K. Tanvar who are not in employment with the Company. They have signed below in confirmation of the same.

**RISHABH
SHARMA**
Digitally signed
by RISHABH
SHARMA
Date: 2024.09.12
05:04:48 +05'30'

Mr. Rishabh Sharma

**Anirudh
Kumar
Tanvar**
Digitally signed by
Anirudh Kumar Tanvar
Date: 2024.09.12
17:04:17 +05'30'

Mr. Anirudh K. Tanvar

9. Voting results:

A summary of the voting results through remote for each of the agenda items contained in the notice of AGM is furnished below:

A. ORDINARY BUSINESS:

ITEM NO. 1: ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT:

A) THE AUDITED STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON; AND

B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORT OF AUDITORS THEREON.

Details of Voting	Remote E-voting		E-voting during AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Assent	196	224003463	1	50	197	224003513	99.9999%
Dissent	5	371	-	-	5	371	0.0001%
Total	201	224003834	1	50	202	224003884	100%
Result	Passed with requisite majority						



ITEM NO. 2: ORDINARY RESOLUTION:

TO APPOINT A DIRECTOR IN PLACE OF MR. NANDAN PIRAMAL, WHOLE TIME DIRECTOR (DIN:00045003) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-APPOINTMENT:

Details of Voting	Remote E-voting		E-Voting During AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Assent	184	222642639	1	50	185	222642689	99.8030%
Dissent	15	439380	-	-	15	439380	0.1970%
Total	199	223082019	1	50	200	223082069	100%
Result	Passed with requisite majority						

B. SPECIAL BUSINESS

ITEM NO. 3: SPECIAL RESOLUTION:

RE-APPOINTMENT OF MR. PANKAJ KANODIA (DIN: 02000161) AS AN INDEPENDENT DIRECTOR:

Details of Voting	Remote E-voting		E-Voting During AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Assent	187	223998719	1	50	188	223998769	99.9985%
Dissent	11	3365	-	-	11	3365	0.0015%
Total	198	224002084	1	50	199	224002134	100%
Result	Passed with requisite majority						



ITEM NO. 4: SPECIAL RESOLUTION:

REVISION IN MANAGERIAL REMUNERATION PAYABLE TO MR. RAJEEV PIRAMAL (DIN: 00044983) MANAGING DIRECTOR:

Details of Voting	Remote E-voting		E-Voting During AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Assent	185	223046156	1	50	186	223046206	99.9839%
Dissent	14	35863	-	-	14	35863	0.0161%
Total	199	223082019	1	50	200	223082069	100%
Result	Passed with requisite majority						

ITEM NO. 5: SPECIAL RESOLUTION:

REVISION IN MANAGERIAL REMUNERATION PAYABLE TO MR. NANDAN PIRAMAL (DIN:00045003) WHOLE TIME DIRECTOR:

Details of Voting	Remote E-voting		E-Voting During AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Assent	184	223046141	1	50	185	223046191	99.9839%
Dissent	15	35878	-	-	15	35878	0.0161%
Total	199	223082019	1	50	200	223082069	100%
Result	Passed with requisite majority						



ITEM NO. 6: ORDINARY RESOLUTION:

APPOINTMENT OF MR. HRISHIKESH PARANDEKAR (DIN: 01224244) AS NON – EXECUTIVE DIRECTOR UNDER THE CATEGORY OF NOMINEE DIRECTOR:

Details of Voting	Remote E-voting		E-Voting During AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Assent	185	223564239	1	50	186	223564289	99.8045%
Dissent	13	437845	-	-	13	437845	0.1955%
Total	198	224002084	1	50	199	224002134	100%
Result	Passed with requisite majority						

10. Based on the aforesaid report, it may be seen that resolutions No 1, 2, 3, 4, 5 and 6 of the AGM Notice have been passed with the requisite majority. The voting results of the aforesaid AGM may accordingly be declared by the Company Secretary as authorised by the Chairman of the Company.

11. The Register maintained in electronic form recording the assent or dissent received alongwith all the relevant records of e-voting downloaded from the NSDL e-voting portal have been handed over to the Company Secretary for safekeeping.

Thanking You

For Shivam Sharma & Associates

Company Secretaries

SHIVAM
SHARMA
Digitally signed
by SHIVAM
SHARMA
Date: 2024.09.12
05:05:25 +05'30'

Shivam Sharma

(Proprietor)

M.No.: A35727, CP. No.: 16558

Peer Review Certificate No.: 1811/2022

UDIN: A035727F001203520

Place: Mumbai

Date: September 12, 2024