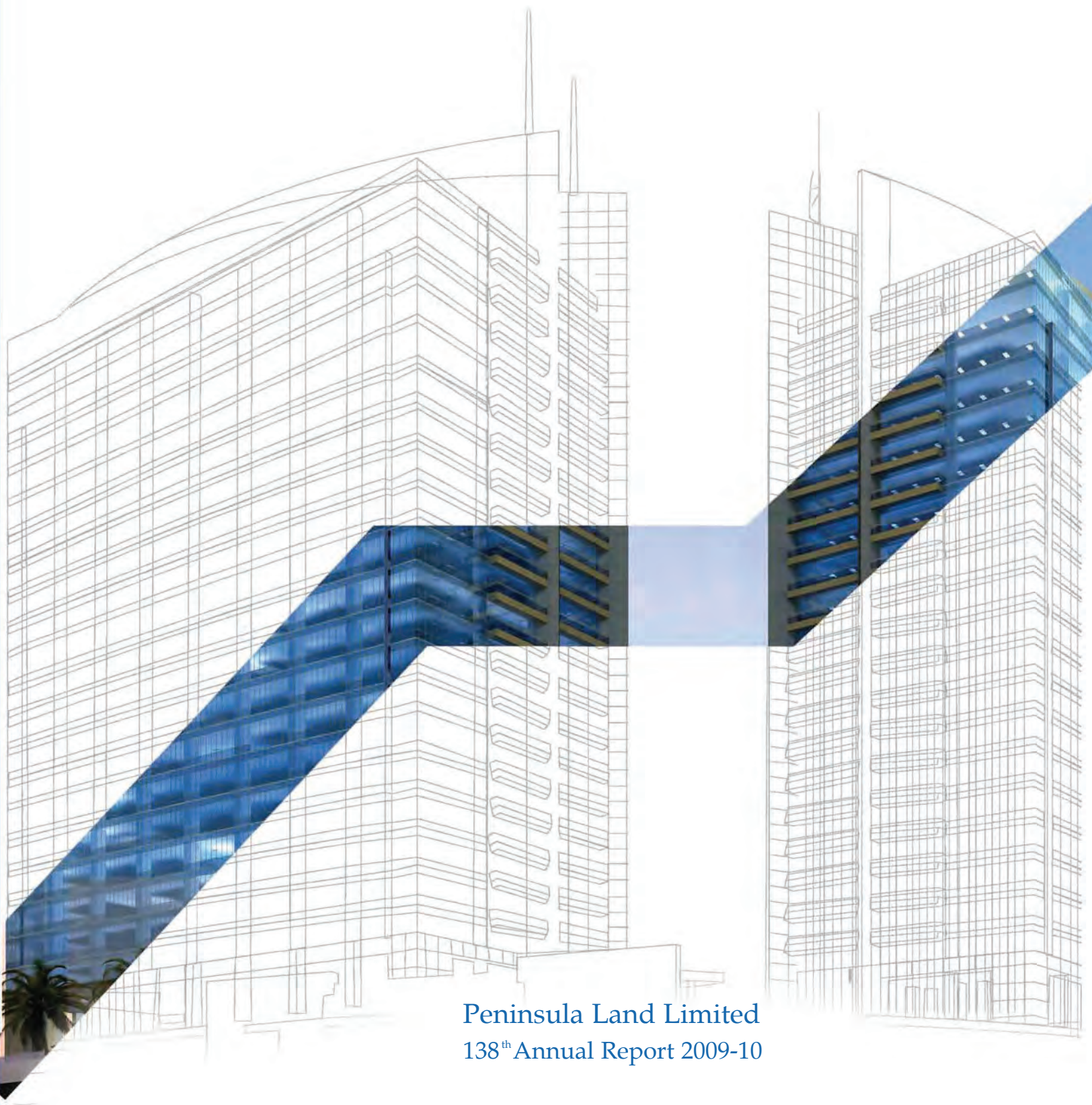


Delivering Growth. Consistently.



Peninsula Land Limited
138th Annual Report 2009-10

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MESSAGE FROM THE CHAIRPERSON



Dear Shareholders,

World economy on path of recovery

After an agonising 2008, last year has seen some recovery in the world economy. The trends are pointing to a positive outlook and most sectors are gradually stabilising. Conditions in the financial markets have improved and household spending has gone up, indicating that we may be out of the woods.

The recovery has continued through the first quarter of this calendar year, but has been very uneven. The developing and emerging countries have recovered relatively faster compared to the developed nations. According to International Monetary Fund (IMF) forecasts in January this year, the world economy would grow by 3.9% in 2010. This is higher than 3.1% which they had forecasted in October last year.

India back to robust growth

India is back to robust growth aided by strong fundamentals and favourable policies. Timely intervention by the regulatory bodies in matters related to monetary and credit measures have played a key role in improving private demand and liquidity.

Investor confidence is back and FII inflows in India exceeded USD 23.6 billion in FY 10. The sensex bounced back from a low of 8,047 points and is currently at 16,657 points (as on 9th June, 2010).

India's Gross Domestic Product (GDP) promises to grow at a strong 8.5% in FY 11 as compared to 7.4% in FY 10. The rupee is strengthening which is a very good sign for businesses. With a large consumption base, India is well poised to grow faster.

The real estate sector in India

A stable Central Government, improved economic sentiment and a rallying stock market brought back confidence into the real estate sector. The fundamentals of India's real estate sector improved as witnessed by better liquidity and improved demand in the residential segment.

India leads the pack of top real estate investment markets in Asia for 2010, according to a study by PricewaterhouseCoopers (PwC) and Urban Land Institute. The report, which provides an outlook on Asia-Pacific real estate investment and development trends, points out that India, in particular Mumbai and Delhi, are good real estate investment destinations. And as you know, Peninsula Land has a great presence in Mumbai.

According to the report of the Technical Group on Estimation of Housing Shortage, there is an estimated shortage of 26.53 million houses during the Eleventh Five Year Plan (2007-12). This provides a big business opportunity for us.

During the last year, prices have stabilised and may see a marginal increase in the near future. This growth will be driven by Government's spend on infrastructure, improved access to debt & capital markets and better job security.

Peninsula Land continued its growth story

Backed by solid foundation and sound business strategies, Peninsula Land continued to display a brilliant performance. Our philosophy of prudent land banking and our emphasis on timely execution of projects have held us in good stead during these testing times.

During the year, our revenues have grown by 37.10% to Rs. 817.05 crore and profits by 94.53% to Rs. 290.86 crore as compared to the previous year.

Today, Peninsula Land is in a comfortable financial position with adequate cash in hand. With over Rs. 640 crore in the kitty and committed cash flow from projects already sold, the Company is poised for a much higher growth in the coming years.

During the year, we completed and handed over possession of three of the four towers at our premium residential project Ashok Towers. Another top-class project, Ashok Gardens will be completed and handed over by the end of this financial year.

Peninsula Business Park at Lower Parel is expected to be completed by the end of the current financial year. Work on Peninsula Technopark is progressing well.

During the year, we expanded our operations outside Mumbai and launched our residential projects at Betim in Goa and Nasik in Maharashtra. We have also taken up redevelopment of a residential project at Napean Sea Road in Mumbai.

Outlook

We are ready for the next phase of growth.

With availability of land in Mumbai, we are looking at newer opportunities. We are aggressively pursuing land acquisition all over Mumbai. We will continue to focus on developing properties all over Mumbai and other cities as planned.

We plan to develop projects in Goa, Nasik, Pune and Hyderabad where we have already bought land. With our execution capabilities, we are confident of timely completion of the projects and further improvement of cash flows.

Last but not the least, let me thank you for all the support and the trust you have reposed in the Company which has enabled us to achieve this growth. I am confident that this will continue and Peninsula Land is confident of continuing on its growth trajectory in the future.

Yours sincerely,

Urvi Piramal

Chairperson

10th June, 2010



Delivering Growth. Consistently.

We stand strong today.

Consider this.

Our revenues have grown at a CAGR of 31% over the last 3 years.

Our PAT has grown at a CAGR of 31% over the last 3 years.

In 2009-10 itself, the Company recorded a growth of 37.10% in the topline and 94.53% in the PAT.

Over the years, we have delivered growth. Consistently. Not just in our numbers but qualitative as well.

Here's how.

The Company has Rs. 640.42 crore cash on the balance sheet and our leverage is under 0.35. We are executing 15.40 million sq. ft. of real estate with high pre-sales and high cash flow visibility.

We are an integrated company with robust systems in place and this ensures that we consistently deliver on our commitments.

We are well experienced in executing joint ventures with other land owners who also invest for construction. In these projects, we lend our expertise, build, brand, sell and add value right up to the project handover stage and even in managing the property. With lower capital investment, these projects offer high visibility to our brand as well as projected cash flows.

We are a customer-centric company. Over the years, we have created a distinct presence in the customer's mind. We have invested in strong and visible brands. Ashok, Peninsula and Crossroads are landmark brands in Mumbai.

We are urban-centric.

Being a company in the premium real estate segment, we have one of the highest gross margins in the business.

We look ahead with confidence.

Peninsula Land acquires land that can be developed over a 3 to 5 year period. So far we have executed over 2.34 million sq. ft. Our current land bank is in excess of 500 acres and has a development potential of around 28 million sq. ft.

Being growth focused, we continue to strengthen our presence in the cities of Mumbai, Pune, Nasik, Hyderabad and Goa. As we acquire more land bank with a view to execute the same within 3 to 5 years, the visibility for the next leg of our growth will increase.

We will continue to be financially disciplined, ensure acquisition of prime locations at competitive prices, execute landmark projects and remain determined in our pursuit of consistent growth.

We have demonstrated the power of focus and the discipline to deliver consistent growth. On the foundation of our strengths - our brand, customer-centric approach, proven execution capabilities and robust balance sheet, we will build a stronger tomorrow.

Welcome to strength, consistency and growth.

Welcome to Peninsula Land Limited.





BUSINESS STRATEGY



Consistency drives sustainable growth. Growth comes from timely execution of quality land bank.

Growth is good. But we believe consistent growth is great.

At Peninsula Land, we have built a business on the principle of delivering sustainable growth. In our business, sustenance comes from two other principles and these are the strategies that we pursue to fulfill these principles.

One, focused execution that delivers great quality to the customer every time. And in time. Second, to acquire land judiciously that is executable in a time frame of 3 to 5 years. And because we buy land with this mindset, execution is always a priority at Peninsula Land.

In 2009-10, we delivered Ashok Towers, a residential project with an area of around 1 million sq. ft. located in the prime location of Parel, Mumbai. Ashok Gardens, a residential project in Sewri, Mumbai with an area of around 0.8 million sq. ft. is also almost complete.

During the year, the Company focused on executing two large commercial projects - Peninsula Business Park of 1.2 million sq. ft. and Peninsula Technopark of 0.9 million sq. ft. both in Mumbai. In 2011, we expect to fully complete Peninsula Business Park and most of the work on Peninsula Technopark.

We are at the project planning stage for two large projects to be executed in 2010-11. An 18 acre project in Nasik for group housing and residential purposes and almost half a million sq. ft. of premium residential project at Betim, Goa.

However, even as we write, we are on the lookout for more executable prime land bank. We believe, we will execute close to 3 million sq. ft. in 2010-11.

Peninsula Land believes in consistent growth. Our business is built on sound principles that help us focus on execution, cash flow and pre-sales. These principles have helped us remain strong even in tough times.

The times are changing. And we are well poised to maximise the opportunity.

We believe that these principles will help us deliver growth, consistently.



We are a customer company first. Real estate company later. We think customer and care.

We don't build houses. We build homes.

There is a difference. Houses are built with brick and mortar. Homes are built with passion. And at Peninsula Land, be it homes or offices, we take every effort and run that extra mile to delight our customers.

We like to see them smile.

And we like to surprise them by always giving them more than they expect. At Peninsula Land, our three strong brands, Ashok (Residential), Peninsula (Commercial) and Crossroads (Retail) represent this smile. They are distinct. And the distinction comes from what we do for our customers behind the scenes.

Vesta - Interior Ideas: In 2009-10, we introduced an elegant and comprehensive interior décor service that allows our customers to have their dream house designed effortlessly. The service is a blend of expertise and creativity packaged with the latest trends by India's celebrated architects and interior designers. With a wide range of exclusive interior themes to choose from and customised solutions catering to specific client needs, we enable our customers to create a picture-perfect, ready-to-walk-in home with a world-class experience. This service was launched for the Ashok Gardens project. Going forward, the Company plans to offer this service across all the projects.

Serviens: During the year, we also launched a value-added concierge-on-call service which aspires to take care of all the daily needs of our customers on an ongoing basis. A special 24x7 information desk has been created to handle requests and queries, ranging from information about the nearest grocery shop to planning holidays on the other side of the globe.

Additionally, Serviens has a host of very useful paid services, mainly concerning maintenance of expensive gadgetry, equipment, accessories and furniture within the apartments, for a very nominal amount. Serviens assures 360-degree support for all the customers' needs, from mundane chores to unusual requirements.

TIE: In line with our customer-centric approach, we initiated an organisation wide internal exercise called TIE (Trust. Innovation. Engagement), which focuses on the customer. Our endeavour is to be engaged with customers through the entire product life cycle to enable us to understand their specific needs and innovate at every stage to cater to them. As part of this, we are moving to a CRM model wherein there will be a single touch point to cater to all customer requirements. The pilot for this has been initiated in the Ashok Towers project.

All these initiatives are in line with our objective of developing international landmarks. Being in touch with the customer at every stage puts us in a good position to anticipate what they want next and we manage to remain ahead of the curve in our offerings.

And when we visit our complexes every day, we are just searching for that one thing, the smile on the face of our customers.



The strength of the balance sheet can change directions in the real estate business.

Real estate is a capital intensive business. The raw material - land is costly and so is the conversion of the raw material into the finished product. Both require significant capital. And the strength of the balance sheet helps build that extra value for the shareholders. And therefore, creating a strong balance sheet has been the foundation on which Peninsula Land was built. To last.

At the peak of the real estate cycle, almost every real estate developer was borrowing and acquiring land bank across the country and the average leverage was far above the historic average. At the peak of the cycle, our leverage was around 1.02. This was because we worked intelligently. We entered into joint ventures and collaborated to execute more. This helped us remain low on leverage.

As we came out of the cycle, our balance sheet had over Rs. 640 crore of cash and the leverage was under 0.35.

Currently, our land bank is in excess of 500 acres and has a development potential of around 28 million sq. ft. to be executed over the next 3 to 5 years. That's further cash flow coming to us.

In a business where the focus is always on the balance sheet, we have focused on the profitability too. Our margins are among the highest in the business. Because we are judicious in acquiring land. Our brands are premium. And we have efficient systems in place.

Sample this.

In 2009-10, the year under review, we recorded a growth of 37.10% in our topline which increased to Rs. 817.05 crore and 94.53% in PAT which stood at Rs. 290.86 crore.

Our EBDITA margin is 47.72%

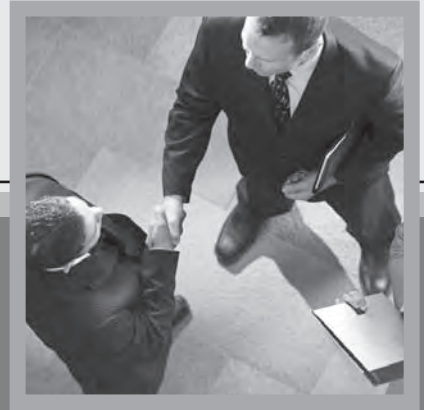
Our PAT margin is 35.60%

Our RONW is over 22%

We feel that the next few years belong to companies like us that have a sound business model, robust systems and a strong balance sheet.

We are confident. Of delivering consistent growth. And creating sustainable and long term value.





COMPANY SNAPSHOT



About Us

Peninsula Land Limited (Peninsula Land) is amongst the first few real estate companies to be listed on the stock exchange. Its initiatives include pioneering retail ventures, world-class commercial and residential projects, facility management services to manage real estate, private projects, projects that involve public private participation, as well as a realty fund. The exclusive value added services - Serviens and Vesta-Interior Ideas offer convenient lifestyle to the customers. Peninsula Land has won accolades for its customer-centric approach.

Since its inception, Peninsula Land continues to bring real value and expertise to the real estate industry.



Presence

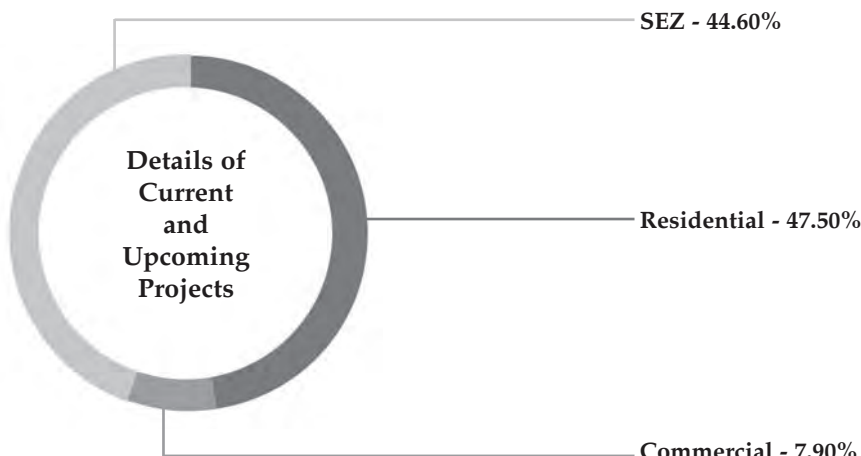
Peninsula Land has expanded its presence from a single city to being present in five cities - Mumbai, Pune, Goa, Nasik and Hyderabad.

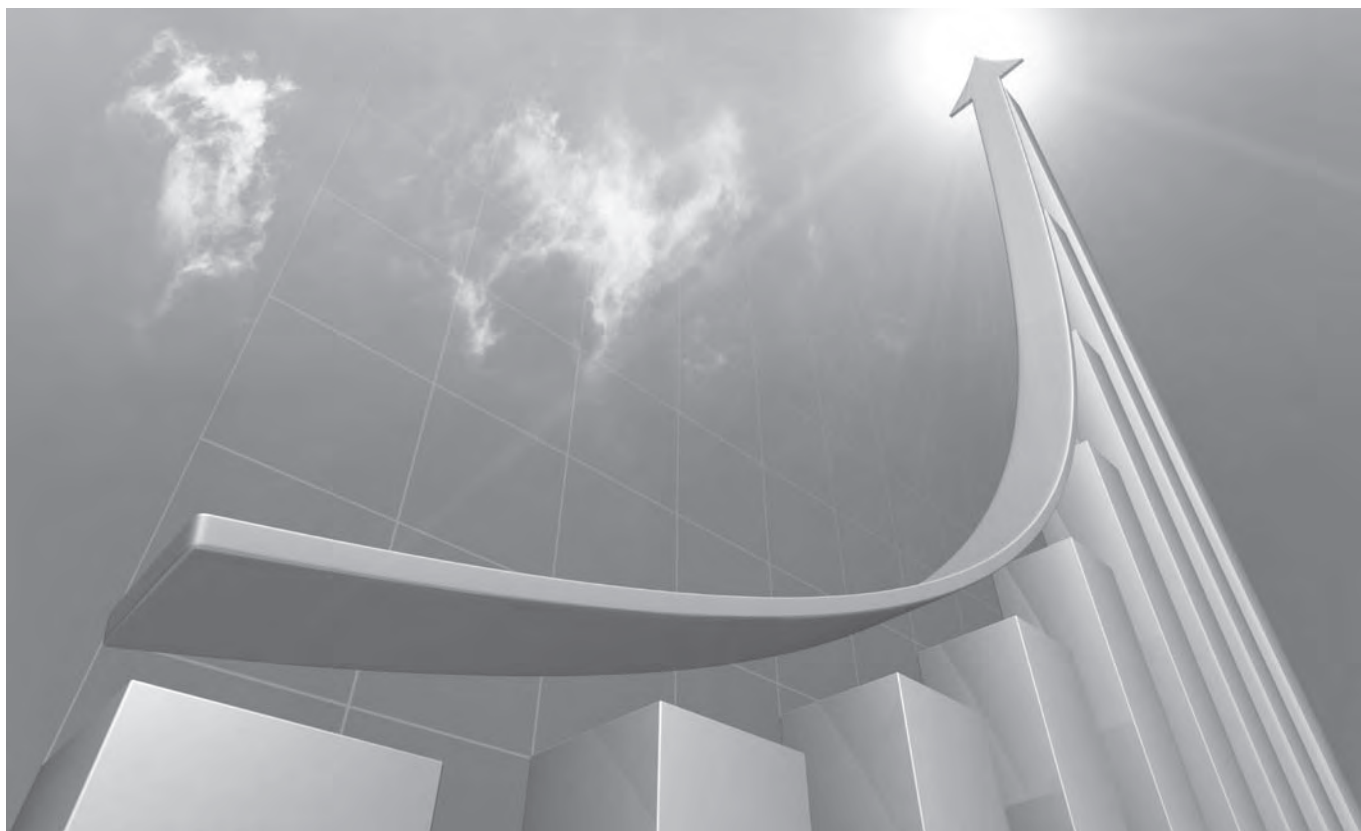
Our Vision

To create international landmarks through innovation and best practices thereby enhancing value to our customers.

Business Overview

- Close to 3 million sq. ft. will be developed in 2010-11
- Exceeding 500 acres land bank





Milestones

- 1997 - Foray into Real Estate Development Business
- 1999 - Develops 'Crossroads', the first world-class retail mall in India
- 2001 - Becomes the first corporate to receive permission to commercially develop private textile mill land in Mumbai
- 2003 - Develops Peninsula Corporate Park, the first integrated commercial complex in Central Mumbai
- 2004 - Develops CR2, the first multi-storey car park and retail mall project in Mumbai
 - Signs a joint development agreement with Swan Mills for development of Ashok Gardens and Peninsula Technopark
 - Commences work on the Ashok Towers project
- 2005 - Develops a low income housing project at Kanjurmarg, Mumbai
- 2006 - Acquires land to develop product specific SEZs in Goa
 - Merges with Dawn Mills Company Limited
 - Raises USD 38 million through the QIP route
- 2007 - Acquires land in Pune, Nasik and Hyderabad
 - Raises USD 125 million through the QIP route
- 2008 - Rs. 12 billion pre-sale of IT park which is being developed. This is the largest commercial property deal in India
 - Acquires land in Betim, Goa for residential project
- 2009 - Only real estate company to show profit growth
 - Completes deal with Alok Realtors for Peninsula Business Park
 - On time execution and delivery of Mumbai projects, building close to 2 million sq. ft.





FINANCIAL SNAPSHOT



FINANCIAL SNAPSHOT

(Rs. in lacs)

Particulars	2009-10	2008-09	2007-08	2006-07 (9 Months)	2005-06 (15 Months)
Total Income	81,705	59,595	36,337	32,091	29,333
Profit after Tax	29,086	14,952	12,979	13,204	14,419
Total Assets	177,392	141,936	122,353	80,327	64,302
Shareholders' Fund	129,948	101,177	87,564	36,406	8,491
Borrowings	46,653	34,316	27,088	37,173	47,991
Debt Equity Ratio	0.36	0.34	0.31	1.02	5.65
Earnings per share - Basic (Rs.)	10.42*	5.36*	5.35*	32.65	36.51
Face Value per share (Rs.)	2.00	2.00	2.00	10.00	10.00
Equity Dividend (%)	75%	45%	40%	30%	25%
Book Value per share (Rs.)	46.54*	36.24*	31.36*	86.49	21.50

* Adjusted for face value of Rs. 2/- per share

PENINSULA CHAMBERS





CORPORATE INFORMATION



Board of Directors

Ms. Urvi A. Piramal
(Executive Chairperson)

Mr. Rajeev A. Piramal
(Executive Vice Chairman)

Mr. Mahesh S. Gupta
(Group Managing Director)

Mr. Rajesh Jaggi
(Managing Director)

Mr. Jaydev Mody

Mr. Amitabha Ghosh

Ms. Bhavna Doshi

Mr. C. M. Hattangdi

Mr. D. M. Popat

Lt. Gen. Deepak Summanwar

Mr. Sudhindar Khanna

Group CFO

Mr. Vinay Pandya

CFO

Mr. Bharat Sanghavi

Company Secretary

Mr. K. Nath

Auditors :

M/s. Haribhakti & Co.
Chartered Accountants

Bankers :

Allahabad Bank
HDFC Bank Limited
ICICI Bank Limited
Yes Bank Limited

Registered Office :

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



NOTICE



NOTICE

Notice is hereby given that the 138th Annual General Meeting of the members of Peninsula Land Limited will be held at Walchand Hirachand Hall, Indian Merchants' Chamber Building, Churchgate, Mumbai 400 020 on Thursday, the 5th day of August, 2010 at 3.00 p.m. to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on preference and equity shares of the Company.
3. To appoint a Director in place of Mr. C. M. Hattangdi, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Sudhindar Khanna, who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Lt. Gen. Deepak Summanwar, who retires by rotation and is eligible for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business :

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

"RESOLVED THAT in partial modification of Resolution No. 7 passed by the members of the Company at the 135th Annual General Meeting held on 21st September, 2007 and pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act'), the members of the Company do and hereby approve the revision in Basic Salary of Mr. Rajeev A. Piramal to Rs. 12,50,000/- per month in the scale of Rs. 12,50,000/- to Rs. 22,00,000/- per month with effect from 1st April, 2010 till the balance tenure of Mr. Rajeev A. Piramal, Executive Vice Chairman, who was appointed as the Executive Vice Chairman of the Company for a period of 5 (five) years with effect from 26th October, 2005;

RESOLVED FURTHER THAT all the other terms and conditions of the appointment of Mr. Rajeev A. Piramal as approved by the members of the Company at the 135th Annual General Meeting held on 21st September, 2007 stand unaltered and valid;

RESOLVED FURTHER THAT the terms and conditions of Mr. Rajeev A. Piramal's appointment as Executive Vice Chairman may be varied, altered, increased, enhanced or widened from time to time by the Board of Directors or any Committee thereof as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Act or any amendments made hereinafter in this regard for the balance period of his tenure;

RESOLVED FURTHER THAT for the purpose of giving effect to revision of remuneration resolved hereinbefore, any one of the Directors of the Company or the Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose."

8. 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 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and the relevant provisions of the Articles of Association of the Company, the members

of the Company do and hereby approve the re-appointment of Ms. Urvi A. Piramal as the Executive Chairperson of the Company for a period of 5 (five) years with effect from 12th December, 2010, not liable to retire by rotation, upon the terms and conditions including the payment of remuneration, perquisites and benefits as under :

a) Salary

Basic Salary of Rs. 17,00,000 per month in the scale of Rs. 17,00,000 – Rs. 30,00,000 per month *

* With authority to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any Committee thereof) to grant suitable increment within the aforesaid salary range.

b) Perquisites

- Rent free furnished accommodation will be provided by the Company or in the absence of Rent free furnished accommodation, House Rent Allowance of Rs. 10,00,000 per month.
- Membership of maximum of two clubs as per the rules of the Company.
- Personal Accident Insurance Cover as per the rules of the Company.
- Use of Car, Telephone and Mobile phone as per the rules of the Company.
- Leave and encashment of Leave at the end of the tenure as per the rules of the Company.
- Gratuity on the basis of 15 days salary for each year of completed service as per the rules of the Company.
- Contribution to Provident Fund as per the rules of the Company.
- Contribution to Superannuation Fund or cash in lieu thereof as per the rules of the Company.

In respect of the above perquisites which are to the extent not taxable under the Income Tax Act, 1961 shall not be included in the computation of the ceiling of remuneration.

c) Commission

Commission of such amount, as may be determined by the Board, for each financial year, subject to the ceiling stipulated in Section 198 and 309 of the Act.

RESOLVED FURTHER THAT the total remuneration (Salary, Perquisites and Commission) to Ms. Urvi A. Piramal in any one financial year shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions, read with Schedule XIII of the Act as may for the time being in force;

RESOLVED FURTHER THAT wherein any financial year, during the tenure of Ms. Urvi A. Piramal, the Company has no profits or its profits are inadequate, the Company shall pay to Ms. Urvi A. Piramal, the above remuneration by way of salary, perquisites and commission as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Act or such other limits as may be prescribed by the Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT the terms and conditions of Ms. Urvi A. Piramal’s re-appointment as the Executive Chairperson and payment of her remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Act or any amendment made hereinafter in this regard;



RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to be done to give effect to the aforementioned resolution.”

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 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) (‘the Act’) and the relevant provisions of the Articles of Association of the Company, the members of the Company do and hereby approve the re-appointment of Mr. Rajeev A. Piramal as the Executive Vice Chairman of the Company for a period of 5 (five) years with effect from 26th October, 2010, not liable to retire by rotation, upon the terms and conditions including the payment of remuneration, perquisites and benefits as under :

a) Salary

Basic Salary of Rs. 12,50,000 per month in the scale of Rs. 12,50,000 – Rs. 22,00,000 per month *

* With authority to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any Committee thereof) to grant suitable increment within the aforesaid salary range.

b) Perquisites

- Reimbursement of Leave Travel Expenses once in a year for self and family subject to a limit of Rs. 2,50,000 per annum.
- Reimbursement of Medical Expenses including hospitalisation for self and family at actuals.
- Insurance Premium for medical and hospitalization policy for self and family as per the rules of the Company.
- Personal Accident Insurance Cover as per the rules of the Company.
- Use of Car, Telephone and Mobile phone as per the rules of the Company.
- Leave and encashment of Leave at the end of the tenure as per the rules of the Company.
- Gratuity on the basis of 15 days salary for each year of completed service as per the rules of the Company.
- Contribution to Provident Fund as per the rules of the Company.
- Contribution to Superannuation Fund or cash in lieu thereof as per the rules of the Company.

In respect of the above perquisites which are to the extent not taxable under the Income Tax Act, 1961 shall not be included in the computation of the ceiling of remuneration.

c) Commission

Commission of such amount, as may be determined by the Board, for each financial year, subject to the ceiling stipulated in Section 198 and 309 of the Act.

RESOLVED FURTHER THAT the total remuneration (Salary, Perquisites and Commission) to Mr. Rajeev A. Piramal in any one financial year shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions, read with Schedule XIII of the Act as may for the time being in force;

RESOLVED FURTHER THAT wherein any financial year, during the tenure of Mr. Rajeev A. Piramal, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Rajeev A. Piramal, the above remuneration by way of salary, perquisites and commission as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Act or such other limits as may be prescribed by the Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT the terms and conditions of Mr. Rajeev A. Piramal's re-appointment as the Executive Vice Chairman and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Act or any amendment made hereinafter in this regard;

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to be done to give effect to the aforementioned resolution."

10. 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 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and the relevant provisions of the Articles of Association of the Company, the members of the Company do and hereby approve the re-appointment of Mr. Mahesh S. Gupta as the Group Managing Director of the Company for a period of 5 (five) years with effect from 26th October, 2010, not liable to retire by rotation, upon the terms and conditions including the payment of remuneration, perquisites and benefits as under :

a) Salary

Basic Salary of Rs. 16,00,000 per month in the scale of Rs. 16,00,000 – Rs. 28,00,000 per month *

* With authority to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof) to grant suitable increment within the aforesaid salary range.

b) Perquisites

- Reimbursement of Medical Expenses including hospitalization for self and family at actuals.
- Reimbursement of expenses incurred for gas, electricity, society and incidental charges, repairs and maintenance of residential premises at actuals.
- Membership of maximum of two clubs as per the rules of the Company.
- Reimbursement of expenses incurred for 2 fully maintained Company's car alongwith the salary of 2 drivers and incidental expenses thereto.
- Use of Telephones at residence and Mobile phones for self and family members as per the rules of the Company.
- Insurance Premium for medical and hospitalization policy for self and family.
- Personal Accident Insurance Cover as per the rules of the Company.
- Reimbursement of Leave Travel Expenses once in a year for self and family subject to a limit of Rs. 2,50,000 per annum.
- Leave and encashment of Leave at the end of the tenure as per the rules of the Company.



NOTICE

- Gratuity on the basis of 15 days salary for each year of completed service as per the rules of the Company.
- Contribution to Provident Fund as per the rules of the Company.
- Contribution to Superannuation Fund or cash in lieu thereof as per the rules of the Company.

In respect of the above perquisites which are to the extent not taxable under the Income Tax Act, 1961 shall not be included in the computation of the ceiling of remuneration.

c) Commission

Commission of such amount, as may be determined by the Board, for each financial year, subject to the ceiling stipulated in Section 198 and 309 of the Act.

RESOLVED FURTHER THAT the total remuneration (Salary, Perquisites and Commission) to Mr. Mahesh S. Gupta in any one financial year shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions, read with Schedule XIII of the Act as may for the time being in force;

RESOLVED FURTHER THAT wherein any financial year, during the tenure of Mr. Mahesh S. Gupta, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Mahesh S. Gupta, the above remuneration by way of salary, perquisites and commission as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Act or such other limits as may be prescribed by the Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT the terms and conditions of Mr. Mahesh S. Gupta's re-appointment as the Group Managing Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Act or any amendment made hereinafter in this regard;

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to be done to give effect to the aforementioned resolution."

11. 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 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and the relevant provisions of the Articles of Association of the Company, the members of the Company do and hereby approve the re-appointment of Mr. Rajesh Jaggi as the Managing Director of the Company for a period of 5 (five) years with effect from 26th October, 2010, not liable to retire by rotation, upon the terms and conditions including the payment of remuneration, perquisites and benefits as under:

a) Salary

Basic Salary of Rs. 5,00,000 per month.

b) Perquisites

- House Rent Allowance subject to a maximum of 50% of the Basic Salary – Rs. 2,50,000 per month.
- Special Allowance – Rs. 7,38,750 per month.
- Reimbursement of Leave Travel Expenses once in a year for self and family subject to a limit of Rs. 5,00,000 per annum.

- Reimbursement of Medical Expenses subject to a limit of Rs. 15,000 per annum.
- Insurance Premium for medical and hospitalization policy for self and family as per the rules of the Company.
- Personal Accident Insurance Cover as per the rules of the Company.
- Car for use on Company's business and Telephone at residence and Mobile phone for official use only.
- Leave and encashment of Leave at the end of the tenure as per the rules of the Company.
- Gratuity on the basis of 15 days salary for each year of completed service as per the rules of the Company.
- Contribution to Provident Fund as per the rules of the Company.
- Contribution to Superannuation Fund or cash in lieu thereof as per the rules of the Company.

In respect of the above perquisites which are to the extent not taxable under the Income Tax Act, 1961 shall not be included in the computation of the ceiling of remuneration.

c) Commission

Commission @ 0.75% of the Net Profit of the Company as calculated under Section 198 and 309 of the Act for each financial year.

RESOLVED FURTHER THAT the total remuneration (Salary, Perquisites and Commission) to Mr. Rajesh Jaggi in any one financial year shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions, read with Schedule XIII of the Act as may for the time being in force;

RESOLVED FURTHER THAT wherein any financial year, during the tenure of Mr. Rajesh Jaggi, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Rajesh Jaggi, the above remuneration by way of salary, perquisites and commission as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Act or such other limits as may be prescribed by the Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT the terms and conditions of Mr. Rajesh Jaggi's re-appointment as the Managing Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Act or any amendment made hereinafter in this regard;

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to be done to give effect to the aforementioned resolution."

12. 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 provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and in force (the "**SEBI Regulations**") (including without limitation, the provisions of Chapter VIII thereof) and subject to all other applicable rules, regulations, guidelines, notifications and circulars of the Securities and Exchange Board of India ("**SEBI**"), the applicable provisions of Foreign Exchange Management Act, 1999 ("**FEMA**"), rules, regulations, guidelines, notifications and circulars issued under FEMA including but not limited to Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and enabling provisions of the Memorandum and Articles of Association of the



Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and / or sanctions of the Government of India ("GOI"), Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Registrar of Companies ("ROC"), SEBI, the Stock Exchanges, the Department of Industrial Policy and Promotion, Ministry of Commerce and all other appropriate and/or concerned authorities as may be required, within or outside India, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and / or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred by this resolution) the Board be and is hereby authorised at its absolute discretion to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more domestic / follow on / international offerings with or without Green Shoe Option, including by way of a Qualified Institutions Placement ("**QIP**") under the provisions of Chapter VIII of the SEBI Regulations, whether or not they are members of the Company, including but not limited to Domestic / Foreign Investors / Institutional Investors / Foreign Institutional Investors / Qualified Institutional Buyers ("**QIBs**") as defined under the SEBI Regulations, Members, Employees, Non-Resident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals, otherwise, whether by way of a public offering and / or by way of a private placement and / or whether by way of circulation of an offering circular and / or placement document or otherwise, securities including equity shares and / or instruments or securities convertible into equity shares of the Company including but not limited to Global Depository Receipts ("**GDRs**"), and / or American Depository Receipts ("**ADRs**") and / or convertible preference shares and / or convertible debentures or bonds (compulsorily and / or optionally, fully and / or partly), and / or non-convertible debentures with warrants and / or securities with or without detachable / non-detachable warrants and / or warrants with a right exercisable by the warrant holder to subscribe for equity shares, or by any one or more or a combination of the above model / methods or otherwise (hereinafter referred to as "**Securities**"), secured or unsecured, whether to be listed on any of the Stock Exchanges within India or any International Stock Exchange outside India, as the Board may at any time or times hereafter decide, upto an extent of **Rs. 750 crores** (Rupees Seven Hundred and Fifty Crores only) or **issue of 6 crores equity shares of Rs. 2/- each** and inclusive of such premium from time to time, such issue and allotment to be made at such time or times denominated in one or more currencies, at such price or prices in such manner and on such terms and conditions as the Board may at any time or times hereafter decide;

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint or modify the terms of appointment or terminate the appointment and enter into and execute all such arrangements / agreements / contracts / documents / Memorandum of Understanding, with any Lead Manager(s) / Underwriter(s) / Consultant(s) / Global Coordinator(s) / Book Runner(s) / Merchant Banker(s) / Stabilising Agent(s) / Guarantor(s) / Depository(ies) / Listing Agent(s) / Trustees / Legal Counsel / Custodian(s) / Process Agent(s) / Advisor(s) / Registrar(s) / Bankers and all such agencies or entities, within and outside India, as may be involved or concerned in such issue / offering of the Securities and to remunerate all such agencies and entities as may be involved in cash or otherwise including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue/offering of Securities and other expenses, if any or the like, subject to applicable laws and regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Underwriters, Advisors, Merchant Bankers and/or other persons as appointed by the Company wherever deemed necessary by the Board, be and is hereby authorised to determine the form, terms and timing of the issue(s)/ offering(s), including the class of investor(s) to whom the Securities are to be issued / allotted in aggregate and the number of securities to be issued in each tranche (subject to the overall specified limit), the issue price, face value, number of equity shares or other Securities upon conversion or redemption or cancellation of the Securities, the premium or

discount on issue / conversion / redemption of Securities, rate of interest, if any, period of conversion or redemption, listing on one or more Stock Exchanges in India and / or abroad and fixing of record date or book closure (if required) and related or incidental matters, as the Board in its absolute discretion may deem fit and accept any modifications / variations in the terms of issues as may be required by the authorities in such issues in India and / or abroad;

RESOLVED FURTHER THAT in case of allotment of Securities by way of QIP as per the provisions of Chapter VIII of the SEBI Regulations :

- i. the relevant date on the basis on which price of the resultant shares shall be determined as specified under the applicable law, shall be the date of the meeting in which the Board or the Committee of Directors duly authorised by the Board decides to open the proposed issue of Securities;
- ii. the allotment of Securities shall be completed within twelve months from the date of this resolution approving the proposed issue or such other time as may be allowed by the SEBI Regulations from time to time;
- iii. the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange, or except as may be permitted from time to time by the SEBI Regulations; and
- iv. the total amount raised in such manner should not, together with the over-allotment option exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year;

RESOLVED FURTHER THAT in the event of issue of Securities by way of GDRs and / or ADRs, the relevant date on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board or the Committee of Directors duly authorised by the Board decides to open the proposed issue of Securities;

RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to resolve and settle all questions and difficulties that may arise in the proposed issue / offer, allotment and conversion of any of the aforesaid Securities, utilization of the issue proceeds and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, without being required to seek any further consent or approval of the shareholders or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any Executive Director or Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES 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.



NOTICE

2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Business to be transacted at the meeting is annexed herewith.
3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 29th July, 2010 to Thursday, 5th August, 2010 (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 5th August, 2010 to those members whose name appear on the Company's Register of Members on 5th August, 2010 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 5th August, 2010. 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 109A of the Companies Act, 1956 permits nomination by shareholders of the Company in prescribed Form No. 2B. Shareholders are requested to avail this facility. The duly filled in and signed Form No. 2B should be sent to the Share Transfer Agent of the Company at their Nasik 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 Nasik 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. Facility of electronic credit of dividend directly to the respective bank accounts of our shareholders through National Electronic Clearing Service (NECS) is available. This facility is currently available at all the locations as clearly specified in the NECS Letter separately enclosed in this Annual Report. This is in addition to the Bank Mandate Facility that already exists whereby bank account details are printed on the dividend warrants. Shareholders who would like to avail of the NECS Mandate Facility are requested to complete and submit the form that is separately enclosed with this Annual Report, so as to reach the Company's Share Transfer Agent latest by 29th July, 2010. Kindly note that shareholders holding shares in dematerialized form would receive their dividend directly to the bank account nominated by them to their Depository Participant, as per SEBI directives.
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. In respect of the sub-division of shares, members who have not surrendered the physical share certificate(s) of face value of Rs. 10/- each for exchange of the physical share certificate(s) of Rs. 2/- each are requested to surrender the old share certificate(s) with the Share Transfer Agent. On surrender of the old share certificate(s), the new share certificate(s) will be dispatched to the concerned member.
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 re-appointment and other details as stipulated under Clause 49 of the Listing Agreement, are provided in the Annexure to the Notice.

By Order of the Board

K. Nath
Company Secretary

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

Mumbai : 27th April, 2010



EXPLANATORY STATEMENT

Explanatory Statement under Section 173(2) of the Companies Act, 1956 ("the Act")

Item No. 7

The members of the Company had approved the appointment of Mr. Rajeev A. Piramal as the Executive Vice Chairman of the Company for a period of 5 (five) years with effect from 26th October, 2005 at the 134th Annual General Meeting held on 29th December, 2006. The terms and conditions of Mr. Rajeev A. Piramal's remuneration were further modified and approved by the members at the 135th Annual General Meeting held on 21st September, 2007. To commensurate with the added responsibilities arising out of the expansion of the business activities, it is proposed to revise the remuneration of Mr. Rajeev A. Piramal with effect from 1st April, 2010 from Rs. 11,00,000/- per month to Rs. 12,50,000/- per month in the scale of Rs. 12,50,000/- to Rs. 22,00,000/- per month for the remaining tenure of his current appointment i.e. upto 25th October, 2010.

All other terms and conditions of appointment of Mr. Rajeev A. Piramal remain unchanged.

The draft of the agreement between the Company and Mr. Rajeev A. Piramal is available for inspection by the members of the Company at its Registered Office between 2.00 p.m. and 5.00 p.m. on any working day.

The contents of this explanatory statement may be treated as the memorandum of abstract of variation, as stipulated under Section 302 of the Act.

Pursuant to the provisions of the Act, the increase in remuneration is subject to the approval of the members of the Company. The Board therefore, recommends the resolution at Item no. 7 of the accompanying Notice for the approval of the members.

Mr. Rajeev A. Piramal, as it concerns himself, is deemed to be concerned or interested in this resolution. Ms. Urvi A. Piramal, Executive Chairperson, being a relative of Mr. Rajeev A. Piramal, is also deemed to be concerned or interested in the said resolution.

Item No. 8

Ms. Urvi A. Piramal was appointed as the Executive Chairperson of the Company for a period of 5 (five) years with effect from 12th December, 2005 and the same was approved by the members of the Company at the 134th Annual General Meeting held on 29th December, 2006. Thereafter at the 135th Annual General Meeting held on 21st September, 2007, the members of the Company had approved the revision in her remuneration without any change in other terms and conditions of her appointment.

In view of her significant and valuable contribution to the Company and as the Company is contemplating further growth by taking up various new projects, it is imperative that the Company should continue to benefit from her stewardship so as to achieve the growth plans so contemplated. Keeping the above in mind, the Board of Directors at its meeting held on 27th April, 2010, upon the recommendation of the Remuneration Committee at its meeting held on 27th April, 2010 considered the re-appointment of Ms. Urvi A. Piramal as the Executive Chairperson for a period of 5(five) years with effect from 12th December, 2010, not liable to retire by rotation, on the terms and conditions as set out in the resolution at Item No. 8 of the accompanying Notice.

Ms. Urvi A. Piramal satisfies all the conditions set out in Part I of Schedule XIII of the Act for being eligible for re-appointment.

The draft of the agreement between the Company and Ms. Urvi A. Piramal is available for inspection by the members of the Company at its Registered Office between 2.00 p.m. to 5.00 p.m. on any working day.

The contents of this explanatory statement may be treated as the memorandum of abstract, as stipulated under Section 302 of the Act.

Brief particulars of Ms. Urvi A. Piramal, as required under Clause 49 of the Listing Agreement is given as an Annexure to the Notice.

Pursuant to the provisions of the Act, the aforesaid re-appointment and the terms of remuneration are subject to the approval of the members of the Company. The Board, therefore, recommends the resolution at Item No. 8 of the accompanying Notice for the approval of the members.

Ms. Urvi A. Piramal, is deemed to be concerned or interested in this resolution. Mr. Rajeev A. Piramal, Executive Vice Chairman and Mr. Jaydev Mody, Director being relatives of Ms. Urvi A. Piramal, are also deemed to be concerned or interested in the said resolution.

Item No. 9

Mr. Rajeev A. Piramal was appointed as the Executive Vice Chairman of the Company for a period of 5 (five) years with effect from 26th October, 2005 and the same was approved by the members of the Company at the 134th Annual General Meeting held on 29th December, 2006. Thereafter at the 135th Annual General Meeting held on 21st September 2007, the members of the Company had approved the revision in his remuneration without any change in other terms and conditions of his appointment.

Mr. Rajeev A. Piramal has spearheaded the Company's achievement as one of the leading Real Estate Companies in the last few years. In view of his invaluable contribution to the Company and also in view of the fact that at this present juncture when the Company is contemplating further growth by setting of several new projects, it is imperative that the Company should continue to benefit from his experience to achieve the growth plans so contemplated. Keeping the above in mind, the Board of Directors at its meeting held on 27th April, 2010, upon the recommendation of the Remuneration Committee at its meeting held on 27th April, 2010 considered the re-appointment of Mr. Rajeev A. Piramal as the Executive Vice Chairman for a period of 5(five) years with effect from 26th October, 2010, not liable to retire by rotation, on the terms and conditions as set out in the resolution at Item No. 9 of the accompanying Notice.

Mr. Rajeev A. Piramal satisfies all the conditions set out in Part I of Schedule XIII of the Act for being eligible for re-appointment.

The draft of the agreement between the Company and Mr. Rajeev A. Piramal is available for inspection by the members of the Company at its Registered Office between 2.00 p.m. to 5.00 p.m. on any working day.

The contents of this explanatory statement may be treated as the memorandum of abstract, as stipulated under Section 302 of the Act.

Brief particulars of Mr. Rajeev A. Piramal, as required under Clause 49 of the Listing Agreement is given as an Annexure to the Notice.

Pursuant to the provisions of the Act, the aforesaid re-appointment and the terms of remuneration are subject to the approval of the members of the Company. The Board, therefore, recommends the resolution at Item No. 9 of the accompanying Notice for the approval of the members.

Mr. Rajeev A. Piramal, as it concerns himself, is deemed to be concerned or interested in this resolution. Ms. Urvi A. Piramal, Executive Chairperson, being a relative of Mr. Rajeev A. Piramal, is also deemed to be concerned or interested in the said resolution.



Item No. 10

Mr. Mahesh S. Gupta was appointed as the Executive Director of the Company for a period of 5 (five) years with effect from 26th October, 2005 and the same was approved by the members of the Company at the 134th Annual General Meeting held on 29th December, 2006. Thereafter, at the 135th Annual General Meeting held on 21st September, 2007, the members of the Company had re-designated Mr. Mahesh S. Gupta as Group Managing Director and also approved the revision in his remuneration without any change in other terms and conditions of his appointment.

During his tenure, Mr. Mahesh S. Gupta has contributed to the development of the Company as one of the leading Real Estate Companies. In view of his invaluable contribution to the Company and also in view of the fact that at this present juncture when the Company is contemplating further growth by setting of several new projects, it is imperative that the Company should continue to benefit from Mr. Mahesh S. Gupta's stewardship. Keeping the above in mind, the Board of Directors at its meeting held on 27th April, 2010, upon the recommendation of the Remuneration Committee at its meeting held on 27th April, 2010 considered the re-appointment of Mr. Mahesh S. Gupta as the Group Managing Director for a period of 5(five) years with effect from 26th October, 2010, not liable to retire by rotation, on the terms and conditions as set out in the resolution at Item No. 10 of the accompanying Notice.

Mr. Mahesh S. Gupta satisfies all the conditions set out in Part I of Schedule XIII of the Act for being eligible for re-appointment.

The draft of the agreement between the Company and Mr. Mahesh S. Gupta is available for inspection by the members of the Company at its Registered Office between 2.00 p.m. to 5.00 p.m. on any working day.

The contents of this explanatory statement may be treated as the memorandum of abstract, as stipulated under Section 302 of the Act.

Brief particulars of Mr. Mahesh S. Gupta, as required under Clause 49 of the Listing Agreement is given as an Annexure to the Notice.

Pursuant to the provisions of the Act, the aforesaid re-appointment and the terms of remuneration are subject to the approval of the members of the Company. The Board, therefore, recommends the resolution at Item No. 10 of the accompanying Notice for the approval of the members.

Except, Mr. Mahesh S. Gupta, no other Director is deemed to be concerned or interested in this resolution.

Item No. 11

Mr. Rajesh Jaggi was appointed as the Managing Director of the Company for a period of 5 (five) years with effect from 26th October, 2005 and the same was approved by the members of the Company at the 134th Annual General Meeting held on 29th December, 2006. Thereafter at the 136th Annual General Meeting held on 13th August, 2008, the members of the Company had approved the revision in his remuneration without any change in other terms and conditions of his appointment.

During his tenure, Mr. Rajesh Jaggi has contributed to the development of the Company as one of the leading Real Estate Companies. The Board of Directors at its meeting held on 27th April, 2010, upon the recommendation of the Remuneration Committee at its meeting held on 27th April, 2010 considered the re-appointment of Mr. Rajesh Jaggi as the Managing Director for a period of 5(five) years with effect from 26th October, 2010, not liable to retire by rotation, on the terms and conditions as set out in the resolution at Item No. 11 of the accompanying Notice.

Mr. Rajesh Jaggi satisfies all the conditions set out in Part I of Schedule XIII of the Act for being eligible for re-appointment.

The draft of the agreement between the Company and Mr. Rajesh Jaggi is available for inspection by the members of the Company at its Registered Office between 2.00 p.m. to 5.00 p.m. on any working day.

The contents of this explanatory statement may be treated as the memorandum of abstract, as stipulated under Section 302 of the Act.

Brief particulars of Mr. Rajesh Jaggi, as required under Clause 49 of the Listing Agreement is given as an Annexure to the Notice.

Pursuant to the provisions of the Act, the aforesaid re-appointment and the terms of remuneration are subject to the approval of the members of the Company. The Board, therefore, recommends the resolution at Item No. 11 of the accompanying Notice for the approval of the members.

Except, Mr. Rajesh Jaggi, no other Director is deemed to be concerned or interested in this resolution.

Item No. 12

The members of the Company at the 137th Annual General Meeting held on 10th August, 2009 had approved the raising of securities through various means including by way of Qualified Institutions Placement / ADR / GDR / FCCB, etc, subject to a ceiling of 6 crores shares or an amount not exceeding Rs. 750 crores. The said resolution was valid for a period of one year from the date of passing the resolution in terms of the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

At the Board Meeting held on 27th April, 2010, the Board of Directors had agreed to the proposal of raising funds by issue of Securities which may, subject to applicable laws and regulations, be offered in the course of Domestic / Follow on / International Offerings or Qualified Institutions Placement as prescribed under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations"), and / or Depository Receipts under the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 to Domestic / Foreign Investors / Institutional Investors / Foreign Institutional Investors / Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI Regulations.

In terms of Section 81(1A) of the Act and the Listing Agreement entered with the Stock Exchanges, in the case of any proposal to increase the subscribed capital of the Company by a further issue and allotment of shares, the shares should be first offered to the existing shareholders in the manner laid down in the said Section / Listing Agreement unless the shareholders decide otherwise in a general meeting.

The said Special Resolution, if passed, shall have the effect of allowing the Board of Directors on behalf of the Company to create, offer, issue and allot the securities as stated in the resolution, to persons other than the existing shareholders of the Company.

The Board recommends the Special Resolution as set out under Item No. 12 of the accompanying Notice for approval of the shareholders.

None of the Directors are concerned or interested in the above mentioned resolution.

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

Mr. C. M. Hattangdi

Date of Birth
20th July, 1930

Date of Appointment
26th February, 1993

Qualification

Mr. C. M. Hattangdi has completed his graduation from Bombay University with Chemistry and Physics as his major.



Profile and Expertise

Mr. C. M. Hattangdi started his career with Pfizer India Limited and rose to position of Marketing Director of pharmaceuticals and agricultural business in India and Vice President – Agricultural business in Phillipines. He joined Parke Davis as Chairman and Managing Director from 1977 to 1988. He joined in 1988 Nicholas Laboratories India Limited (now Piramal Healthcare Limited) as Managing Director and continued till June 1998. He was inducted on the Board of the Company in February, 1993

Shareholding in the Company

Mr. C. M. Hattangdi holds 500 equity shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)

Directorship

The Swastik Safe Deposit & Investments Limited

Chairman of Board Committees

None

Member of Board Committees

None

Mr. Sudhindar Khanna

Date of Birth

19th January, 1953

Date of Appointment

31st January, 2008

Qualification

Mr. Sudhindar 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. Sudhindar 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 40,000 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. He serves on the boards of United Spirits and HSBC Insurance.

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. Sudhindar Khanna does not hold any equity shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)**Directorships**

Blue Star Design and Engineering Limited
 Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited
 Facet Construction Engineering Private Limited
 IEP Fund Advisors Private Limited
 Navbharat Achieve Express Private Limited
 United Spirits Limited

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 distinction and also has a post graduate degree in Business Administration with specialization in Finance from Vrije University of Brussels. In addition, he has graduated from the Defence Services Staff Colleges, Wellington and was awarded a Masters Degree in Defence and Strategic studies from Madras University. He has successfully completed the Higher Command course from the Army War College, Mhow, this course 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.

Shareholding in the Company

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

Directorship and committee memberships (excluding Peninsula Land Limited)**Directorships**

Great Offshore Limited
 The Waterbase Limited

Chairman of Board Committees

Great Offshore Limited – Shareholders' Grievance Committee

Member of Board Committees

The Waterbase Limited – Audit Committee



Ms. Urvi A. Piramal

Date of Birth

19th July, 1952

Date of Appointment

6th September, 1984

Qualification

Ms. Urvi A. Piramal has a Bachelor of Science degree and has attended the Advanced Management Program at Harvard Business School.

Profile and Expertise

Ms. Urvi A. Piramal oversees a professionally managed business group in India with business interest in real estate, textiles, engineering, entertainment and sports. She is the guiding force behind the Group's sustained and profitable growth; which is bringing the Group companies closer to realizing her vision of touching the lives of one in five people around the globe.

Ms. Urvi A. Piramal joined the Group's Textile division in 1984 and modernized the operations while focusing on higher levels of quality and productivity. Ms. Piramal plays a leading role in envisioning and formulating the Group's strategies in the businesses. The Group's real estate foray has been driven by her foresight and her sharp business acumen has played an immeasurable role in placing Peninsula Land Limited as one of the top real estate companies in India. She has been a member of Technology and Quality Improvement Committee of the Indian Merchants' Chamber since its inception in 1994, and also the Chairperson of Supply Chain and Retail Business (Internal Trade) Committee (2004-2005).

Ms. Piramal has received a number of awards for her contribution to business. She was awarded the Qimpro Gold Standard Award for excellence in managing quality improvement programmes across the Group. She has won the Outstanding Woman Industrialist Award presented by the Marinelines Junior Chamber and the Yami Woman Award for her outstanding contribution to business by The ITC Grand Central. She also has to her credit the Cheminor Award from the Indian Institute of Materials Management.

She is a trustee of the Piramal Education Trust, Ashok G. Piramal Trust and Urvi Ashok Piramal Foundation which has been set up for the underprivileged. Piramal Education Trust runs a childrens' school at Bagar in Rajasthan.

She is on the board of Population First, an NGO working on population and health issues within the framework of womens' rights and social development.

Ms. Piramal is a keen wild lifer and spends her leisure time reading, listening to music and traveling extensively.

Shareholding in the Company

Ms. Urvi A. Piramal holds 2,53,13,900 equity shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)

Directorships

Ashok Piramal Enterprises Private Limited

Ashok Piramal Management Corporation Limited

Crossroads Shoppertainment Private Limited

Delta Magnets Limited

Goldlife Mercantile Company Private Limited

Highpoint Agro Star Private Limited

Jammin Recreation Private Limited
 Just Textiles Limited
 L & T Crossroads Private Limited
 Lifestar Hospitality Private Limited
 Lifezone Mercantile Private Limited
 Miranda Few Tools Private Limited
 Morarjee Textiles Limited
 Omega Multitrade Private Limited
 Onestar Mercantile Company Private Limited
 Onestar Trading Company Private Limited
 Oneup Mercantile Company Private Limited
 Peninsula Trustee Limited
 Piramyd Retail and Merchandising Private Limited
 PMP Auto Components Private Limited
 Pune Football Club Limited
 Seastar Trading Company Private Limited
 Supertime Trading Private Limited
 Topstar Mercantile Private Limited
 Toptech Mercantile Company Private Limited

Chairperson of Board Committees

None

Member of Board Committees

None



Mr. Rajeev A. Piramal

Date of Birth

12th May, 1976

Date of Appointment

27th July, 2004

Qualification

Mr. Rajeev A. Piramal holds a BBA (Bachelor in Business Administration) from Baldwin Wallace College, Cleveland, USA.

Profile and Expertise

Mr. Rajeev A. Piramal spearheads the real estate business of the Ashok Piramal Group. Mr. Piramal is the chief strategist and leverages his in-depth understanding of the business to enhance the growth of the Company.

Mr. Piramal leads a strong team of managers with a mission of delivering premium value to all stakeholders. With a vision and keen understanding of the dynamic market trends, Mr. Piramal has grown Peninsula Land Limited from Mumbai-based to multiple locations real estate Company.

Mr. Piramal was a part of the team that developed the first textile mill land in Mumbai, after it was opened up for development in Mumbai. Peninsula Corporate Park was developed on textile mill land in Central Mumbai and this project transformed Lower Parel into a new age business district.

His implicit sense of business has enabled Peninsula Land Limited to carve a niche for itself in the real estate sector. With a strong business strategy, Mr. Piramal has ensured that the Company has been consistently growing. Peninsula Land Limited is the only real estate Company in India whose profit increased in 2009 over the previous year, according to a survey by Business Today (Date: November, 2009).

Amongst other accolades, Mr. Piramal was featured in the Top 50 Young Achievers selected by one of India's largest circulating business magazines.

Shareholding in the Company

Mr. Rajeev A. Piramal holds 23,41,135 equity shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)

Directorships

Ashok Piramal Enterprises Private Limited

Ashok Piramal Management Corporation Limited

Ashok Piramal Mega Properties Private Limited

Ashok Piramal Mega-City Development Private Limited

Ashok Piramal Township Development Private Limited

City Parks Private Limited

Delta Corp Limited

Goldlife Mercantile Company Private Limited

Highpoint Agro Star Private Limited

Inox Mercantile Company Private Limited

Lifestar Hospitality Private Limited

Lifezone Mercantile Private Limited
 Miranda Few Tools Private Limited
 Omega Multitrade Private Limited
 Onestar Mercantile Company Private Limited
 Onestar Trading Company Private Limited
 Oneup Mercantile Company Private Limited
 Peninsula Investment Management Company Limited
 Peninsula Mega Properties Private Limited
 Peninsula Mega Township Developers Private Limited
 Peninsula Mega-City Development Private Limited
 Peninsula Pharma Research Centre Private Limited
 Peninsula Real Estate Management Private Limited
 Peninsula Real Estate Services Private Limited
 Peninsula SA Realty Private Limited
 Peninsula Townships Development Private Limited
 Planetview Mercantile Company Private Limited
 PMP Auto Components Private Limited
 Powerjet Carriers and Transporters Private Limited
 Pune Football Club Limited
 Pune Sports Club Private Limited
 Rockfirst Real Estate Limited
 RR Mega City Builders Private Limited
 RR Mega Property Developers Private Limited
 RR Real Estate Development Private Limited
 Seastar Trading Company Private Limited
 Supertime Trading Private Limited
 Takenow Property Developers Private Limited
 Topstar Mercantile Private Limited
 Toptech Mercantile Company Private Limited
 Topvalue Real Estate Development Private Limited
 Truewin Realty Private Limited

Chairman of Board Committees

Peninsula Investment Management Company Limited – Audit Committee

Member of Board Committees

Delta Corp Limited – Share Transfer and Investors’ Grievance Committee



NOTICE

Mr. Mahesh S. Gupta

Date of Birth

30th June, 1956

Date of Appointment

26th October, 2005

Qualification

Mr. Mahesh S. Gupta has an Honours Degree in B.Com; L.L.B (Gen.), Fellow Member of The Institute of Chartered Accountants of India and also of The Institute of Company Secretaries of India. He has an outstanding academic record and rank holder and a Silver Medallist in Company Secretaries Final examination.

Profile and Expertise

As Group Managing Director of the Ashok Piramal Group, Mr. Mahesh S. Gupta oversees all the businesses of the Group which comprises mainly Real Estate (Peninsula Land Limited), Textiles (Morarjee Textiles Limited, Integra Apparels and Textiles Limited), Engineering (Miranda Tools, PMP Auto Components Private Limited, PMP Bakony Ablaktörlő-rendszerek Kft and PMP PAL International s.r.o.)

Mr. Gupta plays the role of formulating the Group's business strategy and steering the Group to achieve its goals. As a senior member in the Group, he plays a very significant role in guiding each business to attain profitable and sustained growth. In the last five years, under his leadership, the Group formulated an aggressive plan which has seen the businesses grow few folds.

Mr. Gupta's expertise in mergers and acquisitions has further accelerated growth in all the business, particularly in the real estate and auto-components businesses. Under his stewardship, the Group made two acquisitions in the auto-components business in Europe. In 2007, PMP Auto Components Private Limited acquired Bakony Wipers (now PMP Bakony Ablaktörlő-rendszerek Kft) from Hungary and the following year, PAL International (now PMP PAL International s.r.o.) from the Czech Republic was acquired.

Mr. Gupta has over 3 decades of professional experience in business management and in all aspects of Corporate Finance such as treasury management, mergers and acquisitions, strategic planning, direct taxation, company law matters, etc.

He is in the current position for the last 5 years and formerly he has worked with the Piramal Group for over 22 years including 9 years as Group CFO and Whole Time Director of Nicholas Piramal (India) Limited (now Piramal Healthcare Limited). He has also worked with RPG Group as Group CFO and Management Board Member and as CEO-Welspun India Limited.

Mr. Gupta has received a number of recognitions for his business and professional acumen. He was awarded the CFO of the Year Award, Special Commendation for Financial Excellence (Mergers & Acquisitions Category) by IMA (formerly known as EIU), New Delhi.

Mr. Gupta is on the Board of several Listed Companies and has also been associated with various Committees of The Institute of Chartered Accountants of India (ICAI), Member Governing Council of Indian Association Corporate CFOs and Treasurers (InACT), Advisory Board of Chennai Business School.

Shareholding in the Company

Mr. Mahesh S. Gupta holds 300 equity shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)**Directorships**

Ashok Piramal Management Corporation Limited

Ceat Limited

City Parks Private Limited

Delta Corp Limited

Delta Magnets Limited

Just Textiles Limited

Morarjee Castiglioni (India) Private Limited

Morarjee Textiles Limited

Peninsula Holdings and Investments Private Limited (formerly known as Boom Realty Private Limited)

Peninsula Investment Management Company Limited

Peninsula Pharma Research Centre Private Limited

Renato Finance & Investments Private Limited

RPG Life Sciences Limited

Topvalue Brokers Private Limited

Chairman of Board Committees

Ceat Limited – Shareholders' and Investors' Grievance Committee

Delta Corp Limited – Audit Committee

Delta Magnets Limited – Audit Committee

RPG Life Sciences Limited – Shareholders' and Investors' Grievance Committee

Member of Board Committees

Ceat Limited – Audit Committee

Just Textiles Limited – Audit Committee

Morarjee Textiles Limited – Investors' Grievance Committee

Peninsula Investment Management Company Limited – Audit Committee

RPG Life Sciences Limited – Audit Committee



NOTICE

Mr. Rajesh Jaggi

Date of Birth

7th January, 1969

Date of Appointment

26th October, 2005

Qualification

Mr. Rajesh Jaggi is a Management professional from Babson Graduate School of Business, Boston.

Profile and Expertise

Mr. Rajesh Jaggi is responsible for the direction and performance of the real estate business of the Ashok Piramal Group, Peninsula Land Limited, Peninsula Realty Fund and Peninsula Facility Management Services Limited. Under Mr. Jaggi's leadership, Peninsula Land Limited has extended its reach from solely a Mumbai based developer to extending its presence across western and southern India. Under Mr. Jaggi's guidance, the Company has diversified from Commercial, Residential and Retail to SEZ, Townships and IT Parks. He has been instrumental in transacting assets totaling to 3 million sq. ft., acquisition of land having developed area of around 30 million sq. ft. He is currently spearheading the development of around 40 million sq. ft. Mr. Jaggi has over thirteen years of experience in every sector of the real estate business, from sourcing new ventures, construction management, facility management, marketing and sales. In real estate since 1996, Mr. Jaggi's previous experience as Executive Director at Orbit Group of Companies has equipped him with the knowledge and operational skills required to make a difference in the running of the Company.

Mr. Jaggi has been a major driving force in developing the Facility Management Business and also in the launch of the Real Estate Fund.

Shareholding in the Company

Mr. Rajesh Jaggi holds 65,000 equity shares of the Company.

Directorship and committee memberships (excluding Peninsula Land Limited)

Directorships

Addvalue Trading Company Private Limited
Antarctica Trading Company Private Limited
Ashok Piramal Mega Properties Private Limited
Ashok Piramal Mega-City Development Private Limited
Ashok Piramal Township Development Private Limited
City Parks Private Limited
Delta Corp Limited
Delta Magnets Limited
Highstreet Cruises and Entertainment Private Limited
Inox Mercantile Company Private Limited
Peninsula Holdings and Investments Private Limited
(formerly known as Boom Realty Private Limited)
Peninsula Investment Management Company Limited

Peninsula Mega Township Developers Private Limited
Peninsula Real Estate Management Private Limited
Peninsula Real Estate Services Private Limited
Planetview Mercantile Company Private Limited
Red Rocket Entertainment Private Limited
Rishiraj Enterprises Limited (formerly known as Rishiraj Enterprises Private Limited)
Rockfirst Real Estate Limited (formerly known as Rockfirst Real Estate Private Limited)
RR Mega City Builders Private Limited
RR Mega Property Developers Private Limited
RR Real Estate Development Private Limited
Takenow Property Developers Private Limited

Chairman of Board Committees

None

Member of Board Committees

Delta Corp Limited – Audit Committee



DIRECTORS' REPORT



DIRECTORS' REPORT

Dear Shareholders,

1. The Directors have pleasure in presenting their 138th Annual Report and the Audited Accounts for the year ended 31st March, 2010 together with the Auditor's Report thereon.

2. Financial Results

Rs. in lakhs

Particulars	For the year ended 31 st March, 2010	For the year ended 31 st March, 2009
Total Income	81,704.93	59,595.36
Profit Before Extraordinary & Exceptional Items	38,589.84	19,751.49
Extraordinary & Exceptional Items	5,023.23	1,600.77
Profit before tax	33,566.61	18,150.72
Less : Tax	5,129.11	3,198.89
Profit after Tax	28,437.50	14,951.83
Reversal of Excess Tax Provision for Earlier Years	648.75	-
Profit Brought Forward from Previous Year	21,680.90	13,656.94
Net Profit available for appropriation	50,767.15	28,608.77
Appropriation :		
Transfer to General Reserve	5,000.00	1,496.00
Transfer to Debenture Redemption Reserve	-	2,492.00
Proposed Dividend on Preference Shares	0.01	0.01
Proposed Dividend on Equity Shares	4,188.01	2,512.81
Distribution Tax Thereon	695.57	427.05
Profit carried to the Balance Sheet	40,883.56	21,680.90

3. Dividend

Preference Shares

The Board of Directors have recommended dividend of Re. 0.50 per Preference Share of Rs. 10/- each for the year ended 31st March, 2010.

Equity Shares

The Board of Directors have recommended dividend of Rs. 1.50 per Equity Share of Rs. 2/- each for the year ended 31st March, 2010.

The dividend will be free of tax in the hands of the shareholders. Total cash outflow on account of these dividend payments together with distribution tax will be Rs. 4,883.58 lakhs.

4. Operations of the Company

During the year ended 31st March, 2010, the Company has earned revenue of Rs. 81,704.93 lakhs as compared to Rs. 59,595.36 lakhs for the previous year ended 31st March, 2009. Profit after Tax was Rs. 28,437.50 lakhs as against Rs. 14,951.83 lakhs in the previous year.

5. Management Discussion and Analysis Report

As required by Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis Report is appended to this report.

6. Corporate Governance

As required by Clause 49 of the Listing Agreement, a Report on Corporate Governance is appended together with a Certificate on Corporate Governance from M/s. Nilesh G. Shah, Practising Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49.

As a part of good Corporate Governance, the Board of Directors of the Company has appointed M/s. Mahesh S. Darji, Practising Company Secretary to conduct Secretarial Audit of the Company. The Secretarial Compliance Certificate in respect of compliance of all rules, regulations under the various applicable provisions of the Companies Act, 1956, SEBI Regulations and the applicable regulations under the Listing Agreement entered with the Stock Exchanges is provided in the Annual Report.

7. Directorate

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. C. M. Hattangdi, Mr. Sudhindar Khanna and Lt. Gen. Deepak Summanwar, Directors of the Company retire by rotation at this Annual General Meeting and being eligible, offer themselves for re-appointment.

Ms. Urvi A. Piramal, Mr. Rajeev A. Piramal, Mr. Mahesh S. Gupta and Mr. Rajesh Jaggi are being re-appointed as the Executive Chairperson, Executive Vice Chairman, Group Managing Director and Managing Director respectively for a period of 5 (five) years.

8. Auditors

The Auditors, M/s. Haribhakti & Co., retire at this Annual General Meeting and are eligible for re-appointment. The Board recommends their re-appointment as Auditors to audit the accounts of the Company for the financial year 2010-2011.

The Company has received a letter from the Auditors to the effect that their re-appointment, if made, will be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for re-appointment within the meaning of Section 226 of the said Act.

9. Particulars of Employees

The Directors acknowledge with thanks the contribution made by the employees towards the growth of the Company and appreciate their unstinted co-operation and support to the Management.

Any member interested in obtaining a copy of the statement of particulars of employees referred to in Section 217(2A) of the Companies Act, 1956, may write to the Company Secretary at the Registered Office of the Company.

10. Subsidiary Companies/ Consolidated Accounts

With a view to restructure and consolidate the holdings of the Company and for administrative convenience of holding investments in a single Company, it was decided that an Intermediate Wholly Owned Subsidiary Company i.e. Peninsula Holdings and Investments Private Limited (formerly known as Boom Realty Private Limited) would hold the investments of the Company in the following Subsidiary Companies :-

- (i) City Parks Private Limited
- (ii) Inox Mercantile Company Private Limited
- (iii) Peninsula Facility Management Services Limited
- (iv) Peninsula Investment Management Company Limited
- (v) Peninsula Mega Township Developers Private Limited
- (vi) Peninsula Pharma Research Centre Private Limited



DIRECTORS' REPORT

- (vii) Peninsula Trustee Limited
- (viii) Planetview Mercantile Company Private Limited
- (ix) Rishiraj Enterprises Limited
- (x) RR Mega Property Developers Private Limited
- (xi) RR Real Estate Development Private Limited
- (xii) Takenow Property Developers Private Limited

By virtue of the said transfer, Peninsula Holdings and Investments Private Limited has become the Holding Company of the above 12 Subsidiary Companies and the said Subsidiary Companies have become the step down Subsidiary Companies of the Company.

The following Companies however remain the Subsidiary Company of Peninsula Land Limited :

1. Champs Elysee Enterprises Private Limited
2. Peninsula Mega Properties Private Limited
3. Renato Finance & Investments Private Limited

The Central Government has granted exemption under Section 212(8) of the Companies Act, 1956, from attaching to the Balance Sheet of the Company, the Accounts and the other documents of its Subsidiary Companies. However, the Consolidated Financial Statements of the Company, which include the results of the said Subsidiary Companies, are included in this Annual Report. In accordance with the Guidelines of Accounting Standard - 21 issued by The Institute of Chartered Accountants of India, the financial statements of Rishiraj Enterprises Limited have not been included in the said Consolidated Financial Statements of the Company, since it ceased to be a subsidiary of the Company with effect from 19th April, 2010. Further, a statement containing the particulars prescribed under the terms of the said exemption for each of the Company's Subsidiaries are also enclosed. Copies of the Audited Annual Accounts and related detailed information of all the Subsidiary Companies can also be sought by any investor of the Company or its Subsidiaries on making a written request to the Company Secretary at the Registered Office of the Company in this regard. The Annual Accounts of the Subsidiary Companies are also available for inspection at the Company's and / or the concerned Subsidiaries' Registered Office.

Details of the various Subsidiary Companies are as under:

Peninsula Holdings and Investments Private Limited ("PHIPL") (formerly known as Boom Realty Private Limited)

During the year under review, the name was changed from Boom Realty Private Limited to Peninsula Holdings and Investments Private Limited. During the year ended 31st March, 2010, PHIPL had incurred a loss of Rs. 5.21 lakhs as against the loss of Rs. 0.03 lakhs for the previous year.

PHIPL is now the Holding Company of 12 Subsidiary Companies (as mentioned above) which were earlier the Subsidiary Companies of Peninsula Land Limited.

City Parks Private Limited ("City Parks")

City Parks is in the business of development of Real Estate in Pune. During the year ended 31st March, 2010, City Parks had not generated any revenue and incurred loss of Rs. 0.90 lakhs. The corresponding figures of revenue and loss for the previous year were Rs. 0.05 lakhs and Rs. 10.48 lakhs.

Inox Mercantile Company Private Limited ("Inox")

Inox is in the business of Real Estate Development project in Goa. During the year ended 31st March, 2010, Inox had not generated any income and the project expenses were transferred to work in progress.

Peninsula Facility Management Services Limited ("PFMS")

PFMS is mainly rendering maintenance and housekeeping services to various properties. During the year ended 31st

March, 2010, PFMS earned total revenue of Rs. 1,414.00 lakhs and incurred loss of Rs. 100.74 lakhs as against the total revenue of Rs. 1,514.95 lakhs and loss of Rs. 266.66 lakhs in the previous year.

PFMS was converted in to a Public Limited Company during the year under review.

Peninsula Investment Management Company Limited ("PIMCL")

PIMCL is rendering mainly investment advisory services. During the year ended 31st March, 2010, PIMCL earned total revenue of Rs. 383.91 lakhs and profit of Rs. 82.03 lakhs. The corresponding figures of total revenue and profit for the previous year were Rs. 421.89 lakhs and Rs. 37.60 lakhs.

Peninsula Mega Township Developers Private Limited ("PMTDPL")

PMTDPL is undertaking Real Estate Development project in Nasik. During the year ended 31st March, 2010, PMTDPL had incurred loss of Rs. 0.83 lakhs as against Rs. 0.73 lakhs during the previous period.

Peninsula Pharma Research Centre Private Limited ("PPRCPL")

PPRCPL is in the business of Real Estate Development at Goa. During the year ended 31st March, 2010, PPRCPL had not generated any revenue as against total revenue of Rs. 1.25 lakhs during the previous year ended 31st March, 2009. The project expenses of PPRCPL were transferred to work in progress.

Peninsula Trustee Limited ("PTL")

PTL is in the business of managing various Real Estate Funds. During the year ended 31st March, 2010, PTL had earned total revenue of Rs. 4.44 lakhs and profit of Rs. 1.28 lakhs. The corresponding figures of total revenue and profit for the previous year were Rs. 4.53 lakhs and Rs. 3.51 lakhs.

Planetview Mercantile Company Private Limited ("Planetview")

Planetview is in the business of Real Estate development project in Goa. During the year ended 31st March, 2010, Planetview had not generated any income and the project expenses were transferred to work in progress.

RR Mega Property Developers Private Limited ("RR Mega Property")

RR Mega Property is undertaking the Real Estate Development project in Hyderabad. During the year under review, RR Mega Property had not generated any income and the project expenses were transferred to work in progress.

RR Real Estate Development Private Limited ("RR Real Estate")

During the year ended 31st March, 2010, RR Real Estate earned total revenue of Rs. 143.52 lakhs and incurred loss of Rs. 96.63 lakhs. The corresponding figures of total revenue and profit for the previous year were Rs. 197.40 lakhs and Rs. 4.29 lakhs.

Takenow Property Developers Private Limited ("Takenow")

During the year ended 31st March, 2010, Takenow had incurred a loss of Rs. 11.20 lakhs as against the loss of Rs. 0.05 lakhs for the previous year.

Renato Finance & Investments Private Limited ("Renato")

Renato is a registered Non Banking Financial Company with Reserve Bank of India. During the year ended 31st March, 2010, Renato's total revenue from the financial and investment activities was Rs. 94.33 lakhs as against the previous year's revenue of Rs. 74.70 lakhs. The profit after tax for the current year was Rs. 2.58 lakhs as against Rs. 3.25 lakhs for the previous year ended 31st March, 2009.

Peninsula Mega Properties Private Limited ("PMPPL")

During the year ended 31st March, 2010, PMPPL had incurred a loss of Rs. 0.67 lakhs. The loss for the previous year was Rs. 0.18 lakhs.

Champs Elysee Enterprises Private Limited ("Champs Elysee")

During the year ended 31st March, 2010, Champs Elysee had incurred a loss of Rs. 0.59 lakhs as against Rs. 0.37 lakhs during the previous year.



11. Fixed Deposits

During the year ended 31st March, 2010, the Company had transferred 3 Fixed Deposits amounting to Rs. 0.30 lakhs to Investor Education and Protection Fund. As on 31st March, 2010, 5 Fixed Deposits amounting to Rs. 0.56 lakhs however remains unclaimed due to lack of instructions from deposit holders.

12. Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 1956 ("the Act"), we hereby state that :

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- ii) your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2010 and its profit for the year ended on that date;
- iii) your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) your Directors have prepared the Annual Accounts for the year ended 31st March, 2010 on a going concern basis.

13. Employee Stock Option Scheme

During the year under review, the Company has not granted any stock options. Disclosures as required by Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are attached herewith and marked as Annexure A.

14. Group for Inter se Transfer of Shares

As required under Clause 3(1)(e)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, persons constituting group (within the meaning as defined in the Monopolies and Restrictive Trade Practices Act, 1969) for the purpose of availing exemption from applicability of the provisions of Regulations 10 to 12 of the aforesaid SEBI Regulations are attached herewith and marked as Annexure B and the said Annexure B forms a part of this Annual Report.

15. Conservation of energy and technology absorption

In view of the nature of activities which are being carried on by the Company, particulars required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, read with Section 217(1)(e) of the Companies Act, 1956, are not applicable.

16. Foreign Exchange earning and outgo

There was no Foreign Exchange earning during the year under review. In respect of the Foreign Exchange outgo, disclosure of information as required under Rule 2(C) of Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is already given in Schedule 14 forming part of the Audited Annual Accounts.

17. Acknowledgement

The Directors express their deep gratitude and thank the Central and State Governments as well as their respective Departments and Development Authorities connected with the business of the Company, contractors and consultants and also Banks, Financial Institutions and shareholders for their continued support and encouragement.

By Order of the Board

Urvi A. Piramal
Chairperson

Mumbai: 14th June, 2010

ANNEXURE – “A”

DISCLOSURES REGARDING STOCK OPTIONS

Disclosure pursuant to the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“the SEBI Guidelines”), as on 31st March, 2010 are given below:

	Grant 3 rd October, 2006	Grant 25 th October, 2007	Grant 6 th June, 2008
Options granted	11,25,000	1,17,500	7,70,000
The pricing formula	The options were granted at a consideration of Rs. 70/- per option.		
Options vested	8,663	750	1,90,125
Options exercised and the total number of shares arising as a result of exercise of options	Nil	Nil	Nil
Options Lapsed	10,16,623	1,12,250	6,125
Variation of terms of options	Nil	Nil	Nil
Money realized by exercise of options	Nil	Nil	Nil
Total number of options in force	1,08,377	5,250	7,63,875
Employee wise details of options granted to			
i. Senior managerial personnel;	All Stock Options as aforesaid, have been granted to Senior Management Personnel of the Company.		
ii. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;	The following employees have received a grant amounting to 5% or more of the options granted during the period 2006-2007 i. Mr. Rajesh Jaggi – Managing Director ii. Mr. Giridhar Rajagopalan – Vice President – Projects iii. Mr. Sanjay Mhapankar – Chief Executive Officer	Only Mr. Anil Pandit, Chief Operating Officer has received a grant amounting to 5% or more of options granted during the year 2007-2008.	Only Mr. Rajesh Jaggi, Managing Director has received a grant amounting to 5% or more of options granted during the year 2008-2009.
iii. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NIL	NIL	NIL
Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 “Earnings Per Share”	Rs. 10.41		



DIRECTORS' REPORT

Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	Had the Company followed fair value method for accounting the cost of stock options, the employee compensation expense for the year would have been higher by Rs. 78 lakhs. Consequently, profit after tax would have been lower by Rs. 78 lakhs and the basic EPS would have been Rs. 10.39 per share and diluted EPS would have been Rs. 10.38 per share.		
	Risk free Interest Rate – 7.1% Expected life – 3 years Volatility – 121% Dividend Yield – 0.61% Market price of share at the time of grant – Rs. 61.28	Risk free Interest Rate – 7.7% Expected life – 3 years Volatility – 36.20% Dividend Yield – 0.71% Market price of share at the time of grant – Rs. 131.30	Risk free Interest Rate – 7.25% Expected life – 3 years Volatility – 45.26% Dividend Yield – 1.28% Market price of share at the time of grant – Rs. 71.50
Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock on the grant date.	Weighted average exercise price of options is Rs. 70/- Weighted average fair value of options is Rs. 29.48		

ANNEXURE – “B”

GROUP COMPANIES

The following are the list of persons constituting group coming within the definition of ‘group’ as defined in the Monopolies and Restrictive Trade Practices Act, 1969 (‘MRTP’) for the purpose of availing exemption from the applicability of the provisions of Regulations 10 to 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (‘the Regulations’), as provided in Clause 3(1)(e)(i) of the Regulations :

Ms. Urvi A. Piramal	NHUR Trading and Mercantile LLP
Mr. Harshvardhan A. Piramal	Omega Multitrade Private Limited
Mr. Rajeev A. Piramal	Onestar Mercantile Company Private Limited
Mr. Nandan A. Piramal	Onestar Trading Company Private Limited
Ashok Piramal Group Engineering Trust	Oneup Mercantile Company Private Limited
Ashok Piramal Group Real Estate Trust	Snuggles Trading LLP
Ashok Piramal Group Textiles Trust	Supertime Trading Private Limited
Cross World Trade and Mercantile LLP	Topstar Mercantile Private Limited
Goldlife Mercantile Company Private Limited	Toptech Mercantile Company Private Limited
Kroma Trade and Mercantile LLP	Yanky Trading LLP
Lifestar Hospitality Private Limited	



MANAGEMENT DISCUSSION & ANALYSIS



1. Economic overview

Multi-speed revival was the buzzword for 2009-10 - slow growth in OECD (Organisation for Economic Cooperation and Development) countries and high growth in India and China. There was a distinct turnaround in the economic climate in India in 2009-10, post a challenging 2008-09. The economy has grown by 7.4% in 2009-10, an impressive growth by global standards. India is expected to exceed International Monetary Fund's projected gross domestic product (GDP) growth rate of 8.5% in 2010-11, according to Union Finance Minister, Mr. Pranab Mukherjee.

One of the key drivers of the recent rally in Indian stocks, Foreign Institutional Investors (FIIs) have pumped in nearly Rs. 43,000 crore into the Indian markets between January and April 1, 2010, according to the data released by the Securities and Exchange Board of India (SEBI). Heavy inflows from FIIs also propelled the Rupee to a 19-month high against the US Dollar on April 5, 2010. It is clear now that recovery is firmly taking root though inflation remains a cause for worry. Exports are up quite sharply and industrial production has exhibited strong growth during the year. The Index of Industrial Production (IIP) for the financial year 2009-10, stood at 10.4% as against 2.8% in 2008-09.

The above factors bode well for the Indian economy in general and the real estate sector in particular. Further, there exist strong growth drivers that will propel the economy and the industry in the coming years. These include rising per capita income, rapid urbanisation, strong domestic demand as well as a conducive political climate. The country's demographics too are extremely favourable with 70% of the population being below 35 years of age. These growth drivers will ensure a huge demand for housing, offices and other real estate in the coming years.

Urbanisation is a key indicator of economic development and should be seen as a positive factor for overall development. The urban sector presently contributes about 62-63% of the GDP and this is expected to increase to 75% by 2021. India is likely to see rapid urbanisation, with around 45% of Indians living in urban areas by 2050, up from 30% in 2007-08, according to a study by National Council of Applied Economic Research (NCAER) and Future Capital Research. This will lead to an increase in the residential and commercial segment of real estate.

2. Industry overview

The real estate sector has been positively impacted with the revival in the economy. The rise in industrial and business expansion and easier accessibility of funds led to a distinct recovery in the property markets in the latter part of 2009. The market sentiment is now fairly positive and demand for real estate especially housing is increasing. The return of liquidity (on the back of FDI, QIPs, non-core asset sales and banks reconsidering lending to the realty sector) in the real estate sector has also led to an improvement in the cash flows of realty players, subsequently resulting in renewed construction of stalled projects as well as new launch announcements. Several realty players are also looking at primary markets to raise funds via IPOs.

However, neither volumes nor prices witnessed any significant appreciation during the year due to high inventory with several developers as well as excess supply in many micro-markets. Yet, analysts and industry experts believe that long term prospects of the real estate sector in India remain promising. The country's growing young population, rapid urbanisation, growth in industry and services and rapid development of tourism are factors that will propel real estate demand in the long term. While a rise in mortgage rates remains a concern, analysts believe this can be countered to some extent with an expected rise in income levels. Indian corporates are returning to double-digit wage/hiring growth trends with hiring activity across sectors especially IT picking up and India expected to have the highest wage growth in Asia in 2010.

The Government has also done its bit to unlock the potential of this sector. The stimulus package coupled with the RBI's move allowing banks to provide special treatment to the real estate sector had a positive impact on the industry. Sops have also been given to the realty sector in Budget 2009-10. Some measures include:

- Tax holiday on profits from projects initiated in 2007-08 to developers of affordable housing projects (units of 1,000-1,500 sq. ft.). Such projects should be completed before March 1, 2012.
- Providing support to borrowers by way of interest subvention of 1% on all housing loans up to Rs 10 lakh to individuals, provided the cost of the house does not exceed Rs. 20 lakh.
- Although the tightening of service tax rules for the property sector will lead to an increase in costs of residential and commercial real estate, an income tax cut should improve at least housing affordability which will partially mitigate the effect of a service tax led price increase.

Residential segment

Almost 80% of the real estate developed in India is residential in nature. The population boom, rapid urbanization and rising per capita disposable incomes are just some of the factors that have ensured the continued growth of this segment in the country. In fact, the housing sector led the recovery of the real estate sector in 2009. The demand for residential real estate strengthened during the year due to economic recovery, job security and lower interest rates on home loans. This was accompanied by high price corrections in suburban and peripheral markets across major cities. A shift towards ready-to-move-in properties was also observed in the former part of the year. Developers began to focus on affordable and mid-segment housing during this time. In 2H 2009, quite a few launches (mostly in the affordable segment) were met with a healthy response from home buyers across major cities. Consequently, many developers are considering enhancing their execution capabilities in the affordable housing space. Institutional investors have also been encouraged by the renewed momentum in this sector to look at new investment opportunities in this space.

Commercial segment

The demand for commercial property has exploded with the growth of the economy since liberalisation in 1991. IT, FMCG, telecommunications and financial services sectors have been some of the growth drivers of commercial office space in India in cities such as Bengaluru, Mumbai, Chennai, Hyderabad, Pune, Kolkata and the National Capital Region (NCR). Even Tier-II and Tier-III cities such as Ahmedabad, Surat, Mysore, Kochi, Mohali, Jaipur and Indore are witnessing an increase in demand for commercial space. However, in 2009, there was a significant slowdown in the Indian commercial real estate market. Almost all micro-markets witnessed rental corrections over the previous year. Several projects were pulled back due to the liquidity crisis and weak demand from the corporate sector. By the end of 2009, commercial office space supply across major cities was recorded at 51 million sq. ft., 15% lower than that for 2008. Several SEZ projects were also deferred, with many developers even denotifying their SEZs. However, in recent times, rental corrections for commercial properties have begun to ease with many locations beginning to stabilise.

During 1H 2009-10 key land transactions worth approx. Rs. 55 billion were announced. Successful recapitalisation of balance sheets by key real estate companies improved their financial condition. The encouraging response to their recent project launches will augment their cash flows. Developers are once again considering land acquisitions and recent land auctions have evoked positive response. As most of the auctions have been for mixed use/commercial projects, the positive response signals a likely recovery in the commercial vertical.

Retail segment

The retail sector is one of the biggest opportunities in India today. The country's vast and rapidly growing middle class with its rising per capita disposable income and a tendency towards consumption rather than saving represent a huge and virtually untapped market. The retail boom has not only reached Tier-II and Tier-III cities but has even percolated to rural areas where rising incomes have led to an increase in rural demand. However, the retail real estate market in India did not remain insulated from the global upheavals in 2009. Low leasing activities and high vacancy rates were the norm due to reduced footfall conversions and slowdown in demand from brands/retailers. Many developers stalled their mall development projects to avoid an over-supply. Rentals and leasing volumes bottomed out by the end



MANAGEMENT DISCUSSION AND ANALYSIS

of 2009 and the overall retail property market reached a plateau, which is expected to continue in the medium term. In anticipation of weak leasing activities, analysts expect rental values to remain under pressure in the first half of 2010.

3. Business overview

Peninsula Land is a real estate development and management company with a significant presence in varied asset classes. With specific brands in each asset class that the Company is operational in (Ashok for residential, Peninsula for commercial and Crossroads for retail), Peninsula Land has established a reputation for itself in the industry for being Best in Class on the basis of its superlative work, i.e. customer centric innovative design, cutting-edge technology, superior quality and on-time execution.

Peninsula Land has a rich history of completed projects offering superior results. (In a challenging year like 2008-09, Peninsula was the one of the few companies in India whose profits increased). In a continuing exhibition of strong Corporate Governance and sound business practices and strategy, the Company has exhibited significant growth with a healthy bottom line and top line and visible cash flows. In a year showing promise of revival of the India story, Peninsula Land has successfully managed to execute projects with the help of a competent leadership team that has experience and expertise across the entire value chain of the real estate development lifecycle- from land acquisition, conceptualisation, execution, sales, marketing to the property maintenance of development.

The Company currently has projects (under construction and in pipeline) in Mumbai, Pune, Nasik, Goa and Hyderabad. As of March 2010, the Company has developed and sold 2.34 million sq. ft. Another 27.9 million sq. ft. is in the pipeline in various stages of development.

Overview of the Company's projects

Completed Projects		
Project Name	Type	Location
Crossroads	Retail Mall	Mumbai
Peninsula Corporate Park	Commercial	Mumbai
Palm Beach Project	Residential	Mumbai
Kanjur Marg	Low Income Housing	Mumbai
Peninsula Centre	Commercial	Mumbai
CR2	Retail Mall	Mumbai
Bayside Mall	Commercial	Mumbai
Ashok House	Residential	Mumbai
Centre Point	Commercial	Mumbai

Projects under execution

Project Name	Type	Location	Features
Ashok Towers	Residential	Mumbai	<ul style="list-style-type: none"> Premium Residential Complex spread over 18 acres Comprises of three 30 storey towers and one 50 storey tower, of which 3 towers are occupied and the fourth is under the process of completion Featuring fully functional Club Peninsula, a super premium luxury offering from Peninsula Estimated development is approx. 1.1 million sq. ft.
Ashok Gardens(*)	Residential	Mumbai	<ul style="list-style-type: none"> Premium Residential Complex spread over 12 acres with breathtaking sea views Comprises of two towers of 23 storey buildings with three wings each Offers 2, 3, 4 and 5 BHK apartments, having world class amenities Estimated development potential is approx. 7 lakh sq. ft. Development in final stages of completion
Peninsula Technopark (*)	IT Park	Mumbai	<ul style="list-style-type: none"> IT Park with development potential of approx. 9 lakh sq. ft.
Peninsula Business Park (**)	Commercial	Mumbai	<ul style="list-style-type: none"> State-of-the-art Commercial Centre enriched with landscaped gardens and water bodies Comprises of two towers of 20 storey each and an exclusive 3 storey building Planned development is of approx. 1.2 million sq. ft.
Ashok Beleza	Residential	Goa	<ul style="list-style-type: none"> Premium residential offering for the discerning customer in the heart of Goa in Panjim National Highway to all major tourist attractions and beaches Development offers superior views of Mandovi River and its delta going into the Arabian Sea Project will offer a contemporary mix of villas and townhouses

* The land for this project was acquired by the Company from Swan Energy Ltd, with whom the Company has entered into a development agreement in March 2004 for this project. In accordance with the agreement, the Company has undertaken the entire development, execution and marketing of the project, for which the Company is entitled to a 22% revenue share.

** The Company has received Rs. 6.25 billion from Alok Realtors for the sale of 641,000 sq. ft. at Peninsula Business Park.

Projects in Pipeline

City	Project Type
Pune	Residential
Nasik	Residential
Nasik	Group Housing
Hyderabad	Residential
Mumbai	Premium Residential
Goa	Premium Residential



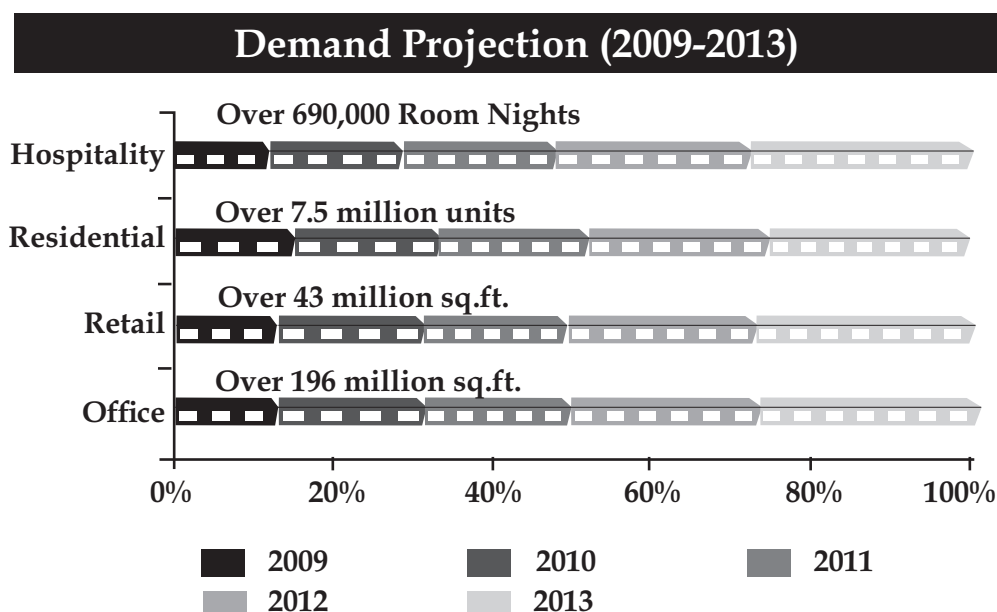
4. Opportunities

The ongoing recovery in the real estate sector has been faster than expected and this momentum is likely to continue. While the residential vertical is in a growth phase, other verticals such as retail and commercial are also showing good recovery. At this stage of real estate cycle, well managed real estate companies with city-centric investment are expected to be successful. The ongoing recovery in real estate verticals has been primarily strong in Tier-I cities such as Mumbai, Delhi and Bengaluru, while recovery is still to gain momentum in Tier-II and Tier-III cities.

Worldwide the maturity of real estate sector is gauged by the availability and access to institutional funding. While the access to institutional funding has increased significantly for domestic real estate companies since 2005-06, the domestic real estate companies is expected to get institutional funding such as REITs and REMFs to drive growth over the next few years which will provide further opportunities of growth.

According to Cushman & Wakefield research estimates, the pan-India demand projection for the real estate by 2012, in various sectors is expected to be 196 million sq. ft. for commercial, 7.5 million residential units, 43 million sq. ft. retail and 6,90,000 hospitality rooms. The top 7 cities in India (NCR, Bengaluru, Hyderabad, Chennai, Mumbai, Pune and Kolkata) are expected to account for nearly 80% of this pan-India demand.

Demand projection - pan-India



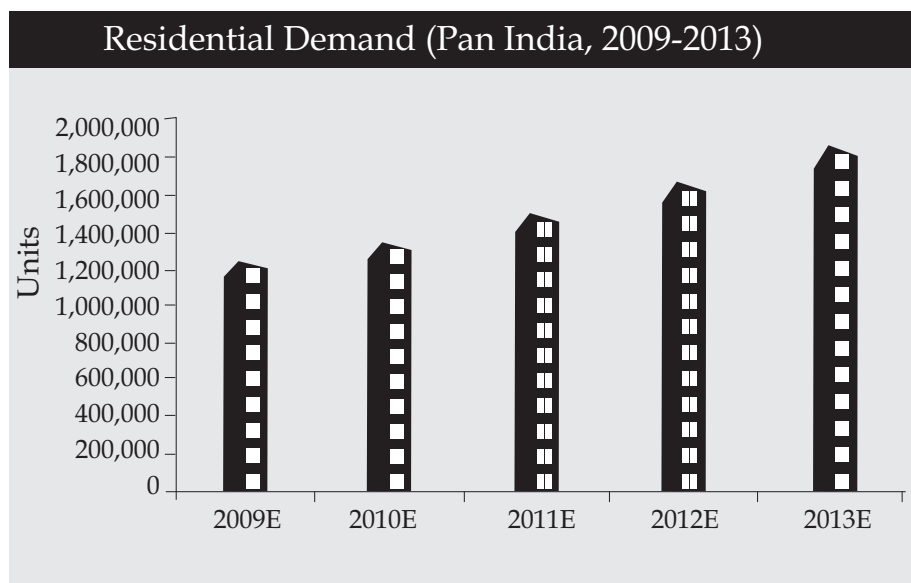
Source: Cushman & Wakefield Research

Going forward, substantial demand is projected in the asset classes in which the Company operates in. Peninsula Land has sufficient land bank as well as the execution capability to maximise the opportunity ahead. The Company has exhibited strong growth in the current year and will continue to focus on growth in the coming years, thus offering strong value proposition to all its stakeholders.

Residential Segment

The total demand estimated for the residential segment by 2013 is estimated to be 7.5 million units of which 4.5 million units are expected to be required in the top 7 metros of India and 43% of which will be in the Tier-I cities of Mumbai, NCR, Chennai and Bengaluru.

Residential demand after waning off during 2008-09, has seen a revival of sorts after the economy showed signs of improvement. The sharp recovery in residential vertical implies that consumers are fast regaining confidence to make big ticket purchases. In Mumbai, the market saw an average growth of about 15% from bottoms in the previous year, even as there are fears of a bubble in pricing of residential developments in some pockets.



Source: Cushman & Wakefield Research

Peninsula Land has significant interest in the residential sector, particularly in the high growth markets of Hyderabad, Goa, Pune and Nasik. The Company is committed to completing its ongoing projects on schedule and looks forward to significantly enhancing its presence in this segment and is well poised to maximise the projected opportunity in the coming years.

Commercial Segment

While the recovery in the residential vertical has been very strong, recovery in the other real estate verticals such as commercial and retail has been lagging behind. However, subtle signs of recovery are now visible in the commercial segment. Key projects in Delhi and Mumbai have attracted enquiries in the past few months, mainly for projects with a completion schedule of less than one year.

Improvement in the IT sector outlook is another positive for the real estate sector. Leading IT companies including Infosys have announced salary hikes and promotions. This should result in improvement in sentiment and boost real estate demand. Historically, IT companies accounted for approx. 80% of commercial demand and have been a significant driver of residential demand thereby. Renewed momentum in demand is expected in IT hubs like Bengaluru, Chennai and Hyderabad.

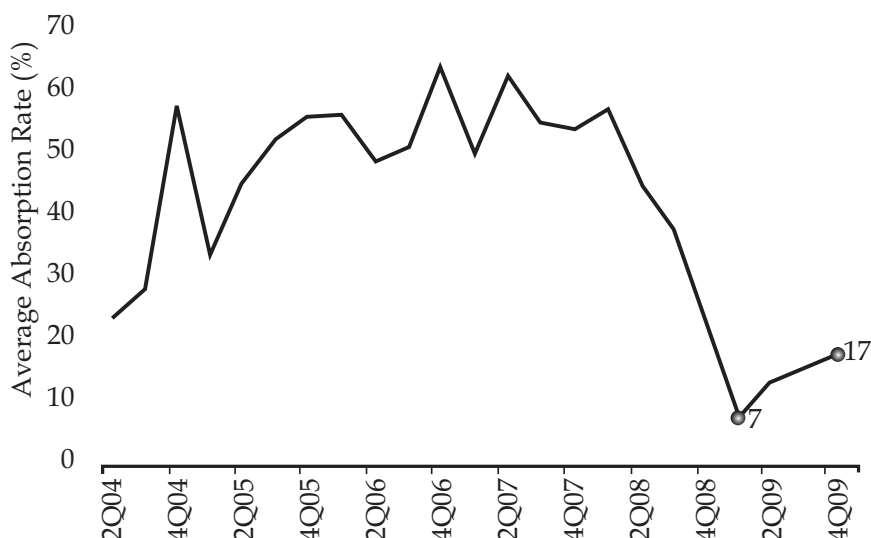
Again, vacancy rates and rentals are no longer declining and seem to be bottoming out. In fact the vacancy rates and rentals are likely to reduce from 2011 onwards, due to the sharp supply curtailment as several key developers had put their commercial projects on hold. Vacancy levels are likely to drop to 20% in 2011 from approx. 24% currently. According to JLLM commercial office demand is likely to be driven by sectors like telecom, semi-conductors, autos, KPO, logistics and warehousing.



MANAGEMENT DISCUSSION AND ANALYSIS

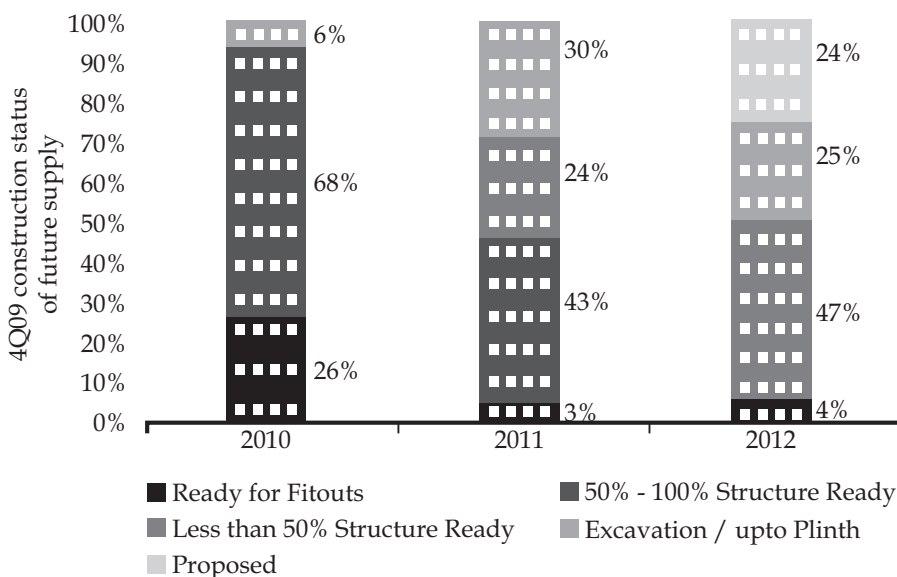
As the market conditions become more favorable, the Company plans to move ahead full throttle in executing its existing land inventory. On the backs of an improving economy, the sector has seen bottoming out of prices and increase in demand in cities such as Bengaluru, Hyderabad and Mumbai. This segment is a major focus area for Peninsula Land and will continue to be an important part of the development portfolio. The Company is well prepared to take advantage of the demand potential and intends to grow its presence significantly in this asset class.

Absorption Rate of Office Space



Source: JLL

Status of Construction of future supply



Source: JLL

Retail

The sharp recovery in the residential vertical implies consumers have regained the confidence to make high value purchase. This bodes positively for the other real estate verticals such as retail, which is highly dependent on consumer spending and consumer confidence.

As per Jones Lang LaSalle Meghraj (JLLM), nearly 70% retail supply delivered in 2009 has come up in Delhi and Mumbai. As several developers have altered their retail development plans to residential or mixed-use development, the demand-supply mismatch in 2010 is likely to reduce vacancy rates across key cities in 2011. The vacancy rate across cities is likely to decline to 22% in 2011.

Peninsula Land believes that the retail market in India is still not matured. The Company is observing the space keenly and will make a foray in a big way when the time is opportune.

5. Outlook

Although 2009-10 was a challenging year, we look ahead with optimism and confidence. As the green shoots of recovery are being witnessed globally, we believe the worst is behind us. The improving Indian economy, backed by robust growth projections, massive infrastructure investments and improving industrial climate is boding well for the real sector. Peninsula Land believes that given its expertise and experience, it is well placed to leverage these opportunities. Peninsula Land has always followed the policy of buying executable land bank. Pre-selling and execution focus are an integral part of the Company's strategy. It is due to these sound practices that the Company has demonstrated continuous and aggressive growth over the last three years and is confident of continuing down the growth trajectory in future. Peninsula Land is committed to creating further stakeholder value through trusted quality, innovation and customer engagement.

Going forward, the Company is committed to developing 27.9 million sq. ft. of real estate in addition to the 2.34 million sq. ft. already developed and sold. Out of this, approximately 2.2 million sq. ft. has been developed in 2009-10 in the heart of south Mumbai, one of the most prime and valuable real estate areas in the world. Close to three million sq. ft. will be developed in 2010-11 and around five million sq. ft. will be developed in 2011-12.

As the economy begins to play out the India growth story, the Company is well poised to fully leverage its strength in cities like Mumbai, Goa and Pune where it is exceptionally strong, while exploring opportunities in other Tier-I cities and central locations. Peninsula Land believes that it is well on its way to achieving its desired growth.

6. Risks and concerns

With the ever changing risks, especially in the current economic scenario, the need for a more formalised enterprise wide risk management cannot be over emphasised.

The Company ensures that the risks it assumes are commensurate with the returns. Further, risk management and mitigation are an integral part of decision making. There is an involvement of the highest level in the strategic risk management at the portfolio and the project level.

Economic Risk

Any adverse change in the economic conditions of the country due to slowdown in the GDP growth, rise in interest rates, inflation, changes in tax, trade, fiscal and monetary policies, etc could have an adverse effect on our business, financial condition and results of operations. Other factors affecting the real estate industry, like changes in interest rates and availability of financing, increased operating costs, including utilities and real estate taxes, consumer confidence, civil disturbances could also materially affect our business operations.



The Indian economy showed great resilience after the global meltdown. Due to sustained domestic demand, India clocked a 7.2% growth. Thus, given the resilience of the economy in the face of recession, strong fundamentals including favourable demographics, rapid urbanisation, high savings rate, increasing domestic demand across all asset classes, etc. the Company does not expect to be significantly affected by this risk in the long term.

While we actively monitor the external environment, government policies and local market conditions, we believe the next few years will witness a buoyant Indian economy and strong underlying demand which would continue to aid an improvement in absorption levels in major cities.

Development Risk

Developing properties presents a number of execution risks due to various factors, such as obtaining required government permits, weather, labour conditions, escalating costs, material shortages and other factors beyond the Company's control.

The Government, both at a national and state level, is trying to ease the way for real estate developers to accelerate growth of infrastructure in the country and since all industry projections suggest that it will continue to do so in the future, the Company does not expect this risk to affect it materially in the coming years. For Mumbai projects, the Company had taken specific measures to overcome regulatory delays faced in previous years and have marched on to near completion of Ashok Towers and Ashok Gardens projects and have constructed Peninsula Business Park as per schedule. Thus, the Company does not expect to be significantly affected by this risk anymore in Mumbai. However, for outside Mumbai projects and changing regulatory climate, the Company will need to pay attention to regulatory issues to avoid delays in execution.

Further, the Company has a successful execution track record of 2.34 million sq. ft. This was achieved by building contingencies into all the development plans to allow for cost overruns. The management oversees construction projects using in-house and external project managers and undertakes regular project reviews to monitor progress against plans. Through this practice, over the years, Peninsula Land has established a strong brand name and a reputation for quality and timely execution.

While other concerns like labour shortage, delay due to government permits are faced by the entire industry, the Company believes that its commitment and dedication, enables it to mitigate these risks to a high degree.

Competition Risk

The market the Company operates in is highly competitive with competition from local as well as national developers. Its properties face competition from similar properties in the same market. Peninsula Land also faces competition from both domestic and foreign companies in bidding for new land parcels. Increasing competition could result in price and supply volatility, which could cause business to suffer.

Peninsula Land has established phenomenal goodwill in the market through its brands Ashok, Peninsula and Crossroads. The Company has set benchmarks in the segments of residential, commercial and retail development. It is all set to achieve the pinnacles of success in other asset classes as well. Besides, given the Company's expertise and experience in the industry, sound financials and a highly qualified and experienced management team, Peninsula Land does not expect to be significantly affected by this risk.

Price Risk (Raw Materials)

The primary building materials like steel and cement are subject to price volatility due to general economic conditions, competition, production levels, transportation costs and domestic and import duties. As the prices and supply of such materials depend on factors that are not under the Company's control, Peninsula Land may not be able to obtain necessary materials to complete its projects according to previously established timelines and at previously estimated project costs.

However, given the Company's considerable experience in the industry and good relationships with vendors, Peninsula Land is able to plan effectively and keep the associated risks to a minimum. The Company times the market to take advantage of the best pricing available to reduce material acquisition cost. Extensive rate analysis is conducted as per market conditions and accordingly existing contracts are renegotiated with vendors.

Health and Safety Risks

Real estate companies constantly face the risk of injury or illness to the Company's or third parties' construction workers.

At Peninsula Land, extensive health and safety training is provided to all its employees. Projects are executed using standard quality certified equipment and materials benchmarked against global standards. A crisis management team has been set up at all project sites to manage any eventuality. Also, the project operating procedures institute the most effective accident prevention measures across all stages of construction activity.

Human Resource Risk

Hiring and retention of talent can pose a significant challenge for the Company.

The Company has a proficient policy to recruit the best talent available in the industry. Requisite training is provided to the recruited talent to enhance their skills and experience. The Company also has a performance based compensation policy including an 'Employee Stock Option Plan'. Given the above, the Company believes it has sufficient mitigation in place to counter this risk.

Financial Risk

Due to volatility in the financial markets, liquidity could be constrained making it difficult for the Company to obtain finances or accessing additional financing at reasonable terms. This could negatively impact its liquidity, increase the cost of borrowing, hence impacting its execution plans and undertaking of new developments.

The Company has more than a decade of experience in the real estate industry. It has the knowledge and the expertise to deliver projects. The Company is well aware of all the processes and regulations involved. Peninsula Land has taken adequate measures to ensure timely completion of all its projects. Judicious investment in land bank and pre-selling are key steps to guarantee the same. The Company's strong fundamentals and good fiscal health also enable the Company to sufficiently mitigate this risk.

With the improvement in the market scenario, liquidity has eased and demand is increasing, allowing for greater speed in completion. Slab cycles of many projects have been reduced by half or more.

7. Discussion on Financial Performance (Standalone)

Income: The Company recorded total income of Rs. 81,705 lakh, as compared to Rs. 59,595 lakh for 2008-09, a growth of 37.10%

EBIDTA: The Company's EBIDTA stood at Rs. 38,988 lakh against Rs. 20,133 lakh in 2008-09, an increase of 93.65 %.

PAT: The Profit After Tax (PAT) of the Company increased from Rs. 14,952 lakh in 2008-09 to Rs. 29,086 lakh, an increase of 94.53%.

Overall, the Company is on a strong growth path and its efforts to improve efficiency, productivity and profitability will improve overall returns.

8. Internal Control Systems and their Adequacies

In any industry, the processes and internal control systems play a critical role in the health of a Company. Peninsula Land's well defined organisational structure, documented policy guidelines, defined authority matrix and internal



controls ensure efficiency of operations, compliance with internal policies, applicable laws, regulations and protection of resources. Moreover, the Company continuously upgrades these systems in line with the best available practices.

The internal control system is supplemented by extensive internal audits, regular reviews by management and standard policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data. The Management Information System provides timely and accurate information for effective control. ERP has been implemented to further strengthen the Company's internal systems. A specialised quality department has also been created. Rigorous business planning as well as expense, capital and manpower budgeting processes ensure that progress is monitored against targets, and control is exercised on all major expenses, so that actual spending is in accordance with the budgets.

9. Material Developments in Human Resources (HR)

The talent, commitment and enthusiasm of our people provide the winning combination behind the Company's unbroken record of growth. Whatever the scope of project Peninsula Land undertakes, its location or its complexity, it will involve the team members exercising individuality, flair and a commitment to achieving success. The Company has employee appraisal schemes in place that facilitate the review of employees' performance with their managers and which seek to identify training and development needs and opportunities.

The Management understands that motivated and appropriately qualified employees are key to the success of its business. The human resource policy ensures that the Company provides a safe, professional and stable working environment, that all employees are afforded equal opportunities. The Company aims to become a preferred employer and employ best-in-class talent. To facilitate the same, it has a well drawn recruitment policy and a performance-based compensation policy including an 'Employee Stock Option Plan', which enables the employees to develop a sense of ownership with the organization.

As on 31st March 2010, Peninsula Land had 364 employees on its payrolls.

10. Cautionary statement

Certain statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities, laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied.



CORPORATE GOVERNANCE

**Introduction**

Your Company has complied in all material respects with the requirements of Corporate Governance Code as per Clause 49 of the Listing Agreement with the Stock Exchanges.

A report on the implementation of the Corporate Governance Code of the Listing Agreement by the Company is furnished below :

1. Company's Philosophy on Corporate Governance

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good Corporate Governance leads to long term shareholder value and enhances interest of other stake holders. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

2. Board of Directors ("Board")**2.1 Composition and size of the Board**

The Company has an optimum combination of Executive Directors and Non-Executive Directors. The Board consists of 11 Directors out of which 6 are Independent Directors. The Board is headed by Ms. Urvi A. Piramal as the Executive Chairperson and consists of personalities with exceptional expertise and experiences in diversified fields of specialization. Except for Ms. Urvi A. Piramal, Executive Chairperson, Mr. Rajeev A. Piramal, Executive Vice Chairman, Mr. Mahesh S. Gupta, Group Managing Director and Mr. Rajesh Jaggi, Managing Director, all other Directors are Non-Executive Directors.

The composition of the Board and category of Directors are given below :

Category	Name of Directors	Designation	No. of shares held as on 31 st March, 2010
Promoter Directors	Ms. Urvi A. Piramal	Executive Chairperson	2,53,13,900
	Mr. Rajeev A. Piramal	Executive Vice Chairman	23,41,135
Executive Directors	Mr. Mahesh S. Gupta	Group Managing Director	300
	Mr. Rajesh Jaggi	Managing Director	65,000
Non-Executive Non-Independent Director	Mr. Jaydev Mody	Director	28,170
Independent Directors	Mr. Amitabha Ghosh	Director	NIL
	Ms. Bhavna Doshi	Director	500
	Mr. C. M. Hattangdi	Director	500
	Mr. D. M. Papat	Director	5,535
	Lt. Gen. Deepak Summanwar (Retired)	Director	NIL
	Mr. Sudhindar Khanna	Director	NIL

2.2 Directors Profile

Brief Resume of all the Directors, nature of their expertise in specific functional areas is given below:

Ms. Urvi A. Piramal

The Chairperson of Ashok Piramal Group, Ms. Urvi A. Piramal is 57 years of age, oversees a professionally managed business group in India with business interest in real estate, textiles, engineering, entertainment and sports. She is the guiding force behind the Group's sustained and profitable growth; which is bringing the Group Companies closer to realizing her vision of touching the lives of one in five people around the globe.

She has a Bachelor of Science degree and has attended the Advance Management Program at Harvard Business School.

She joined the Group's Textile division in 1984 and modernized the operations while focusing on higher levels of quality and productivity. Ms. Piramal plays a leading role in envisioning and formulating the Group's strategies in the businesses. The Group's real estate foray has been driven by her foresight and her sharp business acumen has played an immeasurable role in placing Peninsula Land Limited as one of the top real estate companies in India.

She has been a member of Technology and Quality Improvement Committee of Indian Merchants' Chamber since its inception in 1994, and also the Chairperson of Supply Chain & Retail business (Internal Trade) Committee (2004-2005).

Ms. Piramal has received a number of awards for her contribution to business. She was awarded the Qimpro Gold Standard Award for excellence in Managing Quality Improvement programmes across the Group. She has won the Outstanding Woman Industrialist Award presented by the Marinelines Junior Chamber and the Yami Woman Award for her outstanding contribution to business by The ITC Grand Central. She also has to her credit the Cheminor Award from the Indian Institute of Materials Management.

She is a Trustee of the Piramal Education Trust, Ashok G. Piramal Trust and Urvi Ashok Piramal Foundation which has been set up for the underprivileged. Piramal Education Trust runs a childrens' school at Bagar in Rajasthan.

She is on the board of Population First, an NGO working on population and health issues within the framework of womens' rights and social development.

Ms. Piramal is a keen wild lifer and spends her leisure time reading, listening to music and traveling extensively.

Mr. Rajeev A. Piramal

Mr. Rajeev A. Piramal, Executive Vice-Chairman of the Company is 34 years of age and holds a BBA (Bachelor in Business Administration) from Baldwin Wallace College, Cleveland, USA. Mr. Piramal spearheads the real estate business of the Ashok Piramal Group. Mr. Piramal is the chief strategist and leverages his in-depth understanding of the business to enhance the growth of the Company.

Mr. Piramal leads a strong team of managers with a mission of delivering premium value to all stakeholders. With a vision and keen understanding of the dynamic market trends, Mr. Piramal has grown Peninsula Land Limited from Mumbai-based to multiple locations real estate Company.

Mr. Piramal was a part of the team that developed the first textile mill land in Mumbai, after it was opened up for development in Mumbai. Peninsula Corporate Park was developed on textile mill land in Central Mumbai and this project transformed Lower Parel into a new age business district.

His implicit sense of business has enabled Peninsula Land Limited to carve a niche for itself in the real estate sector. With a strong business strategy, Mr. Piramal has ensured that the Company has been consistently growing. Peninsula Land Limited is the only real estate Company in India whose profit increased in 2009 over the previous year, according to survey by Business Today (Date: November, 2009).



Amongst other accolades, Mr. Piramal was featured in the Top 50 Young Achievers selected by one of India's largest circulating business magazines.

Mr. Mahesh S. Gupta

Mr. Mahesh S. Gupta, Group Managing Director of the Company is 53 years of age. Mr. Gupta, has an Honours Degree in B.Com; L.L.B (Gen). Fellow Member of The Institute of Chartered Accountants of India and also of The Institute of Company Secretaries of India. He had an outstanding academic record and rank holder and a Silver Medalist in Company Secretaries Final examination.

As Group Managing Director of the Ashok Piramal Group, Mr. Mahesh S. Gupta oversees all the businesses of the Group which comprises mainly Real Estate (Peninsula Land Limited), Textiles (Morarjee Textiles Limited, Integra Apparels and Textiles Limited), Engineering (Miranda Tools, PMP Auto Components Private Limited, PMP Bakony Ablaktörlő-rendszerek Kft and PMP PAL International s.r.o.)

Mr. Gupta plays the role of formulating the Group's business strategy and steering the Group to achieve its goals. As a senior member in the Group, he plays a very significant role in guiding each business to attain profitable and sustained growth. In the last five years, under his leadership, the Group formulated an aggressive plan which has seen the businesses grow few folds.

Mr. Gupta's expertise in mergers and acquisitions has further accelerated growth in all the business, particularly in the real estate and auto-components businesses. Under his stewardship, the Group made two acquisitions in the auto-components business in Europe. In 2007, PMP Auto Components Private Limited acquired Bakony Wipers (now PMP Bakony Ablaktörlő-rendszerek Kft) from Hungary and the following year, PAL International (now PMP PAL International s.r.o.) from the Czech Republic was acquired.

Mr. Gupta has over 3 decades of professional experience in business management and in all aspects of Corporate Finance such as treasury management, mergers and acquisitions, strategic planning, direct taxation, company law matters, etc.

He is in the current position for the last 5 years and formerly he has worked with the Piramal Group for over 22 years including 9 years as Group CFO and Whole Time Director of Nicholas Piramal (India) Limited (now Piramal Healthcare Limited). He has also worked with RPG Group as Group CFO and Management Board Member and as CEO-Welspun India Limited.

Mr. Gupta has received a number of recognitions for his business and professional acumen. He was awarded the CFO of the Year Award, Special Commendation for Financial Excellence (Mergers & Acquisitions Category) by IMA (formerly known as EIU), New Delhi.

Mr. Gupta is on the Board of several Listed Companies and has also been associated with various Committees of The Institute of Chartered Accountants of India (ICAI), Member Governing Council of Indian Association Corporate CFOs and Treasurers (InACT), Advisory Board of Chennai Business School.

Mr. Rajesh Jaggi

Mr. Rajesh Jaggi, Managing Director of the Company is 41 years of age and a Management professional from Babson Graduate School of Business, Boston. Mr. Rajesh Jaggi is responsible for the direction and performance of the real estate business of the Ashok Piramal Group, Peninsula Land Limited, Peninsula Realty Fund and Peninsula Facility Management Services Limited. Under Mr. Jaggi's leadership, Peninsula Land Limited has extended its reach from solely a Mumbai based developer to extending its presence across western and southern India. Under Mr. Jaggi's guidance, the Company has diversified from Commercial, Residential and Retail to SEZ, Townships and IT Parks. He has been instrumental in transacting assets totaling to 3 million sq. ft., acquisition of land having developed area of around 30 million sq. ft. He is currently spearheading the development of around 40 million sq. ft. Mr. Jaggi has over thirteen years

of experience in every sector of the real estate business, from sourcing new ventures, construction management, facility management, marketing and sales. In real estate since 1996, Mr. Jaggi's previous experience as Executive Director at Orbit Group of Companies has equipped him with the knowledge and operational skills required to make a difference in the running of the Company.

Mr. Jaggi has been a major driving force in developing the Facility Management Business and also in the launch of the Real Estate Fund.

Mr. Jaydev Mody

Mr. Jaydev Mody, Non Executive Non Independent Director of the Company is 55 years of age. He has completed his graduation in Arts from the Mumbai University. Mr. Mody has more than 20 years of experience in the field of real estate development and has been instrumental in building and developing Crossroads, one of the first shopping mall of international standards in India. He has been instrumental in development of several large residential complexes, office complexes and retail destinations in and around Mumbai.

Mr. Amitabha Ghosh

Mr. Amitabha Ghosh, Non Executive Independent Director and Chairman of the Audit Committee of the Company is 79 years of age. Mr. Amitabha Ghosh is a member of The Institute of Chartered Accountants of India with rich experience in Finance, Banking and Administration extending over a period of six decades by virtue of his association with important institutions and committees. He held senior positions like Chairman and Managing Director of Allahabad Bank, Deputy Governor and Governor of Reserve Bank of India. He was also the Chairman of Reserve Bank of India Services Board. He served on the Board of Reserve Bank of India, Industrial Development Bank of India, National Institute of Banking Management, EXIM Bank as well as Deposit Insurance Corporation. He headed and was also member of a number of important committees set up by Government of India and Reserve Bank of India in the area of Finance, Banking and Foreign Exchange. He had the distinction of participating as panelist as well as addressing several important programs organized by international bodies like International Monetary Fund (IMF), South East Asia, New Zealand and Australia (SEANZA), United Nations Conference on Trade and Development (UNCTAD), etc. He is presently a director on the Boards of a number of reputed companies.

Ms. Bhavna Doshi

Ms. Bhavna Doshi, Non Executive Independent Director of the Company is 56 years of age. 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.

Ms. Doshi is currently a Senior Advisor to KPMG. She is an elected member of the Council of the Institute of Chartered Accountants of India (ICAI) and serves on its various Committees including Accounting Standards Board, Auditing and Assurance Standards Board, Research Committee and Taxation Committees. She is also a member of the Managing Committee of the Indian Merchants' Chamber and Chairperson of its Indirect Tax Committee and Accounting Standards Committee. She is also member of Corporate Governance Committee of Confederation of Indian Industry. Ms. Doshi is the Past President of the Indian Merchants' Chamber Ladies Wing.

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.



Mr. C. M. Hattangdi

Mr. C. M. Hattangdi, Non Executive Independent Director of the Company is 79 years of age and has graduated from Bombay University with Chemistry and Physics as his major. Mr. C. M. Hattangdi started his career with Pfizer India Limited and rose to the position of Marketing Director of pharmaceuticals and agricultural business in India and Vice President - Agricultural business in Philippines. He joined Parke Davis as the Chairman and Managing Director from 1977 to 1988. In 1988, he joined Nicholas Laboratories India Limited (now Piramal Healthcare Limited) as Managing Director and continued till June 1998. He was inducted on the Board of the Company in February 1993.

Mr. D. M. Popat

Mr. D. M. Popat, Non Executive Independent Director of the Company is 76 years of age. Mr. D. M. Popat has completed his B.A., B.Com. and LL.B. and is an Attorney at Law. Since 1969, Mr. D. M. Popat is a Partner of M/s. Mulla & Mulla & Craigie Blunt & Caroe, Solicitors and Advocates Firm and currently, he is one of the Senior Partners of that Firm. He represents India as a member of the International Court of Arbitration of the International Chamber of Commerce ("ICC") at Paris and also works as a Nominee on ICC's Commission on International Arbitration. Mr. Popat, has since 1993, been, and continues to be, a member of the Governing Body of Indian Council of Arbitration ("ICA"), as also its Vice President for several years. He is also the President of Western Regional Branch of ICA. Mr. Popat has been identified as a "resource person" in the field of arbitration by National Law Academy. Mr. Popat has been a member of the National Executive Committee of FICCI (Federation of Indian Chambers of Commerce and Industry) for last several years and at present he has been co-opted in the category of Experts in Economics / Law / Accounts and Consultancy.

Mr. Popat is a Committee Member and former Vice President of Bombay Incorporated Law Society. He was on the Senate of University of Bombay and a member of its Board of Studies in Law. He has been for several years, and continues to be a member of the Managing Committee of Indian Merchants' Chamber ("IMC") and of the Executive Committee of ICC-India. He was, for several years, Chairman of IMC's Committee on Law : Review, Reforms & Rationalisation. He has been, for several years and continues to be Chairman of the IMC's Court of Arbitration and Conciliation Committee. He has expertise in Corporate Laws, Real Estate, Arbitration and Foreign Collaboration matters.

Lt. Gen. Deepak Summanwar

Lt. Gen. Deepak Summanwar, Non Executive Independent Director of the Company is 63 years of age. Lt. Gen. Deepak Summanwar holds a Post Graduate Diploma in Marketing with distinction and also has a post graduate degree in Business Administration with specialization in Finance from Vrije University of Brussels. In addition, he has graduated from the Defence Services Staff Colleges, Wellington and was awarded a Masters Degree in Defence and Strategic studies from Madras University. He has successfully completed the Higher Command course from the Army War College, Mhow, this course is equated with a M. Phil in Strategy and Management by the Ahillia Devi University, Indore.

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.

Mr. Sudhindar Khanna

Mr. Sudhindar Khanna, Non Executive Independent Director of the Company is 57 years of age. 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. 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 40,000 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. He serves on the boards of United Spirits and HSBC Insurance.

Mr. Khanna is currently Chairman & Managing Director of IEP Fund Advisors Private Limited, a private equity fund with offices in Mumbai and New York.

2.3 The details of directorship of the Company's Directors in other Limited Companies and subsidiaries of Public Limited Companies as on 31st March, 2010 are given below

Sr. No.	Name of Directors	Other Directorships held
1	Ms. Urvi A. Piramal	<ul style="list-style-type: none"> Ashok Piramal Management Corporation Limited Delta Magnets Limited Just Textiles Limited Morarjee Textiles Limited Peninsula Trustee Limited Pune Football Club Limited (formerly known as Pune Football Club Private Limited)
2	Mr. Rajeev A. Piramal	<ul style="list-style-type: none"> Ashok Piramal Management Corporation Limited City Parks Private Limited Delta Corp Limited Inox Mercantile Company Private Limited. Peninsula Investment Management Company Limited Peninsula Mega Properties Private Limited Peninsula Mega Township Developers Private Limited Peninsula Pharma Research Centre Private Limited Planetview Mercantile Company Private Limited Pune Football Club Limited (formerly known as Pune Football Club Private Limited) Rockfirst Real Estate Limited (formerly known as Rockfirst Real Estate Private Limited) RR Mega Property Developers Private Limited RR Real Estate Development Private Limited Takenow Property Developers Private Limited



3	Mr. Mahesh S. Gupta	<ul style="list-style-type: none">• Ashok Piramal Management Corporation Limited• Ceat Limited• City Parks Private Limited• Delta Corp Limited• Delta Magnets Limited• Just Textiles Limited• Morarjee Textiles Limited• Peninsula Holdings and Investments Private Limited (formerly known as Boom Realty Private Limited)• Peninsula Investment Management Company Limited• Peninsula Pharma Research Centre Private Limited• Renato Finance & Investments Private Limited• RPG Life Sciences Limited
4	Mr. Rajesh Jaggi	<ul style="list-style-type: none">• City Parks Private Limited.• Delta Corp Limited• Delta Magnets Limited• Highstreet Cruises & Entertainment Private Limited• Inox Mercantile Company Private Limited• Peninsula Holdings and Investments Private Limited (formerly known as Boom Realty Private Limited)• Peninsula Investment Management Company Limited• Peninsula Mega Township Developers Private Limited• Planetview Mercantile Company Private Limited• Rishiraj Enterprises Limited (formerly known as Rishiraj Enterprises Private Limited)• Rockfirst Real Estate Limited (formerly known as Rockfirst Real Estate Private Limited)• RR Mega Property Developers Private Limited• RR Real Estate Development Private Limited• Takenow Property Developers Private Limited

5	Mr. Jaydev Mody	<ul style="list-style-type: none"> • Arrow Textiles Limited • Ashok Piramal Management Corporation Limited • Delta Corp Limited • Delta Magnets Limited • Freedom Registry Limited • Peninsula Investment Management Company Limited • Peninsula Pharma Research Centre Private Limited
6	Mr. Amitabha Ghosh	<ul style="list-style-type: none"> • Heidelberg Cement India Limited • Joonktolle Tea & Industries Limited • Kesoram Industries Limited • Orient Paper & Industries Limited • Sahara Hospitality Limited • Sahara India Life Insurance Company Limited • Sahara Infrastructure & Housing Limited • Sahara Prime City Limited • Shree Cement Limited • Shreyas Relay System Limited • Shreyas Shipping & Logistics Limited • Xpro India Limited • Zenith Fibers Limited
7	Ms. Bhavna Doshi	<ul style="list-style-type: none"> • LIC Pension Fund Limited • Peninsula Investment Management Company Limited • SEAMAC Limited
8	Mr. C. M. Hattangdi	<ul style="list-style-type: none"> • The Swastik Safe Deposit & Investments Limited
9	Mr. D. M. Popat	<ul style="list-style-type: none"> • Hindustan Construction Company Limited • The Hindoostan Spinning and Weaving Mills Limited • The Ruby Mills Limited
10	Lt. Gen. Deepak Summanwar	<ul style="list-style-type: none"> • Great Offshore Limited • The Waterbase Limited
11	Mr. Sudhindar Khanna	<ul style="list-style-type: none"> • Blue Star Design and Engineering Limited • Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited • United Spirits Limited



2.4 Attendance at Board Meetings and Last Annual General Meeting

Attendance of each Director at the Board Meetings and last Annual General Meeting (AGM) and the number of Companies and Committees where she/he is a Director / Member.

Name	Category	Relationship with other directors	Attendance		No. of Board/Committees (other than Peninsula Land Limited) as at 31 st March, 2010		
			Board Meetings	A.G.M. (held on 10 th August, 2009)	No. of other directorships	Chairperson/ Chairman	Member
Ms. Urvi A. Piramal	Executive Chairperson	Mother of Mr. Rajeev A. Piramal and Sister of Mr. Jaydev Mody	5	Yes	6	-	-
Mr. Rajeev A. Piramal	Executive Vice Chairman	Son of Ms. Urvi A. Piramal	5	Yes	14	1	1
Mr. Mahesh S. Gupta	Group Managing Director	None	5	Yes	12	4	5
Mr. Rajesh Jaggi	Managing Director	None	5	Yes	14	-	1
Mr. Jaydev Mody	Non-Executive Non-Independent Director	Brother of Ms. Urvi A. Piramal	3	Yes	7	3	1
Mr. Amitabha Ghosh	Independent Director	None	5	Yes	13	4	5
Ms. Bhavna Doshi	Independent Director	None	3	Yes	3	1	2
Mr. C. M. Hattangdi	Independent Director	None	5	Yes	1	-	-
Mr. D. M. Popat	Independent Director	None	3	Yes	3	-	-
Lt. Gen. Deepak Summanwar	Independent Director	None	3	Yes	2	1	1
Mr. Sudhindar Khanna	Independent Director	None	4	No	3	-	-

The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships in Foreign Companies, Companies registered under Section 25 of the Companies Act, 1956 and Private Limited Companies other than Subsidiaries of Public Limited Company.

None of the Directors is a member in more than 10 committees nor is Chairperson / Chairman of more than 5 committees amongst the Companies mentioned above. The Committees considered for the above purpose are those specified in the existing Clause 49 of the Listing Agreement i.e. Audit Committee and Shareholders' / Investors' Grievance Committee.

2.5 Meetings of the Board of Directors

Five Board Meetings were held during the financial year 2009-2010 and the gap between two Board Meetings did not exceed four calendar months.

The dates on which the meetings were held were as follows:

Sr. No.	Date of Meetings	Board Strength	No. of Directors present
1	8 th May, 2009	11	8
2	24 th June, 2009	11	9
3	20 th July, 2009	11	10
4	10 th October, 2009	11	8
5	22 nd January, 2010	11	11

2.6 Board Procedures

The Company Secretary prepares the Agenda in consultation with the Chairperson of the Board of Directors, the Chairperson / Chairman of the various Committees and the Vice Chairman, Group Managing Director and Managing Director. The information as required under Annexure IA to Clause 49 of the Listing Agreement is made available to the Board. The Agenda for the Meetings of the Board and its Committees, together with the appropriate supporting documents and papers are circulated well in advance of the meetings to enable the Board to take informed decisions.

The meetings are generally held in Mumbai.

2.7 Details of Directors being re-appointed

As per the statute, two-thirds of the total number of Directors should be retiring Directors. One-third of these retiring directors are required to retire every year, and if eligible, these directors qualify for re-appointment.

- A detailed profile of Directors eligible for re-appointment alongwith additional information required under Clause 49 of the Listing Agreement is provided separately by way of an Annexure to the Notice of the Annual General Meeting.
- Mr. C. M. Hattangdi, Mr. Sudhindar Khanna and Lt. Gen. Deepak Summanwar, retire by rotation at the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment.
- Ms. Urvi A. Piramal, Mr. Rajeev A. Piramal, Mr. Mahesh S. Gupta and Mr. Rajesh Jaggi are being re-appointed as mentioned in the Notice.

2.8 Directors with materially significant related party transactions, pecuniary or business relationship with the Company

There have been no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors that may have potential conflict with the interests of the Company at large.

3. Audit Committee

3.1 Composition, Meetings and Attendance

The Audit Committee of the Company comprises of 3 Directors, all of whom are Independent Directors namely



Mr. Amitabha Ghosh (Chairman), Ms. Bhavna Doshi and Mr. C. M. Hattangdi. They all have expert knowledge of Finance and Accounting. Mr. Amitabha Ghosh, the Chairman of the Audit Committee was present at the last Annual General Meeting held on 10th August, 2009. The Managing Director, Group CFO, Chief Financial Officer and Company Secretary are permanent invitees for the meetings. The Statutory Auditors and the Internal Auditors are also invited for the meetings. The Company Secretary functions as Secretary to the Committee. The Committee oversees the accounting and financial reporting process of the Company, the performance of the internal auditors, performance and remuneration of the statutory auditors and the safeguards employed by them.

During the financial year 2009-2010, the Audit Committee met 4 (four) times on 8th May, 2009, 20th July, 2009, 10th October, 2009 and 22nd January, 2010. The attendance details are given below:-

Name of the Directors	Designation	No. of meetings during the year	
		Held	Attended
Mr. Amitabha Ghosh	Chairman	4	4
Ms. Bhavna Doshi	Member	4	2
Mr. C. M. Hattangdi	Member	4	4

3.2 Terms of reference

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committees under Clause 49 of the Listing Agreement, as well as in Section 292A of the Companies Act, 1956 and are as follows:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. to review with the management, the financial statements at the end of the quarter, half year and the annual financial statements before submission to the Board for approval, focusing particularly on:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of sub-section (2AA) of Section 217 of the Companies Act, 1956;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
3. to recommend to the Board the appointment, re-appointment, replacement, removal of the statutory auditors, the audit fee, any question of resignation or dismissal and payment to statutory auditors for any other services rendered by them;
4. to discuss with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern (in absence of management, wherever necessary);

5. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
6. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems and discuss the same periodically with the statutory auditors prior to the Board making its statement thereon;
7. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
8. discussion with internal auditors any significant findings and follow up there on;
9. reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
10. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
11. to review the functioning of the Whistle Blower mechanism, in case the same is existing;
12. to approve the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
13. to consider other topics, as defined by the Board;
14. to review the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions, submitted by the management;
 - c. Management letters / letters of internal control weakness issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weakness; and
 - e. The appointment, removal and terms of remuneration of the Internal Auditor.

4. Remuneration Committee

4.1 Composition, Meeting and Attendance

The Remuneration Committee comprises of 4 (four) Directors of which 3 (three) are Independent Directors, namely, Mr. D. M. Popat (Chairman), Mr. C. M. Hattangdi and Mr. Amitabha Ghosh and one Executive Director, namely Ms. Urvi A. Piramal. During the financial year 2009 – 2010, the Remuneration Committee met once on 8th May, 2009 to recommend commission to Executive and Independent Directors and other related issues thereto. The details are given below :-



Name of the Directors	Designation	No. of meetings during the year	
		Held	Attended
Mr. D. M. Popat	Chairman	1	1
Mr. C. M. Hattangdi	Member	1	1
Mr. Amitabha Ghosh	Member	1	1
Ms. Urvi A. Piramal	Member	1	1

4.2 Terms of reference & Remuneration Policy

The Committee decides the remuneration of the Executive Directors and commission to Non-Executive Directors. The broad terms of reference of the Remuneration Committee are to recommend to the Board, salary (including annual increments), perquisites and commission to be paid to the Executive Directors and to suggest the package of perquisites within the overall ceiling fixed by the Board and also to formulate and administer the Employee Stock Option Scheme including the review and grant of options to eligible employees under this Scheme.

Remuneration to Executive Directors and Commission to Non-Executive Directors is determined after taking into account their valuable guidance received for the various business initiatives and decisions at the Board level.

5. Investors' Grievance Committee

5.1 Composition, Meeting and Attendance

The Committee comprises of one Non-Executive Independent Director i.e. Mr. C. M. Hattangdi, Chairman and one Executive Director i.e. Ms. Urvi A. Piramal. During the financial year 2009-2010, the Investors' Grievance Committee met 4 (four) times on 8th May, 2009, 20th July, 2009, 10th October, 2009, and 22nd January, 2010. The attendance details are given below :

Name of the Directors	Designation	No. of meetings during the year	
		Held	Attended
Mr. C. M. Hattangdi	Chairman	4	4
Ms. Urvi A. Piramal	Member	4	4

5.2 Terms of Reference

The Investors' Grievance Committee specifically looks into the redressal of investors' complaints like transfer of shares, non-receipt of annual reports, non-receipt of declared dividends, non-receipt of interest / redemption on debentures. In addition, the Committee also looks into matters which can facilitate investors' services and relations.

5.3 Details of Shareholders' Complaints

The Company had received 6 Complaints during the year ended 31st March, 2010 which were replied to the satisfaction of the shareholders. There were no outstanding complaints as on 31st March, 2010.

5.4 Company Secretary & Compliance Officer.

Name of the Company Secretary and the Compliance Officer	Mr. K. Nath
Address	Peninsula Spenta Mathuradas Mills Compound Senapati Bapat Marg Lower Parel, Mumbai 400 013
Telephone Number	+91-22-6615 4651 – 53
Fax Number	+91-22-6615 4593
E-mail ID	investor@peninsula.co.in

6. Remuneration of Directors**6.1 Remuneration paid to Non-Executive Directors of the Company**

The Non-Executive Directors of the Company are paid sitting fees for attending each meeting of the Board of Directors and Committees thereof. During the year 2009-2010, commission for the year ended 2009 was paid to the Non-Executive Independent Directors. Commission is determined after taking into account their valuable guidance received for the various business initiatives and decisions at the Board level.

The Company has not granted any stock option to any of its Non-Executive Directors.

The details of the sitting fees paid and commission payable during the year are given below:

Name of the Directors	Sitting Fees (Rs.)	Commission (Rs.)
Mr. Jaydev Mody	60,000/-	9,00,000/-
Mr. Amitabha Ghosh	1,50,000/-	12,00,000/-
Ms. Bhavna Doshi	80,000/-	11,00,000/-
Mr. C. M. Hattangdi	1,50,000/-	12,00,000/-
Mr. D. M. Popat	70,000/-	10,00,000/-
Lt. Gen. Deepak Summanwar	60,000/-	9,00,000/-
Mr. Sudhindar Khanna	80,000/-	9,00,000/-

6.2 Remuneration paid to the Executive Directors of the Company

The remuneration of the Promoter Directors and other Executive Directors are decided on the recommendation of the Remuneration Committee and approved by the Board of Directors and shareholders. Any change in remuneration is also effected in the same manner and/or in line with the applicable statutory approvals.

The remuneration package of the Executive Directors comprises of salary and allowances, contribution to provident fund and superannuation fund and commission. No bonus, pension or incentive is paid to any of the Executive Directors.



The details are summarized below:

Name of the Directors	Designation	Salary & Allowances (Rs.)	Company's contribution to Provident Fund and Superannuation Fund (Rs.)	Commission (Rs.)
Ms. Urvi A. Piramal	Executive Chairperson	2,33,23,612	48,60,000	5,50,00,000
Mr. Rajeev A. Piramal	Executive Vice-Chairman	1,34,89,600	35,64,000	3,50,00,000
Mr. Mahesh S. Gupta	Group Managing Director	1,71,33,291	45,36,000	3,50,00,000
Mr. Rajesh Jaggi	Managing Director	1,84,19,600	16,20,000	2,50,00,000

The tenure of office of the Executive Directors of the Company is for a period of 5 years from their respective date of appointments and can be terminated by either party by giving three months' notice in writing. There is no separate provision for payment of severance fees.

6.3 Employee Stock Option Scheme

During the year, the Company has not granted any fresh Stock Options.

7. General Body Meetings and Postal Ballot

7.1 Location and time, where Annual General Meeting (AGM) / Extra Ordinary General Meeting (EGM) for the last 3 years were held is given below:

Financial Year	AGM / EGM	Date	Time	Location
2006-2007	135 th AGM	21 st September, 2007	3.00 p.m.	Walchand Hirachand Hall Indian Merchants' Chamber Building Churchgate Mumbai 400 020
2006-2007	EGM	22 nd October, 2007	3.00 p.m.	
2007-2008	136 th AGM	13 th August, 2008	3.00 p.m.	
2008-2009	137 th AGM	10 th August, 2009	3.00 p.m.	

All the resolutions set out in the respective notice were passed by the majority of the shareholders.

7.2 Special Resolutions passed in the previous Annual General Meetings (AGM) and Extra Ordinary General Meeting (EGM) :

AGM	Date of AGM	Special Resolution
135 th AGM	21 st September, 2007	No Special Resolution was passed.
136 th AGM	13 th August, 2008	Resolution No. 9 : Alteration of Articles of Association of the Company.

137 th AGM	10 th August, 2009	Resolution No. 7 : Issue of Fresh Securities by way of QIP / ADR / GDR / FCCB to domestic / foreign investors / foreign institutional investors / qualified institutional buyers, etc. Resolution No. 9 : Increase in the limits of FII holding to 40% of the paid up equity share capital of the Company.
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EGM	Date of EGM	Special Resolution
EGM	22 nd October, 2007	Resolution No. 1 : Issue of equity shares to Domestic / Foreign Investors / Institutional Investors / Foreign Institutional Investors / Qualified Institutional Buyers, etc. through a Public Issue / Qualified Institutional Placement and / or any other means as may be permitted by the applicable regulations.

7.3 Postal Ballot

No postal ballot was conducted during the year under review. At present, there is no proposal for passing any Special Resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

8. Disclosures

8.1 Statutory Compliance, Penalties and Strictures

There were no instances of non-compliance by the Company nor have any penalties, strictures been imposed by the Stock Exchanges or Securities and Exchange Board of India or any other statutory authority during the last three years on any matter related to the capital markets.

8.2 Materially significant related party transactions

The transactions between the Company and the Directors and Companies in which the directors are interested are disclosed in Note No. 18 to Schedule 14 to Notes to the Accounts in the Annual Report in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no materially significant Related Party Transaction that may have potential conflict with the interest of the Company at large.

8.3 Code of Conduct

All the members of the Board and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct of the Company as on 31st March, 2010. The Code of Conduct has been posted on the Company's website (www.peninsula.co.in)

A declaration to this effect signed by the Managing Director is appended to this Report.

8.4 Listing Agreement Compliance

The Company complies with all the requirements of the Listing Agreement including the mandatory requirements of Clause 49 of the Listing Agreement.

8.5 Risk Management

The Audit Committee and the Board of Directors regularly review the risk management strategy of the Company to ensure the effectiveness of the risk management policy and procedures. The Company has set up a system to appraise the Board of Directors of the Company on the key risk assessment areas and suggestive risk mitigation mechanism.

**8.6 CEO and CFO Certification**

The CEO and the CFO of the Company have given the certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

8.7 Corporate Social Responsibility Policy

The Company has always undertaken Corporate Social Responsibility activities for the betterment of people around itself. The Company ran a day-care centre for the children of its construction workers at the residential project at Ashok Towers in Parel, Mumbai. Children as young as 3 months old were looked after at the crèche from morning to evening. A doctor used to visit the crèche every week and conduct health check-ups. Apart from this, the children had also received non-formal education, the children were taught by trained teachers and followed the Balwadi syllabus.

Across the world, Companies are integrating employee and community involvement initiatives into their business strategy. The Company has developed a programme to assist its employees to volunteer during work hours to give them a sense of commitment to build healthy communities. The Company has identified a few Non Government Organisations to take this programme forward. Employees would be required to specify their areas of interest and would be given time off from work to carry on this activity. At present, they have been allocated 24 hours every year to pursue this.

9. Monitoring of Subsidiary Companies

The Company monitors the performance of its Subsidiary Companies, *inter alia*, by the following means :

- (a) Financial statements, in particular the investments made by the unlisted Subsidiary Companies, are reviewed regularly by the Audit Committee of the Company.
- (b) All minutes of the Board meetings of the unlisted Subsidiary Companies are placed before the Board regularly.

The Company does not have any material unlisted subsidiary and hence is not required to nominate an independent director of the Company on the Board of any subsidiary.

10. Means of communication

The quarterly results and annual results are generally published in Business Standard and Mumbai Lakshdeep and simultaneously posted on the Company's website (www.peninsula.co.in). The Management Discussion and Analysis Report has been included in the Annual Report.

The Company's website www.peninsula.co.in contains a separate dedicated section 'Investors Relations' where shareholders information is available. The Annual Report of the Company is also available on the website in a user friendly and downloadable form.

The Company makes presentations to the Institutional Investors and Analyst.

11. General Shareholder Information**11.1 138th Annual General Meeting**

Date	Time	Venue
5 th August, 2010	3.00 p.m.	Walchand Hirachand Hall, Indian Merchants' Chamber Building, Churchgate, Mumbai 400 020

11.2 Financial Calendar for the Year 2010-2011

Financial year	1 st April, 2010 to 31 st March, 2011
Payment of Dividend	The final dividend, if declared by the shareholders at the Annual General Meeting shall be paid / credited on or before 4 th September, 2010 i.e. within 30 days from the date of declaration.
Book Closure Dates	Thursday, 29 th July, 2010 to Thursday, 5 th August, 2010 (both days inclusive) to determine the entitlement of shareholders to receive the dividend as may be declared for the year ended 31 st March, 2010.

Financial reporting for the quarter ending (tentative and subject to change)

30 th June, 2010	:	By 31 st July, 2010
30 th September, 2010	:	By 31 st October, 2010
31 st December, 2010	:	By 31 st January, 2011
Year ending 31 st March, 2011	:	By 30 th May, 2011
Annual General Meeting for the year ending 31 st March, 2011	:	By September, 2011

11.3 Dividend History

Sr. No.	Financial year	Dividend per share (Rs.)	Date of Declaration (Annual General Meeting)	Date of payment (Date of Dividend Warrant)
1	2006-2007 (9 months period)	3.00	21 st September, 2007	24 th September, 2007
2	2007-2008 (12 months period)	0.80	13 th August, 2008	14 th August, 2008
3	2008-2009 (12 months period)	0.90	10 th August, 2009	13 th August, 2009

The face value of the equity shares was sub-divided from Rs. 10/- per share to Rs. 2/- per share effective from 23rd October, 2007. The dividend for the financial year 2006-2007 was declared on face value of Rs. 10/- per share and the dividend for the financial year 2007-2008 and 2008-2009 was declared on face value of Rs. 2/- per share.

11.4 Unclaimed dividends

All the shareholders whose dividend is unclaimed are requested to claim their dividend. Under the Transfer of Unclaimed Dividend Rules, it would not be possible to claim the dividend amount once deposited in Investor Education & Protection Fund.

11.5 Transfer to Investor Education & Protection Fund

Pursuant to Section 205C of the Companies Act, 1956, dividends that are unclaimed for a period of seven years are to be transferred to the Investor Education & Protection Fund (IEPF) administered by the Central Government. At present, there are no dividends due for transfer to IEPF.

11.6 Registered Office

The Registered Office of the Company is situated at :

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

**11.7 Listing of Equity Shares on Stock Exchanges and Stock Code****Listing on Stock Exchanges**

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 023

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Mumbai 400 051

Name of the Exchange	Stock Code
Bombay Stock Exchange Limited	503031
National Stock Exchange of India Limited	PENINLAND
ISIN Demat	INE138A01028

The Company has been regular in paying the Annual Listing Fees to the Stock Exchanges. Listing fees for the year 2010 – 2011 have been paid within the due date.

11.8 Stock Market Data

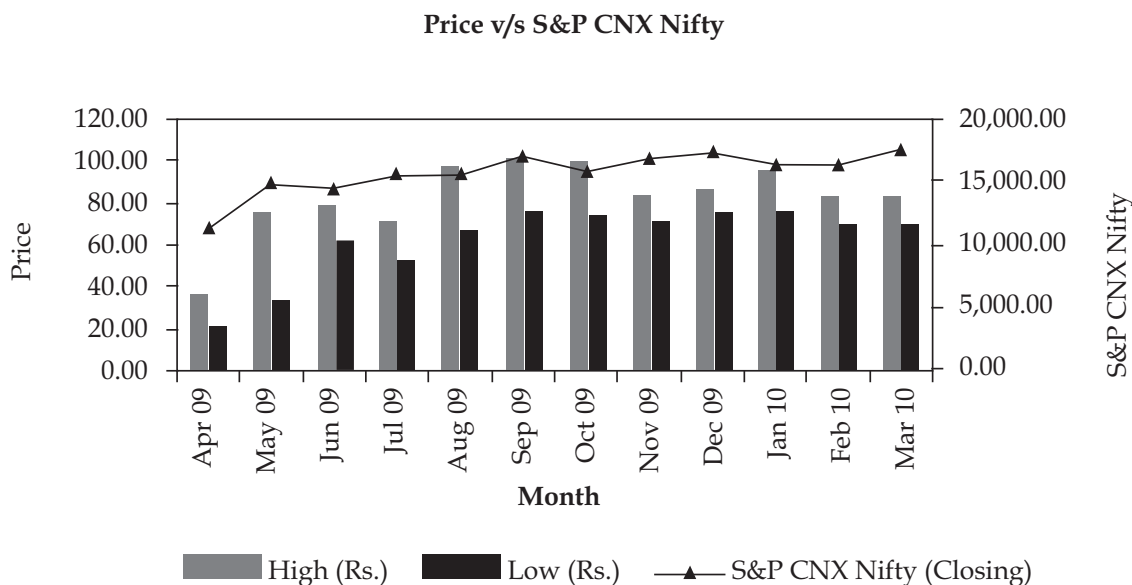
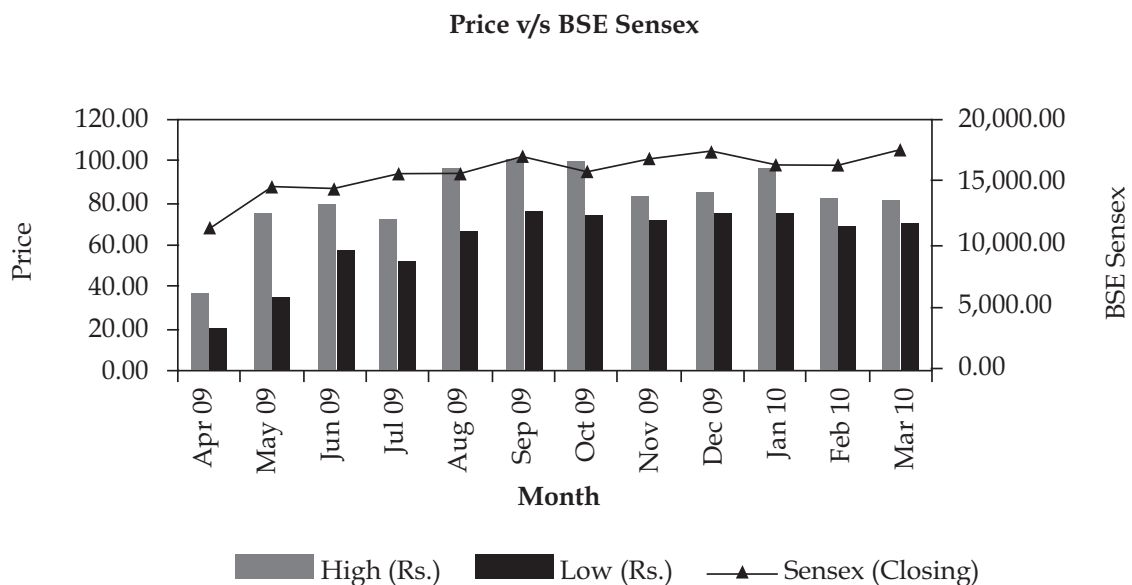
The high / low of the market price of the shares of the Company is given below :

Month	Bombay Stock Exchange Limited (BSE)				National Stock Exchange of India Limited (NSE)			
	High (Rs.)	Low (Rs.)	Monthly volume	Sensex (Closing)	High (Rs.)	Low (Rs.)	Monthly volume	S&P CNX NIFTY (Closing)
April, 2009	37.10	21.20	4175832	11403.25	37.25	21.10	5377923	3473.95
May, 2009	75.40	35.15	11558689	14625.25	75.90	34.50	13220163	4448.95
June, 2009	79.20	58.00	4117395	14493.84	79.45	62.00	5896246	4291.10
July, 2009	72.20	53.00	1838207	15670.31	72.50	52.85	2409175	4636.45
August, 2009	96.90	67.70	5653193	15666.64	96.70	67.50	6718849	4662.10
September, 2009	100.90	76.80	4033208	17126.84	101.25	76.00	5643988	5083.95
October, 2009	99.90	74.30	9901912	15896.28	99.75	74.40	10942980	4711.70
November, 2009	83.50	71.90	2770248	16926.22	83.80	72.00	3782500	5032.70
December, 2009	86.35	75.80	2162462	17464.81	86.60	75.75	2855810	5201.05
January, 2010	97.00	76.00	6664612	16357.96	95.90	75.75	8113090	4882.05
February, 2010	82.90	69.50	2155250	16429.55	82.85	70.10	3688529	4922.30
March, 2010	82.00	70.10	1579150	17527.77	83.50	70.50	2827941	5249.10

Sources : BSE, NSE, Sensex and S&P CNX Nifty websites

Stock Performance v/s BSE Sensex and S&P CNX Nifty

The performance of Peninsula Land Limited's Equity Shares relative to the BSE Sensex and S&P CNX Nifty is given in the charts below :



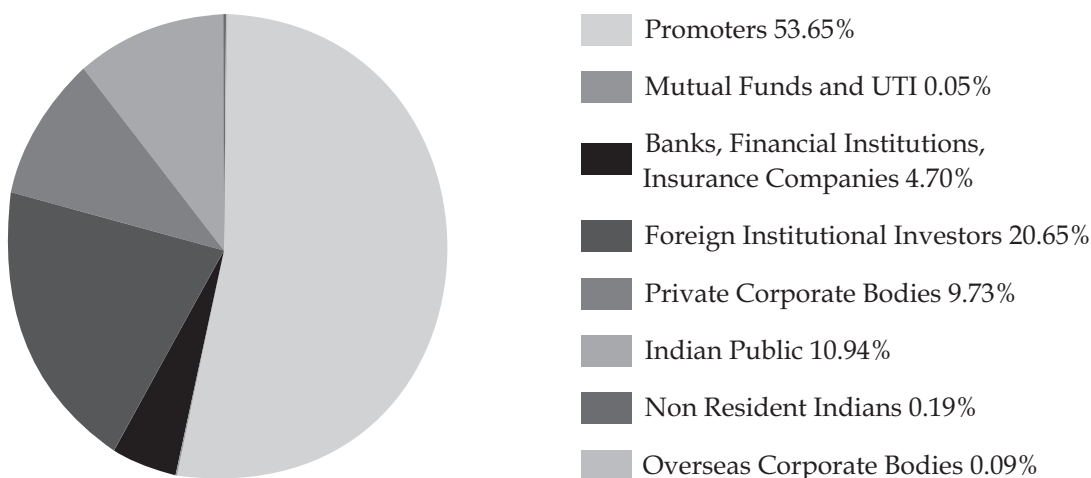
**11.9 Distribution of shareholding as on 31st March, 2010**

Slab of shareholding	No. of shareholders	% of shareholders	No. of shares	% of shares held
1 to 5000	52986	98.69	19376496	6.94
5001 to 10000	350	0.65	2513410	0.90
10001 to 20000	172	0.32	2428102	0.87
20001 to 30000	64	0.12	1569032	0.56
30001 to 40000	21	0.04	716713	0.26
40001 to 50000	12	0.02	552975	0.20
50001 to 100000	22	0.04	1574285	0.56
100001 & Above	61	0.11	250470207	89.71
	53688	100.00	279201220	100.00

11.10 Shareholding Pattern as on 31st March, 2010

	Category	No. of shares held	% of shares held
A	Promoters Holding		
1	Indian promoters	149793087	53.65
	Foreign promoters	--	--
2	Persons acting in concert	--	--
	Sub total (1 + 2)	149793087	53.65
B	Non Promoters Holding		
3	Institutional Investors		
a	Mutual Funds and UTI	126295	0.05
b	Banks, Financial Institutions, Insurance Companies (Central / State Govt., Institutions / Non Govt. Institutions)	13118470	4.70
c	Foreign Institutional Investors	57650165	20.65
	Sub-total (3)	70894930	25.40
4	Others		
a	Private Corporate Bodies	27159294	9.73
b	Indian Public	30560436	10.94
c	Non Resident Indians	543423	0.19
d	Overseas Corporate Bodies	250050	0.09
	Sub total (4)	58513203	20.95
	Grand total (1 + 2 + 3 + 4)	279201220	100.00

% of Shareholding



11.11 Share Transfers (Physical Form)

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's equity shares to a Share Transfer Committee comprising of Ms. Urvi A. Piramal, Mr. Rajeev A. Piramal, Mr. Mahesh S. Gupta and Mr. Rajesh Jaggi. The share certificates in physical form are generally processed and returned within 30 days from the date of receipt, if the documents are clear in all respects.

For administrative convenience and to facilitate speedy approvals, authority has also been delegated to Senior Executives to approve share transfers upto specified limits.

A summary of the transfer / transmission so approved by the Committee and the authorized Executives is placed at every Board Meeting.

The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Clause 47 (c) of the Listing Agreement with the Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

The Company conducts a Secretarial Audit on a quarterly basis in accordance with SEBI requirements. M/s. Haribhakti & Co., Chartered Accountants has been appointed by the Company to conduct such audit. The Secretarial Audit Reports of M/s. Haribhakti & Co., which have been submitted to the Stock Exchanges within the stipulated period, *inter alia*, confirms that the equity shares of the Company held in dematerialized form and in physical form tally with the issued and paid-up equity share capital of the Company.

11.12 Dematerialization of shares and liquidity

As at 31st March, 2010, 272729425 Equity Shares representing 97.68% of the Company's paid-up Equity Share Capital have been dematerialized.

Trading in Equity Shares of the Company is permitted only in dematerialized form as per the notification issued by SEBI.

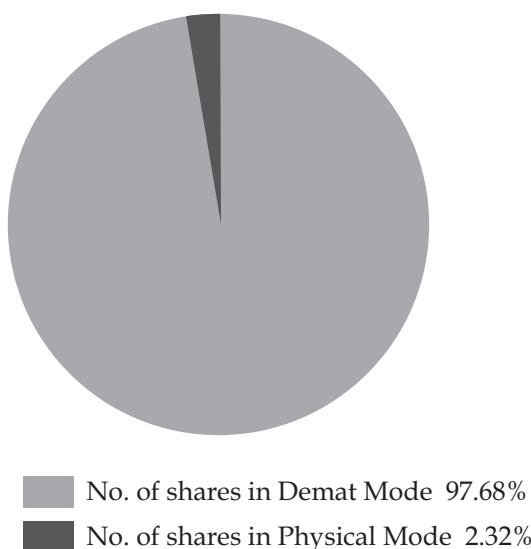
Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to the Share Transfer Agent of the Company. Upon receipt of the request and share certificates,



the Share Transfer Agent will verify the same. Upon verification, the Share Transfer Agent will request National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) to confirm the demat request. The demat account of the respective shareholder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Share Transfer Agent. The Share Transfer Agent then request NSDL / CDSL to confirm the same. Approval of the Company is sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificate is dispatched within one month from the date of issue of shares.

No. of shares in Demat & Physical Mode



11.13 Share Transfer Agent

Freedom Registry Limited has been appointed as one point agency for dealing with shareholders. Shareholders' correspondence should be addressed to the Company's Share Transfer Agent at the address mentioned below :

Registered Office

Freedom Registry Limited
Plot No. 101/102, 19th Street, MIDC Area
Satpur, Nasik 422 007
Tel (0253) - 2354 032
Fax (0253) - 2351 126
E-mail : helpdesk@freedomregistry.in
amtrac_nsk@sancharnet.in

Mumbai Liaisoning Office

Freedom Registry Limited
104, Bayside Mall
35, C. M. M. Malviya Marg
Tardeo Road, Haji Ali
Mumbai 400 034.
Tel : (022) - 2352 5589 / 6743 2799

11.14 Investor Helpdesk

Share transfers, dividend payments and all other investor related activities are attended to and processed at the office of the Share Transfer Agent, Freedom Registry Limited.

For lodgement of transfer deeds and other documents or for any other grievance / complaints, shareholders / investors may contact Share Transfer Agent, Freedom Registry Limited at the address mentioned above.

Any queries relating to share transfers, dividend payments, annual report, etc. may be mailed to investor@peninsula.co.in

11.15 Investor Correspondence

Shareholders can also contact the following Official for Secretarial matters of the Company

Name	E-mail ID	Telephone No.	Fax No.
Mr. K. Nath Company Secretary	investor@peninsula.co.in	+91-22-6615 4651 - 53	+91-22-6615 4593

Shareholders can contact the following Officials for Financial matters of the Company :

Name	E-mail ID	Telephone No.	Fax No.
Mr. Vinay Pandya Group CFO	info@peninsula.co.in	+91-22-6615 4651 - 53	+91-22-6615 4593
Mr. Bharat Sanghavi Chief Financial Officer		+91-22-6622 9300	+91-22-6622 9302

Correspondence address :

Peninsula Land Limited
Peninsula Spenta
Mathuradas Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013

11.16 Plant Location

The Company has no manufacturing plant.

11.17 Outstanding GDRs / ADRs / Warrants or any Convertible Instruments

There are no outstanding convertible warrants / instruments.

11.18 Status of Compliance with Non Mandatory Requirements

- For Remuneration Committee, please refer No. 4 above.
- Since the financial results are published in newspapers having wide circulation, only the annual accounts are sent to each of the shareholders.
- The provisions relating to postal ballot shall be complied with on matters as may be applicable.

12. Code for Prevention of Insider Trading

The Company has adopted a Code for Prevention of Insider Trading in the shares of the Company which is in line with the Model Code as prescribed by the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended. The said Code *inter alia* prohibits purchase / sale of shares of the Company by Directors and Employees while in possession of unpublished price sensitive information in relation to the Company.



Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

To,

The Members of Peninsula Land Limited

Declaration by the Managing Director under Clause 49 of the Listing Agreement

I, Rajesh Jaggi, Managing Director of Peninsula Land Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2010.

Rajesh Jaggi
Managing Director

Mumbai, 27th April, 2010

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Peninsula Land Limited

We have examined the compliance of conditions of Corporate Governance by Peninsula Land Limited (the 'Company'), for the year ended on 31st March, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance with conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

Based on the representation received from the Company and certified by the Share Transfer Agent of the Company, no investor grievance is pending for a period exceeding one month as on 31st March, 2010 against the Company and the Share Transfer Agent have reported to the Shareholders / Investors Grievances Committee on the status of the grievances.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Nilesh Shah & Associates
Company Secretaries

Place : Mumbai
Date : 27th April, 2010

(Nilesh Shah)
Partner (FCS - 4554)
C.P.No: 2631

SECRETARIAL COMPLIANCE CERTIFICATE

To,
The Board of Directors,
PENINSULA LAND LIMITED
MUMBAI

I have examined the necessary registers, records, books and papers of Peninsula Land Limited (the 'Company') as required to be maintained under the Companies Act, 1956, (the 'Act') and the Rules made thereunder, Listing Agreement, applicable SEBI Regulations and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March 2010. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the requisite statutory registers and other records as per the provisions of the Act and the Rules made there under.
2. The Company has filed the requisite forms and returns as required to be filed with the Registrar of Companies, Maharashtra, Mumbai and other authorities with additional filing fees, in case of delay, as prescribed under the Act and the Rules made thereunder.
3. The Board of Directors of the Company is duly constituted. There were no appointments of additional directors, alternate directors and directors to fill casual vacancies during the financial year under review.

The Board of Directors duly met 5 times on 08.05.2009, 24.06.2009, 20.07.2009, 10.10.2009 and 22.01.2010 respectively, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

4. As required under the Listing Agreement and the Companies Act, 1956, the Company has the following Committees:
 - Audit Committee: The Committee had met 4 times during the year under review.
 - Investor Grievance Committee: The Committee had met 4 times during the year under review.
 - Remuneration Committee: The Committee had met once during the year under review. The Committee Meeting held on 8th May, 2009 had considered the Payment of Commission to Executive Directors and Non-Executive Directors and taken note of the Lapse of 1,23,275 options under ESOP Scheme due to Resignation of Employees.
 - Besides the above, the Company has also non-mandatory committees like Share Transfer Committee, Committee of Directors, Committee of Directors (Borrowings), Committee of Directors (Bank Accounts), Committee of Directors (QIP), Management Committee, Committee of Directors (Postal Ballot) and Investment and Loan Committee.
 - Minutes of the above named committee meetings were properly recorded.
5. The Company closed its Register of Members from 03.08.2009 to 10.08.2009 (Both Days Inclusive) and necessary compliance of Section 154 of the Companies Act, 1956 has been made in respect of the same.
6. The Annual General Meeting for the financial year ended on 31st March, 2009 was held on 10.08.2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose. The Company has not passed any resolution by Postal Ballot.
7. The Company has complied with the requirements of the Depositories Act, 1996 pertaining to dematerialization of shares and wherever required, share certificates have been issued and delivered to the shareholders within the statutory period and the transfers/transmissions thereof have been carried out and registered as per requirements.



SECRETARIAL COMPLIANCE CERTIFICATE

8. Declaration and Payment of dividend for the previous financial year was made during the year under review and amount lying in unclaimed dividend account has been transferred to the Investor Education and Protection Fund as per the requirements of the Act.
9. The Company has not appointed any new Managing Director / Whole Time Director / Manger during the financial year under review.
10. Charges created, modified or satisfied by the Company were filed and noted and entered in the Register maintained for the purpose during the financial year under review. Save and except filing of One Form 8 was delayed for which condonation application has been filed with the Company Law Board.
11. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the Rules made thereunder.
12. The Company has not issued any new shares / debentures / other securities during the financial year under review.
13. The Company has redeemed 25 Non Convertible Debentures of Rs. 5,00,00,000/- each in compliance of the provision of the Act. The Company has not redeemed any preference shares during the year under review.
14. The Company has not accepted any fresh Fixed Deposits. The Dividend declared had been paid during the year. The Annual Return and Annual Reports have been filed as required under the Act. The Company has, therefore not defaulted in any of the provisions of Section 274(1)(g) of the Act, which may otherwise disqualify the Directors of the Company from acting as a Director of any other Public Company.
15. The amount borrowed by the Company from various sources is within the borrowing limits of the Company.
16. The Company had complied with the provisions of Section 372A and other provisions of the Act in respect of guarantees given, loans granted, investments made during the financial year under review, wherever applicable.
17. The Company has substantially complied with the requirements in pursuance to the Listing Agreements with the Stock Exchanges in respect of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 as amended from time to time. The Company has filed statements with the Stock Exchanges under the Regulation 8(3) of the said regulations.
18. The Company has not granted any new options under ESOP Scheme. However 1,95,212 Options which were granted earlier had lapsed during the year under review.
19. The Company has complied with the Listing Agreement with the Stock Exchanges pertaining to submissions of the statements, documents, disclosure requirements, publication in newspapers, Corporate Governance Standards as prescribed in Clause 49 of Listing Agreement.
20. The Company has substantially complied with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time and has submitted the information as received from the Directors / Shareholders with regard to changes in the shareholding to the Stock Exchanges under regulation 13(6) of the said regulation.
21. The Company has instituted the codes for Directors and Senior Executives of the Company and has complied with the Code of Conduct for Directors and other Senior Executives as required under Clause 49 of the Listing Agreements.
22. The Company has altered the provisions of Memorandum of Association with respect to Authorised Share Capital of the Company during the financial year under review and complied with the provisions of the Act.
23. The Company has not altered any provisions of its Articles of Association during the financial year under review.

MAHESH M. DARJI
Company Secretary
C.P.No: 7809

Place: Mumbai
Date: 27.04.2010



AUDITOR'S REPORT



AUDITORS' REPORT

To

The Members of
PENINSULA LAND LIMITED

1. We have audited the attached Balance Sheet of Peninsula Land Limited ('the Company') as at March 31, 2010 and also the Profit and Loss Account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the paragraph 3 above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956. As regards disclosure required in AS-15 (Revised) "Employee Benefit" attention is invited to Note No. 16 of Schedule -14 to Accounts.
 - v. On the basis of the written representations received from the directors, as on March 31, 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - a) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2010;
 - b) in the case of the profit and loss account, of the profit for the year ended on that date; and
 - c) in the case of cash flow statement, of the cash flows for the year ended on that date.

For Haribhakti & Co.
Chartered Accountants
Firm Registration No. 103523W

Chetan Desai
Partner

Membership No. 17000

Place: Mumbai
Date: 27th April, 2010

ANNEXURE TO AUDITORS' REPORT

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Peninsula Land Limited on the financial statements for the year ended March 31, 2010]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) We are informed that the fixed assets of the Company are physically verified by the management according to phased programme designed to cover all the items over a period of the three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, physical verification has been carried out during the year, as informed, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification carried out at the end of the year.
- (iii) (a) The Company has granted loan to fourteen companies covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 62,121.08 Lacs and the year-end balance of loans granted to such parties was Rs. 62,321.76 Lacs.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are not, prima facie, prejudicial to the interest of the Company.
- (c) The parties have repaid the principal amounts as stipulated and have also been regular in the payment of interest to the Company.
- (d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- (e) As informed, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct weakness in internal control system of the Company.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that need to be entered into the register maintained under Section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. According to the information and explanations given to us, no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.



ANNEXURE TO AUDITORS' REPORT

- (viii) The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are no dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.
- (x) The Company does not have any accumulated losses at the year end. Further, the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the records of the Company and according to the information and explanations provided to us, we are of the opinion that the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In respect of dealing/trading in shares, securities, debentures and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities, debentures and other investments have been held by the Company, in its own name.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xvi) In our opinion, the term loans have been applied for the purpose for which the loans were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the Company had not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- (xix) The Company did not issue any debentures during the year.
- (xx) During the year the Company has not raised any money through public issue.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For Haribhakti & Co.
Chartered Accountants
Firm Registration No. 103523W

Chetan Desai
Partner
Membership No. 17000

Place: Mumbai
Date: 27th April, 2010.



FINANCIALS



BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	As at March 31, 2010		As at March 31, 2009	
		Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
SOURCES OF FUNDS					
Shareholders Funds					
Share Capital	1	5,589.66		5,589.66	
Reserves & Surplus	2	124,358.36		100,155.70	
			129,948.02		105,745.36
Loan Funds					
Secured Loans	3		46,652.74		34,315.86
Deferred Tax Liability					
Deferred Tax Liability		972.60		2,072.22	
Less: Deferred Tax Asset		181.36	791.24	197.07	1,875.15
			177,392.00		141,936.37
APPLICATION OF FUNDS					
Fixed Assets	4				
Gross Block		5,057.54		5,369.49	
Less: Accumulated Depreciation		941.45		874.52	
Net Block		4,116.09		4,494.97	
Capital Work -in- Progress		-	4,116.09	721.79	5,216.76
Investments	5		5,729.93		22,690.01
Current Assets, Loans & Advances	6				
Inventories		18,532.27		21,779.23	
Sundry Debtors		24,152.50		19,131.03	
Cash & Bank Balances		64,041.98		14,666.84	
Other Current Assets		3,033.46		462.38	
Loans & Advances		72,721.63		64,362.36	
		182,481.84		120,401.84	
Less: Current Liabilities & Provisions	7				
Current Liabilities		9,686.58		7,734.64	
Provisions		5,249.28		3,205.84	
Net Current Assets			167,545.98		109,461.36
Miscellaneous Expenditure					
(Deferred Revenue expenditure to the extent not written off)			-		4,568.24
			177,392.00		141,936.37
Significant Accounting Policies	13				
Notes To The Financial Statements	14				

As per report of even date

For and on behalf of Board of Directors

For Haribhakti & Co.
Chartered Accountants

Urvi A. Piramal
Rajeev A. Piramal
Mahesh S. Gupta
Rajesh S. Jaggi

Chairperson
Executive Vice Chairman
Group Managing Director
Managing Director

Directors
Jaydev Mody
Amitabha Ghosh
Bhavna Doshi
C. M. Hattangdi
D. M. Popat
Sudhindar Khanna

Chetan Desai
Partner

Bharat Sanghavi
K. Nath

Chief Financial Officer
Company Secretary

Mumbai: 27th April, 2010

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

	Schedule	2009-10		2008-2009	
		Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
INCOME					
Income from Operations		76,087.73		54,165.04	
Interest Income (Net)	8	4,781.84		4,525.53	
Other Income	9	835.36		904.79	
Total Income			81,704.93		59,595.36
EXPENDITURE					
Cost of Realty Sales		34,335.18		34,111.28	
Operating Expenses	10	3,726.72		2,057.68	
Staff Cost	11	4,655.33		3,293.11	
Depreciation		397.86		381.80	
Total Expenditure			43,115.09		39,843.87
Profit Before Tax, Extraordinary And Exceptional Items			38,589.84		19,751.49
Exceptional Items			455.00		-
Profit Before Tax and Extraordinary Items			38,134.84		19,751.49
Income Tax		6,213.00		2,801.36	
Deferred Tax		(1,083.89)		343.53	
Fringe Benefit Tax		-		54.00	
			5,129.11		3,198.89
Profit For The Year After Tax Before Extraordinary Items			33,005.73		16,552.60
Reversal of Excess Tax Provision of Earlier Year's Extra-Ordinary Items	12		648.75		-
			(4,568.23)		(1,600.77)
Profit After Tax			29,086.25		14,951.83
Profit Brought Forward from Previous Year			21,680.90		13,656.94
Net Profit Available For Appropriation			50,767.15		28,608.77
Transfer to General Reserves		5,000.00		1,496.00	
Transfer to Debenture Redemption Reserve		-		2,492.00	
Proposed Dividend on Preference Shares		0.01		0.01	
Distribution Tax thereon (Rs. 84 /- P.Y. Rs 85/-)		0.00		0.00	
Proposed Dividend on Equity Shares		4,188.01		2,512.81	
Distribution Tax thereon		695.57		427.05	
			9,883.59		6,927.87
Balance Carried To Balance Sheet			40,883.56		21,680.90
Earning per Share of Rs. 2/- each - Basic (Before extraordinary items)			12.05		5.93
Earnings per Share of Rs. 2/- each - Basic (After extraordinary items)			10.42		5.36
Earning per Share of Rs. 2/- each - Diluted (Before extraordinary items)			12.04		5.93
Earnings per Share of Rs. 2/- each - Diluted (After extraordinary items)			10.41		5.36
(Refer Sr. No. 21 of Schedule 14)					
Significant Accounting Policies	13				
Notes To The Financial Statements	14				

As per report of even date

For and on behalf of Board of Directors

For Haribhakti & Co.
Chartered AccountantsUrvi A. Piramal
Rajeev A. Piramal
Mahesh S. Gupta
Rajesh S. JaggiChairperson
Executive Vice Chairman
Group Managing Director
Managing DirectorChetan Desai
PartnerBharat Sanghavi
K. NathChief Financial Officer
Company SecretaryDirectors
Jaydev Mody
Amitabha Ghosh
Bhavna Doshi
C. M. Hattangdi
D. M. Popat
Sudhindar KhannaMumbai: 27th April, 2010



SCHEDULES TO BALANCE SHEET

	March 31, 2010		March 31, 2009	
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
1. SHARE CAPITAL				
Authorised:				
37,49,95,000 (32,49,95,000 Shares of Rs. 2/- each) Equity Shares of Rs. 2/- each		7,499.90		6,499.90
1000 (1000) 5% Cumulative Redeemable Preference Shares of Rs. 10/- each.		0.10		0.10
		<u>7,500.00</u>		<u>6,500.00</u>
Issued , Subscribed and paidup				
(a) 27,92,01,220 (27,92,01,220 Shares of Rs. 2/- each) Equity Shares of Rs. 2/- each Fully paid up		5,584.02		5,584.02
- Includes 13,33,20,055 (13,33,20,055 Shares of Rs. 2/- each) shares of Rs. 2/- each issued pursuant to Schemes of Arrangement for consideration other than cash.				
- Also includes 4,82,87,635 (4,82,87,635 Shares of Rs. 2/- each) shares of Rs. 2/- each allotted as fully paid up by way of ' bonus by capitalisation of Rs. 23 Lakhs from Share Premium Account and Rs. 942.75 Lakhs from Reserves)				
Add: Forfeiture of Shares		5.54		5.54
		<u>5,589.56</u>		<u>5,589.56</u>
(b) 1000 (1000) 5% Cumulative Redeemable Preference Shares of Rs. 10/- each pursuant to Scheme of Arrangement for consideration other than cash		0.10		0.10
- Preference shares are redeemable on the expiry of ten years from the date of allotment,with an option for the Company for early redemption but not before 18 months from the date of allotment 25 th January, 2006				
		<u>5,589.66</u>		<u>5,589.66</u>
2. RESERVES AND SURPLUS				
Capital Reserve		185.03		185.03
Capital Redemption Reserve		17.25		17.25
Security Premium Account		64,032.31		64,032.31
Debenture Redemption Reserve				
As per last Balance Sheet	5,939.00		3,447.00	
Less: Transfer to General Reserve	5,939.00		-	
Add :Transferred from Profit and Loss Account	-	-	2492.00	5,939.00
General Reserve				
As per last Balance Sheet	8,301.21		6,805.21	
Add : Transferred from Profit and Loss Account	5,000.00		1,496.00	
Add : Transferred from Debenture Redemption Reserve	5,939.00	19,240.21	-	8,301.21
Profit and Loss Account				
As per Annexed Profit and Loss Account		40,883.56		21,680.90
		<u>124,358.36</u>		<u>100,155.70</u>

	March 31, 2010 Rs. In Lakhs	March 31, 2009 Rs. In Lakhs
3. LOAN FUNDS		
Secured Loan		
From Financial Institutions (Term Loan)	35,000.00	16,311.00
From Bank (Term Loan)	11,650.88	5,497.79
(P.Y. 25) 13% Secured (Non-Convertible Redeemable Debenture) of Rs. 50 Lakhs each	-	12,500.00
Vehicle Loan	1.86	7.07
	46,652.74	34,315.86
NOTE :		
1) The Term loans from Financial Institutions are secured by :		
Mortgage of the Company's immovable property comprising land and present and future construction thereon at its project Peninsula Business Park at Lower Parel, Mumbai and a charge on the Receivables from the said Project.	35,000.00	16,311.00
2) The term loans from Banks are secured as under :		
a) By way of mortgage on the Company's immovable property located at Parel Mumbai and charge on the rent receivable therefrom	4,258.35	4,790.63
b) By way of mortgage of unsold area of its Project Ashok Towers at Parel, Mumbai and a charge on the receivables from the said project	2,430.00	-
c) Exclusive Charge on the receivables of	4,962.53	707.16
i) the residential project named as "Ashok Gardens" being developed at Sewri, Mumbai and		
ii) project named as " Peninsula Technopark" being developed at Kurla, Mumbai		
3) 13% Secured Non-Convertible Redeemable Debentures are secured by:		
Mortgage of the company's immovable property comprising land and present and future construction thereon at its project Peninsula Business Park at Lower Parel, Mumbai and a charge on the Receivables from the said Project	-	12,500.00
4) Hypothecation of Vehicle	1.86	7.07



SCHEDULES TO BALANCE SHEET

4. FIXED ASSETS (AT COST)

Rs. in Lakhs

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 1.04.09	Additions during the year	Deductions during the year	As on 31.03.2010	Upto 1.04.09	Additions during the year	Deductions during the year	Upto 31.03.2010	As on 31.03.10	As on 31.03.2009
Leasehold Land	13.37	-	-	13.37	-	-	-	-	13.37	13.37
Land	24.07	-	-	24.07	-	-	-	-	24.07	24.07
Building	4,085.28	689.84	895.79	3,879.33	503.72	208.81	176.44	536.08	3,343.25	3,581.66
Office Equipments & Computers	824.03	242.59	306.10	760.52	236.26	132.82	84.88	284.21	476.31	585.44
Furniture & Fixtures	284.92	113.72	100.81	297.83	64.94	43.32	39.60	68.66	229.17	222.20
Motor Vehicles	137.82	14.14	69.55	82.42	69.59	12.91	30.00	52.50	29.92	68.23
TOTAL (A)	5,369.49	1,060.29	1,372.25	5,057.54	874.51	397.86	330.92	941.45	4,116.09	4,494.97
Previous Year (A)	4,923.96	558.91	113.38	5,369.49	529.33	381.80	36.60	874.52	4,494.97	4,394.63
Capital Work-in-progress	721.79	38.44	760.23	-	-	-	-	-	-	-
Capital Work-in-progress Previous year	516.88	204.91	-	721.79	-	-	-	-	-	-

Nos. Face Value **March 31, 2010** March 31, 2009
(Rupees) **Rs In Lakhs** Rs In Lakhs

5. INVESTMENTS (AT COST)

SHARES OF COMPANIES (QUOTED) (Non-Trade)

Shares in Bank of Baroda (Market value P.Y.Rs
5.86 Lakhs) - 10 - 2.12
(2,500)

LONG TERM INVESTMENTS :

SHARES OF COMPANIES (UNQUOTED) (Fully paid unless stated otherwise)

I) Subsidiary Companies

City Parks Private Limited - - - 7,259.03
(2334000) 10

Champs Elysee Enterprises Private Limited 250000 10 505.00 505.00
(250000)

Inox Mercantile Company Private Limited - - - 1.00
(10000) 10

	Nos.	Face Value (Rupees)	March 31, 2010 Rs In Lakhs	March 31, 2009 Rs In Lakhs
Renato Finance and Investments Private Limited	1000000 (1000000)	10	100.00	100.00
RR Real Estate Development Private Limited	- (10000)	- 10	-	1.00
RR Mega Property Developers Private Limited	- (10000)	- 10	-	1.00
Peninsula Trustee Limited	- (70000)	- 10	-	7.00
Peninsula Investment Management Company Limited	- (7500000)	- 10	-	750.00
Peninsula Facility Management Services Limited (formerly known as Peninsula Facility Management Services Private Limited)	- (100000)	- 10	-	0.25
Peninsula Pharma Research Centre Private Limited	- (10000)	- 10	-	1.00
Planetview Mercantile Company Private Limited	- (10000)	- 10	-	1.00
Peninsula Mega Properties Private Limited	7400 (7400)	10	0.74	0.74
Peninsula Mega Township Developers Private Limited	- (10000)	- 10	-	1.00
Takenow Property Developers Private Limited	- (10000)	- 10	-	1.00
Peninsula Holdings and Investments Private Limited (formerly known as Boom Realty Private Limited)	10,000 (10000)	10	1.00	1.00
II) Associate Companies				
Delta Hospitality Private Limited (Formerly Fasttrack Impex Private Limited)	- (260000)	- 10	-	26.00
JM Realty Management Private Limited	2500 (2500)	10	0.25	0.25
L & T Crossroads Private Limited	9000000 (900000)	10	1200.00	1,200.00
SEW Electricals Private Limited	989300 (989300)	10	653.57	653.57
Topzone Mercantile Company Private Limited	- (10000)	- 10	-	1,353.38
Edifice Properties Private Limited (Partly paid)	- (1300000)	- 10	-	3,999.75



SCHEDULES TO BALANCE SHEET

	Nos.	Face Value (Rupees)	March 31, 2010 Rs. In Lakhs	March 31, 2009 Rs. In Lakhs
III) Others (Non-Trade)				
Aero Ports & Infrastructure Projects Private Limited	43750 (43750)	10	4.38	4.38
JM Township & Real Estate Private Limited	300000 (300000)	10	17.50	17.50
Rockfirst Real Estate Limited (formerly known as Rockfirst Real Estate Private Limited) - 18%Unsecured Redeemable Optionally Convertible Debentures	3488450 (3488450)	100	3488.45	3,488.45
Rockfirst Real Estate Limited -Equity Shares	14000 (14000)	10	1.40	1.40
Rockfirst Real Estate Limited -Preference Shares	10150 (10150)	100	10.15	10.15
The Shamrao Vithal Co operative Bank Limited	25 (25)	25	0.01	0.01
Sukh Sagar Premises Co-operative Housing Society Limited (Rs. 250/- P.Y. Rs. 250/-)	5 (5)	50	0.00	0.00
IMMOVABLE PROPERTIES			202.49	202.49
SHORT TERM INVESTMENTS :				
Investments in units of Mutual Funds				
Investments in Reliance Liquidity Fund	- (6435444.335)	- (17.096)		1,100.17
Investments in LIC MF Liquid Fund	- (18218131.450)	- (10.980)	-	2,000.37
Provision for Diminution in Investments			(455.00)	-
			5,729.93	22,690.01
Repurchase value of Investment in Units of Mutual Fund			-	3,100.54
Notes:				
Aggregate of Investments			Rs In Lakhs	
	As at 31-Mar-10 Cost	As at 31-Mar-10 Market Value	As at 31-Mar-09 Cost	As at 31-Mar-09 Market Value
1. Quoted Investments	-	-	2.12	5.86
2. Unquoted Investments	5,982.44	-	22,485.40	-
3. Immovable Properties	202.49	-	202.49	
TOTAL	6,184.93	-	22,690.01	5.86
Less : Provision for Diminution in value of Shares	455.00	-	-	-
TOTAL	5,729.93	-	22,690.01	5.86

Note: Aggregate NAV of the Unquoted Mutual Fund Units is Rs. NIL (P.Y. Rs. 3,100.55 Lakhs)

6. CURRENT ASSETS, LOANS AND ADVANCES**A) Inventories**

Finished Stock (Realty Stock)

1,152.78

4,085.29

Work In Progress (Realty Stock)

17,379.49

18,532.27

17,693.94

21,779.23

B) Sundry Debtors

(Unsecured, Considered Good)

(i) Over Six Months

117.50

562.36

(ii) Others

24,035.00

24,152.50

18,568.67

19,131.03

C) Cash & Bank Balance

Cash on hand

4.63

3.38

With Scheduled Banks - in Current accounts

3,685.10

2,426.69

- in deposit accounts

60,276.01

12,184.68

- unclaimed dividend accounts

76.24

52.09

64,041.98

14,666.84

D) Other Current Assets

Interest Receivable

1,068.73

318.68

Application Money for 0% Optionally Convertible Debentures

1,893.93

-

Share Application Money

55.00

-

Receivable for sale of Shares

15.80

-

Other Claims

-

3,033.46

143.70

462.38

E) Loans & Advances

(Unsecured, Considered Good)

Advances Recoverable In Cash or Kind or for value to be received

4,716.12

7,020.90

Advance Tax Less Provision

1,008.65

3,265.43

MAT Credit entitlement

1,433.35

2,435.18

Deposit with Public Bodies

51.75

30.10

Loans to Subsidiaries and Stepdown Subsidiaries

61,463.29

41,796.39

Loans/Deposit with Others

4,041.97

9,809.06

Advances To Staff and Others

6.50

72,721.63

5.30

64,362.36

182,481.84

120,401.84



SCHEDULES TO BALANCE SHEET

	March 31, 2010		March 31, 2009	
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
7. CURRENT LIABILITIES & PROVISIONS				
A) Current Liabilities				
Sundry Creditors				
Micro, Small and Medium Enterprises	0.51		-	
Others	7,356.42		6,015.50	
Other liabilities	995.36		221.86	
Unclaimed Dividend/Deposits				
Unclaimed Dividends	76.24		52.09	
Unclaimed Public Deposits	0.56		0.86	
(Shall be credited to Investor Education and Protection Fund to the extent as and when required)				
Interest accrued but not due	185.85		256.08	
Trade Deposits & Advances	931.33		1,045.44	
Payable to Subsidiary Company	140.31	9,686.58	142.81	7,734.64
B) Provisions				
Proposed Dividend on Preference Shares	0.01		0.01	
Proposed Dividend on Equity Shares	4,188.01		2,512.81	
Tax Payable on Proposed Dividend	695.57		427.05	
Employees Retirement Benefit	365.69		265.97	
		5,249.28		3,205.84
		14,935.86		10,940.48

SCHEDULES TO PROFIT & LOSS ACCOUNT

	March 31, 2010		2008-2009	
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
8 INTEREST (NET)				
Interest Income (TDS Rs. 669.78 Lakhs P.Y. Rs. 1394.61 Lakhs)		6,924.75		6,289.91
Less: Interest paid :				
On term loans	5,652.18		4,473.77	
Others	223.10		12.65	
	5,875.28		4,486.42	
Less: Interest cost Transferred to Work in progress	3,732.37	2,142.91	2,722.04	1,764.38
Interest Income (Net)		4,781.84		4,525.53
9 INCOME - OTHER INCOME				
Miscellaneous Income		8.27		11.13
Profit on sale of Fixed Assets		28.50		391.79
Dividend on Mutual Fund Units		623.23		499.18
Dividend on Shares (Non-Trade)		15.06		2.49
Profit on sale of Long Term Investments		160.30		0.20
		835.36		904.79
10 OPERATING EXPENSES				
Power and Fuel		94.23		83.46
Repairs & Maintenance -Buildings		289.95		154.14
Repairs & Maintenance - Others		135.30		72.19
Insurance		6.18		5.45
Rent		216.73		249.93
Rates & Taxes		197.54		92.36
Legal & Professional Fees		504.64		439.16
Advertisement and Sales Promotion		499.03		122.30
Brokerage & Commission		565.06		29.98
Donations (Refer note 10 in Schedule 14)		29.86		36.98
Miscellaneous Expenses		848.83		719.83
Loss on Sale of Fixed Assets		260.87		12.40
Non -Executive Directors' Commission		72.00		34.00
Directors' Sitting Fees		6.50		5.50
		3,726.72		2,057.68
11 STAFF COST (Including Managerial Remuneration)				
Salaries, Wages and Bonus		2,583.68		2,076.12
Contributions to ESIS, Provident Fund, Superannuation Fund, etc.		324.76		345.43
Staff & Labour Welfare		246.89		246.56
Executive Directors' Commission		1,500.00		625.00
		4,655.33		3,293.11
12 EXTRA ORDINARY ITEMS				
a) Extraordinary Items				
(i) Deferred Revenue Expenses Written off		(4,568.23)		(1,600.77)
		(4,568.23)		(1,600.77)



13 Significant Accounting Policies

I Basis of Accounting

The Financial statements have been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ("GAAP") and comply with the mandatory accounting standards ("AS") as notified by the Companies Accounting Standard (Rules), 2006 to the extent applicable and with the relevant provisions of the Companies Act, 1956.

II Use of Estimates

The preparation of financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenue and expenses for the year. Actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the year in which results are known / materialized. Any revision to an accounting estimate is recognized prospectively in the year of revision.

III Revenue Recognition

- (a) The Company is in the business of Property Development. Revenue from sale of properties under construction is recognised on the basis of actual bookings done (provided the significant risks and rewards have been transferred to the buyer and there is reasonable certainty of realisation of the monies) proportionate to the percentage of physical completion of construction/ development work as certified by the Architect.
- (b) Revenue from sale of completed properties (Finished Realty Stock) is recognised upon transfer of significant risks and rewards to the buyer.
- (c) Revenue on Development Rights is recognised on the basis of our revenue share receivable, from the related projects as per agreed terms and conditions.
- (d) Income from Operations include Realty Sale, Lease Rentals, Service Fees, Signages, Car park and PMC/ Marketing Fees.
- (e) Interest income is recognised on time basis determined by the amount outstanding and the rate applicable.
- (f) Dividend income is recognised when the right to receive the payment is established.

IV Inventories

- (a) Inventories comprise of: (i) Finished Realty Stock representing unsold premises in closed projects and (ii) Realty Work in Progress representing properties under construction / development.
- (b) Inventories are valued at lower of cost and net realisable value.
- (c) Cost of Realty construction / development is charged to the Profit & Loss Account in proportion to the revenue recognised during the period and the balance cost is carried over under Inventory as part of either Realty Work- in- Progress or Finished Realty Stock. Cost of Realty construction / development includes all costs directly related to the Project and other expenditure as identified by the Management which are incurred for the purpose of executing and securing the completion of the Project (net off incidental recoveries/ receipts) upto the date of receipt of occupancy certificate from the relevant authorities.

V Fixed Assets

(a) Tangible Assets

- (i) Tangible assets are carried at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non refundable taxes, duties, freight and other incidental expenses related to the

acquisition and installation of the respective assets. Borrowing cost attributable to acquisition or construction of fixed assets which takes substantial period of time to get ready for their intended use is capitalized.

- (ii) Expenses incurred for acquisition of capital assets along with advances paid towards the acquisition of fixed assets outstanding at each Balance Sheet date are disclosed under Capital Work in Progress.

(b) Intangible Assets

Intangible Assets are recorded at the consideration paid for the acquisition.

VI Leases

- (a) Assets acquired on lease where a significant portion of risks and rewards of ownership are retained by the Lessor are classified as Operating Leases. Lease Rentals are charged to Profit and Loss Account on accrual basis.
- (b) Assets leased out under Operating Leases are capitalised. Rental Income is recognised on accrual basis over the Lease term.

VII Depreciation / Amortization

(a) Depreciation

- (i) Depreciation has been charged on SLM basis for the assets acquired from erstwhile Piramal Holdings Limited (PHL) and Piramyd Retail and Merchandising Private Limited (PRMPL).
- (ii) For all other assets depreciation is provided on WDV basis.
- (iii) Depreciation is provided at the rates and in the manner specified under Schedule XIV of the Companies Act, 1956.
- (iv) Depreciation is calculated on a pro-rata basis from the date of installation / acquisition till the date the assets are sold or disposed.
- (v) Individual assets costing less than Rs 5000/- are depreciated fully in the year of acquisition.

(b) Amortization

- (i) Leasehold assets are amortized over the period of lease.
- (ii) Intangible assets are amortized over their estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use.

VIII Investments

Long term investments are carried at cost less any permanent diminution in value. Current investments are carried at the lower of cost and fair value.

Carrying amount of the individual investment is determined on the basis of the average carrying amount of the total holding of the investments.

IX Foreign Currency Transactions

- (a) Foreign exchange transactions are recorded at the closing rate prevailing on the dates of the respective transaction or at the contracted rates as applicable. Exchange difference arising on foreign exchange transactions settled during the year, if any is recognized in the Profit and Loss account.
- (b) Monetary assets and liabilities denominated in foreign currencies are converted at the closing rate as on Balance Sheet date. The resultant exchange difference is recognised in the Profit and Loss account.



SCHEDULES TO PROFIT & LOSS ACCOUNT

- (c) Non monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.

X Employee Benefits

(a) Short Term Employee Benefits

Short term employee benefits are recognized as an expense at the undiscounted amount in Profit and Loss account of the year in which the related service is rendered.

(b) Post Employment Benefits

Contribution to Provident Fund and Superannuation Scheme are charged against revenue. Provision for Gratuity is recorded on the basis of actuarial valuation certificate, provided by the actuary.

(c) Other Long Term Employees Benefits

Company's liability towards earned leave is determined by an independent actuary using Projected Unit Credit Method. Past services are recognized on a straight line basis over the average period until the benefits become vested. Actuarial gains and losses are recognized immediately in the Profit and Loss account as income or expense. Obligation is measured at the present value of the estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

(d) VRS Payments

Payments made under Voluntary Retirement Scheme are charged off in the year in which it is incurred.

XI Taxation

Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the year.

(a) Current Tax

The current charge for Income Tax is calculated in accordance with the relevant tax regulations applicable to the Company.

(b) Deferred Tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the year. The deferred tax charge or credit and the deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future, however where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each Balance Sheet date.

(c) Minimum Alternate Tax (MAT)

In case the company is liable to pay income tax u/s 115JB of Income Tax Act, 1961 (i.e. MAT), the amount of tax paid in excess of normal income tax is recognized as an asset (MAT Credit Entitlement) only if there is convincing evidence for realization of such asset during the specified period. MAT credit entitlement is reviewed at each Balance Sheet date.

XII Borrowing Cost

Borrowing cost attributable to the individual Projects have been treated as Project Cost and added to Stock in Trade. Other borrowing costs are charged to Profit and Loss account in the year in which they are incurred.

XIII Employee Stock Option

Employee Compensation Cost, if any, arising on account of option granted to employees is recognized in the financial statements. It is the difference between the intrinsic value and the exercise price of options.

XIV Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

XV Provisions and Contingent Liabilities

The Company creates a provision when there is a present obligation as a result of past events that probably requires an outflow of resources and reliable estimates can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent assets are neither recognized nor disclosed.

14 NOTES FORMING PART OF FINANCIAL STATEMENTS

- 1 In the opinion of the Board, the current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business. The provisions for all known liabilities are adequate.

2 Commitments and Contingent Liabilities**a. Claims against the Company not acknowledged as debts in respect of****i. Income Tax****b. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net off Advances)**

As At 31.03.2010 (Rs.In Lakhs)	As At 31.03.2009 (Rs.In Lakhs)
-	1,227.17
3.75	21.85

- 3 Recognition of Income and Expenses for ongoing projects are based upon expected / achieved sales value and estimated costs and work completion status as certified by architects, which being a technical matter, has been relied upon by the auditors.
- 4 During the year the Company transferred its investment in 12 subsidiaries amounting to Rs 9,025.78 Lakhs to one of its subsidiary Peninsula Holding & Investment Private Limited for a total consideration of Rs 9,025.78 Lakhs.
- 5 Excess Income Tax provision of earlier years of Rs 648.75 Lakhs was reversed pursuant to assessment proceedings.
- 6 The Extra ordinary item in Schedule 12 of Profit & Loss Account comprises entirely of amortisation of VRS and related cost incurred in earlier years.

The amortisation for current year was Rs. 4,568 Lakhs as against Rs 1,601 Lakhs for the previous year. The increase of Rs 2,967 Lakhs is due to compliance with Accounting Standard-15, which requires the unamortised portion of the deferred revenue expenses (VRS) to be amortised entirely by 31st March 2010.



SCHEDULES TO PROFIT & LOSS ACCOUNT

7 Income From Operations

	Year Ended 31.03.2010 (Rs.In Lakhs)	Year Ended 31.03.2009 (Rs.In Lakhs)
a. Realty Sales	73,796.05	52,312.53
b. Other Services	2,291.68	1,852.51
	76,087.73	54,165.04

8 Prior Period

Sale of earlier years included in Realty Sales	384.74	-
Corresponding Cost of above Realty Sales	359.71	-
Net Realty Income pertaining to earlier years	25.03	-

9 Foreign Currency Exposure

The year end foreign currency exposures that have not been hedged by derivative or otherwise are given below:
(Fig. in Lakhs)

Particulars	As At 31.03.2010		As At 31.03.2009	
	Amt in USD	Amt in Rs.	Amt in USD	Amt in Rs.
Loans	375.70	17,500.00	-	-

10 Donation includes Rs 1.85 Lakhs (Previous Year Rs. 5.10 Lakhs) paid to political parties. The details of the same are as under:

	Year Ended 31.03.2010 (Rs. In Lakhs)	Year Ended 31.03.2009 (Rs. In Lakhs)
Shivsena	0.25	-
Maharashtra Navnirman Sena	1.30	5.00
Maharashtra Navnirman Vahtuk Sena	0.10	-
Worli Taluka Rashtravadi Congress	0.05	-
Mumbai South Central District Youth Congress	0.15	-
Republican Party of India	-	0.10
Total	1.85	5.10

11 Details of Purchase and Sale of Investments made during the year are as under

a Current Year		(Fig. in Lakhs)							
Mutual Funds Units	Type of scheme	Opening Balance		Purchase		Sale		Closing Balance	
Particulars		Units	Rs.	Units	Rs.	Units	Rs.	Units	Rs.
Birla Sun Life Cash Plus	Daily Dividend	-	-	2,251.12	22,555.08	2,251.12	22,555.08	-	-
Birla Sun Life Saving Fund	Daily Dividend	-	-	1,753.63	17,548.23	1,753.63	17,548.23	-	-
HDFC Cash Management Fund-Saving Plan	Daily Dividend	-	-	3,204.61	34,085.51	3,204.61	34,085.51	-	-
HDFC Cash Management Fund- Treasury Advantage Plan	Daily Dividend	-	-	3,919.52	39,318.71	3,919.52	39,318.71	-	-
HDFC Floating Rate Income Fund-Short term Plan-Wholesale Option	Daily Dividend	-	-	249.17	2,511.88	249.17	2,511.88	-	-
ICICI Prudential Flexible Income Plan (FV Rs 10)	Daily Dividend	-	-	1,199.75	12,685.56	1,199.75	12,685.56	-	-
ICICI Prudential Flexible Income Plan (FV Rs 100)	Daily Dividend	-	-	333.87	35,301.47	333.87	35,301.47	-	-
ICICI Prudential Institutional Liquid Plan-Super Institutional (FV Rs 10)	Daily Dividend	-	-	1,546.14	15,464.80	1,546.14	15,464.80	-	-
ICICI Prudential Institutional Liquid Plan-Super Institutional (FV Rs 100)	Daily Dividend	-	-	457.18	45,728.49	457.18	45,728.49	-	-
LICMF Liquid Fund	Daily Dividend	182.18	2,000.37	455.80	5,004.71	637.98	7,005.08	-	-
Reliance Liquidity Fund	Daily Dividend	-	-	3,832.65	38,338.36	3,832.65	38,338.36	-	-
Reliance Medium Term Fund	Daily Dividend	64.35	1,100.17	199.60	3,412.34	263.96	4,512.51	-	-
Reliance Money Manager Fund	Daily Dividend	-	-	47.12	47,174.43	47.12	47,174.43	-	-
Religare Liquid Fund	Daily Dividend	-	-	200.19	2,003.18	200.19	2,003.18	-	-
Religare Ultra Short Term Fund-Institutional Daily Dividend	Daily Dividend	-	-	100.13	1,002.91	100.13	1,002.91	-	-



SCHEDULES TO PROFIT & LOSS ACCOUNT

b Previous Year

(Fig. in Lakhs)

Mutual Funds Units		Opening Balance		Purchase		Sale		Closing Balance	
Particulars	Type of scheme	Units	Rs.	Units	Rs.	Units	Rs.	Units	Rs.
HDFC Cash Management Fund - Saving Plus Plan Wholesale	Daily Dividend	-	-	1,166.57	11,702.41	1,166.57	11,702.41	-	-
Reliance Liquid Plus Fund - Institutional Optional	Daily Dividend	2.88	2,884.85	35.40	35,441.71	38.28	38,326.56	-	-
Reliance Medium Term Fund	Daily Dividend	-	-	299.65	5,122.73	235.30	4,022.56	64.35	1,100.17
Reliance Liquidity Fund	Daily Dividend	8.10	81.03	1,875.83	18,764.14	1,883.93	18,845.17	-	-
Reliance Interval Fund - Quarterly Plan Series 1	Institutional Dividend	1,525.65	15,260.64	2.17	21.71	1,527.82	15,282.51	-	-
Reliance Interval Fund - Series 1	Institutional Dividend	-	-	252.76	2,529.70	252.76	2,529.70	-	-
Reliance Fixed Horizon Fund VI - Series 2	Institutional Dividend	250.00	2,500.00	-	-	250.00	2,500.00	-	-
Reliance Fixed Horizon Fund VIII - Series 10	Institutional Dividend	-	-	250.00	2,500.00	250.00	2,500.00	-	-
HSBC Gilt Fund	Weekly Dividend	-	-	431.35	4,316.13	431.35	4,316.13	-	-
UTI Liquid Cash Plan	Daily Income	0.03	29.78	0.00	0.07	0.03	29.85	-	-
LICMF Liquid Fund	Daily Dividend	-	-	182.18	2,000.37	-	-	182.18	2,000.37
ICICI Prudential Institutional Liquid Plan	Daily Dividend	8.37	83.73	0.57	5.71	8.94	89.44	-	-

12 Employee Stock Option Scheme (ESOS)

- a During the year, the Company has granted NIL (Previous Year - 770,000) Employee Stock Options to some employees of the Company.
- b The Company has granted stock options to employees under the Employees Stock Option Scheme at grant price of Rs. 70/- (face value Rs. 2/-)

The details of options granted, lapsed and in force at the end of the year are as under

	Current year	Previous year
Option in force at the beginning of the year (face value Rs. 2/-)	1,072,714	519,902
Add : Granted during the year	-	770,000
Less : Lapsed during the year	195,212	217,188
Option vested during the year	199,538	41,100
Option in force at the end of the year	877,502	1,072,714

There is a difference in the number of options in force and options lapsed for the previous year on account of recording the lapsed options as a result of the performance rating of the employees

- c Certain disclosures in respect of the scheme are as under:

- i. As the options are granted using the face value, no compensation will arise.

ii Weighted average exercise price of options granted whose:

	Grant 1 (06/06/2008)	Grant 2 (25/10/2007)	Grant 3 (03/10/2006)
A Exercise Price equals the Market Price	-	-	-
B Exercise Price is greater than Market Price	70	-	-
C Exercise Price is less than Market Price	-	70	70

Weighted average fair price of options whose:

	Grant 1 (06/06/2008)	Grant 2 (25/10/2007)	Grant 3 (03/10/2006)
A Exercise Price equals the Market Price	-	-	-
B Exercise Price is greater than Market Price	61.28	-	-
C Exercise Price is less than Market Price	-	131.30	71.50

iii Method and assumptions used to estimate the fair value of options granted during the year

The fair value has been calculated using the Black Scholes Option Pricing model

The assumptions used in the model are as follows

Variables	Date of Grant 06/06/2008				
	Vest 1	Vest 2	Vest 3	Vest 4	Vest 5
	06/06/2009				
No of Shares	190,125	-	-	-	-
1. Risk Free Interest Rate	7.25%	-	-	-	-
2. Expected Life (Years)	3 years	-	-	-	-
3. Expected Volatility	45.26%	-	-	-	-
4. Dividend Yield	1.28%	-	-	-	-
5. Price of underlying share in market at time of option granted	Rs. 71.50	-	-	-	-

Variables	Date of Grant 25/10/2007				
	Vest 1	Vest 2	Vest 3	Vest 4	Vest 5
	25/10/2008	25/10/2009			
No of Shares	-	750	-	-	-
1. Risk Free Interest Rate	-	7.70%	-	-	-
2. Expected Life (Years)	-	3 years	-	-	-
3. Expected Volatility	-	36.20%	-	-	-
4. Dividend Yield	-	0.71%	-	-	-
5. Price of underlying share in market at time of option granted	-	Rs. 131.30	-	-	-



SCHEDULES TO PROFIT & LOSS ACCOUNT

Variables	Date of Grant 03/10/2006				
	Vest 1	Vest 2	Vest 3	Vest 4	Vest 5
	03/10/2007	03/10/2008	03/10/2009		
No of Shares	110,152	41,100	8,663	-	-
1. Risk Free Interest Rate	7.10%	7.10%	7.10%	-	-
2. Expected Life (Years)	3 years	3 years	3 years	-	-
3. Expected Volatility	121%	121%	121%	-	-
4. Dividend Yield	0.61%	0.61%	0.61%	-	-
5. Price of underlying share in market at time of option granted	Rs. 61.28	Rs. 61.28	Rs. 61.28	-	-

13 Managerial Remuneration

	Year Ended 31.03.2010 (Rs.In Lakhs)	Year Ended 31.03.2009 (Rs.In Lakhs)
a To Chairperson and Executive Directors		
(i) Salary	666.15	666.15
(ii) Commission to Executive Chairperson and Whole time Directors	1,500.00	625.00
(iii) Contribution to Provident and Superannuation Funds *	145.80	145.80
(iv) Reimbursement of Medical Expenses	0.53	0.15
(v) Other Perquisites	56.99	54.88
Total	2,369.46	1,491.98
b To Non Whole time Directors - Commission	72.00	34.00
c Directors' Sitting Fees	6.50	5.50
Total Managerial Remuneration	2,447.96	1,531.48

* Since the premium on Group Policy with LIC for Gratuity is computed on totality valuation basis, the Contribution applicable is not ascertainable and accordingly the same has not been considered above.

d Computation of Net Profit u/s 198/ 349 of the Companies Act, 1956

Profit Before Taxes	33,566.60	18,150.72
Less: Exceptional Items		
Other Income	817.08	904.79
	32,749.52	17,245.93
Add: Loss on Sale of Assets	715.87	12.40
Managerial Remuneration	2,447.96	1,531.48
Net Profit u/s 198/ 349 of the Companies Act, 1956	35,913.35	18,789.81
i) Commission to Executive Chairperson & Whole time Directors restricted to	1,500.00	625.00
ii) Commission to Non Whole time Directors @1% of Net Profit u/s 349, Rs. 359.13 Lakhs (Previous year Rs.187.90 Lakhs) restricted to	72.00	34.00

14 Miscellaneous Expenses include Auditors' remuneration in respect of:

	Year Ended 31.03.2010 (Rs.In Lakhs)	Year Ended 31.03.2009 (Rs.In Lakhs)
Statutory Auditors		
a) Audit Fees (including limited review and consolidation fees)	14.25	11.50
b) Tax Audit Fees	4.50	5.50
c) Certification Work	6.67	5.80
d) Reimbursement of Expenses	0.18	0.15
e) Service Tax on Fees and Reimbursement	2.64	2.59
	28.24	25.54

15 Loans and Advances to Subsidiary and Companies under the same Management

Outstanding Balances as at March 31, 2010		As At 31.03.2010 (Rs.In Lakhs)	As At 31.03.2009 (Rs.In Lakhs)	Max O/s during the year	
				31.03.2010 (Rs.In Lakhs)	31.03.2009 (Rs.In Lakhs)
a) Subsidiaries					
(i)	Peninsula Holdings and Investments Private Limited	11,962.68	0.16	12,162.85	0.16
(ii)	Renato Finance and Investments Private Limited	630.17	543.85	630.17	549.67
(iii)	Peninsula Mega Properties Private Limited	2.44	2.42	2.44	2.42
(iv)	Champs Elysee Enterprises Private Limited	-	52.90	52.97	52.90
	Total	12,595.30	599.33		
b) Step Down Subsidiaries					
(i)	City Parks Private Limited	6,499.69	4,364.97	6,499.69	4,364.97
(ii)	Inox Mercantile Company Private Limited	7,945.97	7,048.91	7,945.97	7,048.91
(iii)	Peninsula Facility Management Services Limited	1,598.52	1,420.29	1,598.52	1,420.29
(iv)	Peninsula Pharma Research Centre Private Limited	3,415.12	2,995.60	3,415.12	2,995.60
(v)	Planetview Mercantile Company Private Limited	2,319.33	2,062.29	2,319.33	2,062.29
(vi)	Peninsula Mega Township Developers Private Limited	11,334.00	9,904.11	11,334.00	9,904.11
(vii)	RR Mega Property Developers Private Limited	13,354.87	11,118.37	13,354.87	11,118.37
(viii)	RR Real Estate Development Private Limited	2,400.10	2,286.46	2,400.10	2,286.46
(ix)	Takenow Property Developers Private Limited	14.00	-	14.52	-
(x)	Rishiraj Enterprises Limited	217.74	208.92	217.74	208.92
(xi)	Peninsula Trustee Limited	-	-	0.08	17.31
	Total	49,099.34	41,409.92		



SCHEDULES TO PROFIT & LOSS ACCOUNT

Outstanding Balances as at March 31, 2010		As At 31.03.2010 (Rs.In Lakhs)	As At 31.03.2009 (Rs.In Lakhs)	Max O/s during the year 31.03.2010 (Rs.In Lakhs)	31.03.2009 (Rs.In Lakhs)
c	Companies under the same Management				
(i)	Ashok Piramal Management Corporation Limited	3.02	0.02	3.02	1.14
(ii)	Morarjee Textiles Limited	87.16	288.61	328.38	317.50
(iii)	Onestar Mercantile Company Private Limited	-	0.13	-	0.13
(iv)	Thundercloud Technologies (India) Private Limited	0.36	0.15	0.36	0.15
(v)	RR Mega City Builders Private Limited	3.15	3.06	3.15	3.06
(vi)	Peninsula Mega-City Development Private Limited	2.35	2.35	2.35	2.35
(vii)	Peninsula SA Realty Private Limited	3.59	3.55	3.59	3.55
(viii)	Peninsula Townships Development Private Limited	2.39	2.37	2.40	2.37
(ix)	Delta Corp Limited	101.28	41.92	101.28	924.24
(x)	Rockfirst Real Estate Limited	426.44	0.71	426.44	0.71
(xi)	Ashok Piramal Mega-City Development Private Limited	0.10	0.02	0.10	0.02
(xii)	Ashok Piramal Mega Properties Private Limited	0.08	0.02	0.08	0.02
(xiii)	Ashok Piramal Township Development Private Limited	0.10	0.02	0.10	0.02
(xiv)	Jammin Recreation Private Limited	0.01	0.01	0.01	0.09
(xv)	Peninsula Real Estate Management Private Limited	0.09	0.03	0.09	0.03
(xvi)	Peninsula Real Estate Services Private Limited	0.10	0.03	0.10	0.03
(xvii)	Pune Football Club Limited	1.12	6.83	63.80	6.83
(xviii)	Topvalue Brokers Private Limited	-	-	2.94	-
(xxix)	Truewin Realty Private Limited	-	0.10	0.10	0.10
(xx)	Topvalue Real Estate Development Private Limited	-	0.10	1.60	0.10
Total		631.04	349.83		
Grand Total (a+b+c)		62,325.67	42,359.08		

16 Borrowing Cost

Borrowing Cost treated as project cost during the year

Year Ended 31.03.2010 (Rs.In Lakhs)	Year Ended 31.03.2009 (Rs.In Lakhs)
3,732.37	2,722.04

17 Employee Benefit Plans

The Company has classified various benefit plans as under:

a Defined Contribution Plan

The Company has recognised the following amounts in Profit and Loss Account which are included under Contributions to Funds

Particulars	Amount Rs. In lakhs	
	Current Year	Previous Year
Employer's contribution to Provident Fund	152.59	143.19
Employer's contribution to Superannuation Fund	120.98	117.96
Employer's contribution to Employees State Insurance	0.23	0.67

b Defined Benefit Plan:

- i. Gratuity (Funded)
- ii. Leave Encashment (Non funded)

In terms of the Guidance on implementing the revised AS 15, issued by the Accounting Standards Board of the Institute of Chartered Accountants of India, the Gratuity Trust set up by the Company is treated as defined benefit plan since the Company has to meet the shortfall, if any. However at the year end, no shortfall remains unprovided for.

Leave encashment is payable to eligible employees who have earned leaves, during the employment and / or separation as per the Company's policy.

Valuations in respect of Gratuity and Leave Encashment, as at the Balance Sheet date, based on the following assumptions.

- i. The disclosures of Gratuity are as under:

The Company has funded its gratuity obligation under Group Gratuity Policy managed by LIC. The disclosures stated below have been obtained from independent actuary, as the figures from LIC were not available. In view of this, certain disclosures could not be provided. The other disclosures in accordance with AS -15 (revised) pertaining to Defined Benefit Plans are given below:

Particulars	As at 31.03.2010 (Rs.In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
Assumptions		
Discount rate	8%	8%
Salary escalation	6%	6%
Employee Turnover Ratio	3% at younger ages 1% at older Ages	2% at younger ages 1% at older Ages
Expected Rate of Return on Planned Assets	9%	
Expected average remaining working lives of employees in no. of years	58 years	58 years
Changes in Present Value of Obligations		
Present value of obligations as at beginning of the year	212.94	142.94
Interest cost	51.66	45.50
Current service cost	17.04	11.43
Benefits paid	(1.77)	(11.30)
Actuarial (gain)/ loss on obligations	(17.75)	24.36
Present value of obligations as at end of the year	262.11	212.94
Actuarial Gain/ Loss recognised		
Actuarial gain/(loss) for the year –Obligations	17.75	(24.36)
Actuarial gain/(loss) for the year –Plan Assets	(1.24)	-
Total gain/(loss) for the year	16.51	(24.36)
Actuarial gain/(loss) recognized in the year	16.51	(24.36)



SCHEDULES TO PROFIT & LOSS ACCOUNT

Particulars	As at 31.03.2010 (Rs.In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
The amounts to be recognized in the Balance Sheet and Statement of Profit & Loss		
Present value of obligations as at the end of year	262.11	212.94
Fair value of plan assets as at the end of the year	27.63	-
Funded status	27.63	-
Net assets (liability) recognized in Balance Sheet	(234.48)	(212.94)
Expenses recognised in statement of Profit & Loss		
Current service cost	51.66	45.50
Interest cost	17.04	11.43
Expected return on plan assets	(1.24)	-
Net actuarial (gain)/loss recognized in the year	(16.51)	24.36
Expenses recognized in statement of Profit and Loss	50.94	81.29
Pattern of Investment		
Central & State Govt. Securities	56%	71%
Bonds/Debentures	36%	22%
Equity Shares	6%	5%
Money Market Instrument	2%	2%

ii Leave Encashment (Unfunded)

Value of liability for leave encashment has been carried out by an independent actuary, as at the Balance Sheet based on the following

Particulars	As at 31.03.2010 (Rs.In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
Assumptions		
Discount rate (per annum)	8%	8%
Rate of increase in compensation levels	6%	6%
Rate of return on plan assets	-	-
Expected average remaining working lives of employees in no. of years	58 years	58 years
Changes in present value of obligation		
Present value of obligation as at 1st April 2009	53.02	77.43
Interest Cost	4.24	6.19
Current Service Cost	29.28	24.51
Contributions by plan participants	-	-
Curtailment Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Benefits Paid	(3.38)	(18.75)
Actuarial (Gains) / Loss	48.04	(36.36)
Present value of obligation as at 31st March 2010	131.21	53.02

Particulars	As at 31.03.2010 (Rs.In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
Amounts recognized in Balance Sheet		
Present value of obligation as at 31st March 2010	131.21	53.02
Fair value of plan assets as at 31st March 2010	-	-
(Asset) / Liability recognized in the Balance Sheet	131.21	53.02
Expenses recognized in the Profit & Loss Account		
Current service cost	29.28	24.51
Past service cost	-	-
Interest Cost	4.24	6.19
Expected return on plan assets	-	-
Curtailment Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Net Actuarial (Gain) / Loss	48.04	(36.36)
Employee's Contribution	-	-
Total expenses recognised in Profit & Loss account	81.56	(5.66)

Note: As the Company does not have plan assets for leave encashment policy, disclosures pertaining to plan assets are not shown.

18 List of Related Parties and Transactions during the year.

I Controlling Companies

- (i) Topstar Mercantile Private Limited

II Subsidiary Companies

- (i) Champs Elysee Enterprises Private Limited
- (ii) Peninsula Mega Properties Private Limited
- (iii) Peninsula Holdings and Investments Private Limited (formerly known as Boom Realty Private Limited)
- (iv) Renato Finance and Investments Private Limited

III Step Down Subsidiary Companies

- (i) City Parks Private Limited
- (ii) Inox Mercantile Company Private Limited
- (iii) Peninsula Facility Management Services Limited (formerly known as Peninsula Facility Management Services Private Limited)
- (iv) Peninsula Investment Management Company Limited
- (v) Peninsula Mega Township Developers Private Limited
- (vi) Peninsula Pharma Research Centre Private Limited
- (vii) Peninsula Trustee Limited
- (viii) Planetview Mercantile Company Private Limited



SCHEDULES TO PROFIT & LOSS ACCOUNT

- (ix) RR Mega Property Developers Private Limited
- (x) RR Real Estate Development Private Limited
- (xi) Rishiraj Enterprises Limited (formerly known as Rishiraj Enterprises Private Limited)
- (xii) Takenow Property Developers Private Limited

IV Associate Companies with whom the Company had transactions during the year

- (i) Delta Hospitality Private Limited (formerly known as Fasttrack Impex Private Limited)
- (ii) JM Realty Management Private Limited
- (iii) L & T Crossroads Private Limited
- (iv) SEW Electricals Private Limited
- (v) Topzone Mercantile Company Private Limited

V Companies where Key Management Personnel/their relatives exercise significant influence

- (i) Ashok Piramal Management Corporation Limited
- (ii) Freedom Registry Limited (formerly known as Amtrac Management Services Limited)
- (iii) Morarjee Textiles Limited
- (iv) Onestar Mercantile Company Private Limited
- (v) Thundercloud Technologies (India) Private Limited
- (vi) RR Mega City Builders Private Limited
- (vii) Peninsula Mega-City Development Private Limited
- (viii) Peninsula SA Realty Private Limited
- (ix) Peninsula Townships Development Private Limited
- (x) Delta Corp Limited
- (xi) Rockfirst Real Estate Limited (formerly known as Rockfirst Real Estate Private Limited)
- (xii) Ashok Piramal Mega-City Development Private Limited
- (xiii) Ashok Piramal Mega Properties Private Limited
- (xiv) Ashok Piramal Township Development Private Limited
- (xv) Goldlife Mercantile Company Private Limited
- (xvi) Jammin Recreation Private Limited
- (xvii) Peninsula Real Estate Management Private Limited
- (xviii) Peninsula Real Estate Services Private Limited
- (xix) Pune Football Club Limited
- (xx) Topvalue Brokers Private Limited
- (xxi) Integra Apparels and Textiles Limited
- (xxii) Truewin Realty Private Limited
- (xxiii) Topvalue Real Estate Development Private Limited

VI Enterprises where Key Management Personnel /their relatives exercise significant influence

- (i) Ashok G. Piramal Trust
- (ii) Peninsula Land Limited ESOP Trust

VII Key Management Personnel

- (i) Ms. Urvi A. Piramal - Executive Chairperson
- (ii) Mr. Rajeev A. Piramal- Executive Vice Chairman
- (iii) Mr. Mahesh S. Gupta - Group Managing Director
- (iv) Mr. Rajesh Jaggi - Managing Director

VIII Relatives of Key Management Personnel

- (i) Mr. Harshvardhan A. Piramal - Son of Executive Chairperson
- (ii) Mr. Rajeev A. Piramal - Son of Executive Chairperson
- (iii) Mr. Nandan A. Piramal -Son of Executive Chairperson
- (iv) Mr. Jaydev Mody - Brother of Executive Chairperson
- (v) Ms. Sunita Gupta - Spouse of Group Managing Director
- (vi) Ms. Kalpana Singhania - Sister of Executive Chairperson

Details of Transactions are as follows :

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
I Sale of Investments		
a Subsidiary Companies		
(i) Peninsula Holdings and Investments Private Limited	9,025.78	-
II Rent received from		
a Companies where Key Management Personnel / their relatives exercise significant influence		
(i) Morarjee Textiles Limited	123.17	162.39
III Receipt of services from		
a Step Down Subsidiary Companies		
(i) Peninsula Facility Management Services Limited	89.17	99.06
b Companies where Key Management Personnel / their relatives exercise significant influence		
(i) Freedom Registry Limited	6.73	5.59
(ii) Delta Corp Limited		
-PMC Fees	1,371.41	-
-Brokerage Fees	450.50	-
(iii) Pune Football Club Limited		
-Advertisement	335.00	-



SCHEDULES TO PROFIT & LOSS ACCOUNT

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
IV Purchase from		
a Associate Companies		
(i) SEW Electricals Private Limited	1,773.04	636.15
b Companies where Key Management Personnel / their relatives exercise significant influence		
(i) Integra Apparels and Textiles Limited	14.53	-
V Reimbursement made to		
a Companies where Key Management Personnel / their relatives exercise significant influence		
(i) Ashok Piramal Management Corporation Limited	1.05	30.78
VI Donation paid to		
a Enterprises where Key Management Personnel / their relatives exercise significant influence		
(i) Ashok G. Piramal Trust	19.47	-
VII Loan given to		
a Subsidiary Companies		
(i) Renato Finance and Investments Private Limited	18.45	-
(ii) Peninsula Mega Properties Private Limited	0.02	0.10
(iii) Peninsula Holdings and Investments Private Limited	12,163.87	800.01
(iv) Champs Elysee Enterprises Private Limited	0.22	0.34
b Step Down Subsidiary Companies		
(i) City Parks Private Limited	1,643.62	2,946.84
(ii) Inox Mercantile Company Private Limited	218.33	3,526.46
(iii) Peninsula Facility Management Services Limited	88.70	503.93
(iv) Peninsula Pharma Research Centre Private Limited	129.51	1,129.82
(v) Peninsula Trustee Limited	0.08	-
(vi) Planetview Mercantile Company Private Limited	58.31	958.78
(vii) RR Real Estate Development Private Limited	40.75	2,197.90
(viii) Peninsula Mega Township Developers Private Limited	467.56	848.45
(ix) RR Mega Property Developers Private Limited	1,153.65	811.74
(x) Peninsula Investment Management Company Limited	8.00	27.28
(xi) Takenow Property Developers Private Limited	14.52	-
(xii) Rishiraj Enterprises Limited	8.47	-
c Associate Companies		
(i) Delta Hospitality Private Limited	-	2,410.00
(ii) JM Realty Management Private Limited	-	0.09
(iii) L & T Crossroads Private Limited	3.22	-
(iv) SEW Electricals Private Limited	-	6.34
(v) Topzone Mercantile Company Private Limited	75.30	0.39

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
d	Companies where Key Management Personnel / their relatives exercise significant influence		
(i)	Morarjee Textiles Limited	4.50	0.09
(ii)	Onestar Mercantile Company Private Limited	-	0.02
(iii)	Ashok Piramal Management Corporation Limited	4.50	0.22
(iv)	Freedom Registry Limited	-	0.75
(v)	Thundercloud Technologies (India) Private Limited	0.21	0.15
(vi)	RR Mega City Builders Private Limited	0.08	1.86
(vii)	Peninsula SA Realty Private Limited	0.05	-
(viii)	Peninsula Townships Development Private Limited	0.02	-
(ix)	Rockfirst Real Estate Limited	583.44	-
(x)	Delta Corp Limited	5.65	-
(xi)	Ashok Piramal Mega-City Development Private Limited	0.08	-
(xii)	Ashok Piramal Mega Properties Private Limited	0.06	-
(xiii)	Ashok Piramal Township Development Private Limited	0.08	-
(xiv)	Goldlife Mercantile Company Private Limited	0.13	-
(xv)	Peninsula Real Estate Management Private Limited	0.06	-
(xvi)	Peninsula Real Estate Services Private Limited	0.07	-
(xvii)	Topvalue Brokers Private Limited	3.09	-
(xviii)	Topvalue Real Estate Development Private Limited	1.50	-
(xix)	Pune Football Club Limited	4.37	-
VIII	Loan repaid by		
a	Subsidiary Companies		
(i)	Renato Finance and Investments Private Limited	-	60.00
(ii)	Peninsula Holdings and Investments Private Limited	201.35	799.85
(iii)	Champs Elysee Enterprises Private Limited	53.12	-
b	Step Down Subsidiary Companies		
(i)	City Parks Private Limited	-	102.00
(ii)	Peninsula Facility Management Services Limited	65.50	-
(iii)	Peninsula Trustee Limited	0.08	17.31
(iv)	Peninsula Investment Management Company Limited	5.50	168.35
(v)	Inox Mercantile Company Private Limited	-	475.00
(vi)	Peninsula Pharma Research Centre Private Limited	-	28.33
(vii)	RR Real Estate Development Private Limited	123.50	50.00
(viii)	Peninsula Mega Township Developers Private Limited	-	30.67
(ix)	RR Mega Property Developers Private Limited	15.00	79.49
(x)	Planetview Mercantile Company Private Limited	-	134.00
(xi)	Takenow Property Developers Private Limited	0.52	-



SCHEDULES TO PROFIT & LOSS ACCOUNT

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
c	Associate Companies		
	(i) L & T Crossroads Private Limited	3.22	1.44
	(ii) Delta Hospitality Private Limited	3,901.40	-
	(iii) Topzone Mercantile Company Private Limited	75.69	0.10
d	Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Morarjee Textiles Limited	1.50	0.34
	(ii) Ashok Piramal Management Corporation Limited	1.50	0.20
	(iii) Freedom Registry Limited	-	0.75
	(iv) Rockfirst Real Estate Limited	164.16	-
	(v) Delta Corp Limited	355.19	-
	(vi) Goldlife Mercantile Company Private Limited	0.08	-
	(vii) Topvalue Brokers Private Limited	3.09	-
	(viii) Truewin Realty Private Limited	0.10	-
	(ix) Topvalue Real Estate Development Private Limited	1.60	-
	(x) Pune Football Club Limited	10.08	-
IX	Expenses incurred on behalf of		
	a Step Down Subsidiary Companies		
	(i) Peninsula Facility Management Services Limited	53.97	34.10
X	Expenses incurred on behalf reimbursed by		
	a Enterprises where Key Management Personnel / their relatives exercise significant influence		
	(i) Peninsula Land Limited ESOP Trust	30.70	27.29
XI	Interest income from		
	a Subsidiary Companies		
	(i) Renato Finance and Investments Private Limited	75.52	70.06
	b Step Down Subsidiary Companies		
	(i) Inox Mercantile Company Private Limited	754.14	525.38
	(ii) Peninsula Facility Management Services Limited	155.04	139.86
	(iii) Peninsula Pharma Research Centre Private Limited	322.23	230.26
	(iv) Planetview Mercantile Company Private Limited	220.81	158.55
	(v) City Parks Private Limited	545.67	292.87
	(vi) Peninsula Mega Township Developers Private Limited	1,069.25	1,061.54
	(vii) RR Mega Property Developers Private Limited	1,219.84	1,197.19
	(viii) RR Real Estate Development Private Limited	218.22	179.16
	(ix) Rishiraj Enterprises Limited	0.39	-
c	Associate Companies		
	(i) Delta Hospitality Private Limited	131.85	229.97
	(ii) JM Realty Management Private Limited	-	115.20

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
	d Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Rockfirst Real Estate Limited	7.16	-
XII	Investments /Equity Share application		
	a Subsidiary Companies		
	(i) Peninsula Holdings and Investments Private Limited	-	1.00
	b Step Down Subsidiary Companies		
	(i) Takenow Property Developers Private Limited	-	1.00
	c Associate Companies		
	(i) JM Realty Management Private Limited	-	22.00
	(ii) SEW Electricals Private Limited	-	651.92
	(iii) Delta Hospitality Private Limited	(26.00)	-
	(iv) Topzone Mercantile Company Private Limited	-	1,353.38
XIII	Remuneration to Key Management Personnel (Includes Commission)		
	(i) Ms. Urvi A. Piramal	831.84	505.01
	(ii) Mr. Rajeev A. Piramal	520.54	320.14
	(iii) Mr. Mahesh S. Gupta	566.69	366.83
	(iv) Mr. Rajesh Jaggi	450.40	300.00
XIV	ESOP granted to Key Managerial Personnel		
	(i) Mr. Rajesh Jaggi	-	525.00
XV	Dividend Paid to		
	a Key Management Personnel		
	(i) Ms. Urvi A. Piramal	227.83	202.51
	(ii) Mr. Rajeev A. Piramal	21.07	18.73
	(iii) Mr. Mahesh S. Gupta	0.00	0.00
	(iv) Mr. Rajesh Jaggi	0.59	1.00
	b Relatives of Key Management Personnel		
	(i) Mr. Harshvardhan A. Piramal	15.21	13.52
	(ii) Mr. Nandan A. Piramal	22.82	20.29
	(iii) Mr. Jaydev Mody	0.25	0.22
	(iv) Ms. Sunita M. Gupta	7.88	7.00
	(v) Ms. Kalpana Singhania	0.27	0.24
XVI	Outstanding balances as at March 31, 2010		
1	Payable by Company to		
	A For Services received		
	a Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Freedom Registry Limited	1.14	-
	(ii) Delta Corp Limited	-	163.44



SCHEDULES TO PROFIT & LOSS ACCOUNT

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
b	Step Down Subsidiary Companies		
	(i) Peninsula Facility Management Services Limited	57.41	36.40
B	Reimbursement of Expenses		
a	Step Down Subsidiary Companies		
	(i) Peninsula Investment Management Company Limited	140.31	142.81
2	Receivable by Company		
A	Loans		
a	Associate Companies		
	(i) JM Realty Management Private Limited	778.79	778.79
	(ii) Delta Hospitality Private Limited	-	3,901.40
b	Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Rockfirst Real Estate Limited	426.44	-
c	Subsidiary Companies		
	(i) Renato Finance and Investments Private Limited	630.17	543.85
	(ii) Peninsula Holdings and Investments Private Limited	11,962.68	0.16
	(iii) Champs Elysee Enterprises Private Limited	-	52.90
d	Step Down Subsidiary Companies		
	(i) City Parks Private Limited	6,499.69	4,364.97
	(ii) Inox Mercantile Company Private Limited	7,945.97	7,048.91
	(iii) Peninsula Facility Management Services Limited	1,598.52	1,420.29
	(iv) Peninsula Pharma Research Centre Private Limited	3,415.12	2,995.60
	(v) Planetview Mercantile Company Private Limited	2,319.33	2,062.29
	(vi) Peninsula Mega Township Developers Private Limited	11,323.08	9,894.11
	(vii) RR Mega Property Developers Private Limited	13,348.45	11,114.19
	(viii) RR Real Estate Development Private Limited	2,225.02	2,111.38
	(ix) Takenow Property Developers Private. Limited	14.00	-
	(x) Rishiraj Enterprises Limited	158.40	150.00
B	Reimbursement of Expenses		
a	Associate Companies		
	(i) Topzone Mercantile Company Private Limited	-	0.39
b	Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Ashok Piramal Management Corporation Limited	3.02	0.02
	(ii) Morarjee Textiles Limited	3.00	-
	(iii) RR Mega City Builders Private Limited	3.15	3.06
	(iv) Onestar Mercantile Company Private Limited	-	0.13

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
	(v) Thundercloud Technologies (India) Private Limited	0.36	0.15
	(vi) Peninsula Mega-City Development Private Limited	2.35	2.35
	(vii) Peninsula SA Realty Private Limited	3.59	3.55
	(viii) Peninsula Townships Development Private Limited	2.39	2.37
	(ix) Rockfirst Real Estate Limited	-	0.71
	(x) Delta Corp Limited	0.45	1.00
	(xi) Ashok Piramal Mega-City Development Private Limited	0.10	0.02
	(xii) Ashok Piramal Mega Properties Private Limited	0.08	0.02
	(xiii) Ashok Piramal Township Development Private Limited	0.10	0.02
	(xiv) Jammin Recreation Private Limited	0.01	0.01
	(xv) Peninsula Real Estate Management Private Limited	0.09	0.03
	(xvi) Peninsula Real Estate Services Private Limited	0.10	0.03
	(xvii) Pune Football Club Limited	1.12	6.83
	(xviii) Truewin Realty Private Limited	-	0.10
	(xix) Topvalue Real Estate Development Private Limited	-	0.10
	(xx) Goldlife Mercantile Company Private Limited	5.51	5.56
c	Subsidiary Companies		
	(i) Peninsula Mega Properties Private Limited	2.44	2.42
d	Step Down Subsidiary Companies		
	(i) Peninsula Mega Township Developers Private Limited	10.92	9.99
	(ii) RR Mega Property Developers Private Limited	6.42	4.18
	(iii) RR Real Estate Development Private Limited	175.08	175.08
	(iv) Rishiraj Enterprises Limited	59.34	58.92
	(v) Peninsula Facility Management Services Limited	41.50	32.62
C	Sales/Services		
a	Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Morarjee Textiles Limited	46.18	288.61
	(ii) Delta Corp Limited	100.83	204.36
D	Advance against services / supplies		
a	Associate Companies		
	(i) SEW Electricals Private Limited	106.13	372.66
XVII Resources / Premises sharing with related parties			
Transactions involving resource / premise sharing with undermentioned related parties which are for non monetary consideration			
a	Controlling Companies		
	(i) Topstar Mercantile Private Limited	-	-



SCHEDULES TO PROFIT & LOSS ACCOUNT

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
b	Subsidiaries and Step Down Subsidiaries		
(i)	Champs Elysee Enterprises Private Limited	-	-
(ii)	Peninsula Mega Properties Private Limited	-	-
(iii)	Peninsula Holdings and Investments Private Limited	-	-
(iv)	Renato Finance and Investments Private Limited	-	-
(v)	City Parks Private Limited	-	-
(vi)	Inox Mercantile Company Private Limited	-	-
(vii)	Peninsula Facility Management Services Limited	-	-
(viii)	Peninsula Investment Management Company Limited	-	-
(ix)	Peninsula Mega Township Developers Private Limited	-	-
(x)	Peninsula Pharma Research Centre Private Limited	-	-
(xi)	Peninsula Trustee Limited	-	-
(xii)	Planetview Mercantile Company Private Limited	-	-
(xiii)	RR Mega Property Developers Private Limited	-	-
(xiv)	RR Real Estate Development Private Limited	-	-
(xv)	Rishiraj Enterprise Limited	-	-
(xvi)	Takenow Property Developers Private Limited	-	-
c	Associate Companies		
(i)	L & T Crossroads Private Limited	-	-
d	Companies where Key Management Personnel exercise significant influence		
(i)	Ashok Piramal Management Corporation Limited	-	-
(ii)	Onestar Mercantile Company Private Limited	-	-
(iii)	Thundercloud Technologies (India) Private Limited	-	-
(iv)	RR Mega City Builders Private Limited	-	-
(v)	Peninsula Mega-City Development Private Limited	-	-
(vi)	Peninsula SA Realty Private Limited	-	-
(vii)	Peninsula Townships Development Private Limited	-	-
(viii)	Rockfirst Real Estate Limited	-	-
(ix)	Ashok Piramal Mega-City Development Private Limited	-	-
(x)	Ashok Piramal Mega Properties Private Limited	-	-
(xi)	Ashok Piramal Township Development Private Limited	-	-
(xii)	Goldlife Mercantile Company Private Limited	-	-
(xiii)	Jammin Recreation Private Limited	-	-
(xiv)	Peninsula Real Estate Management Private Limited	-	-
(xv)	Peninsula Real Estate Services Private Limited	-	-
(xvi)	Pune Football Club Limited	-	-
(xvii)	Topvalue Brokers Private Limited	-	-
(xviii)	Truwin Realty Private Limited	-	-
(xix)	Topvalue Real Estate Development Private Limited	-	-

19 Leases**a Assets taken on Operating Lease**

Future minimum lease payments under non - cancellable operating lease are as under:

	As At 31.03.2010 (Rs.In Lakhs)	As At 31.03.2009 (Rs.In Lakhs)
Not later than one year	94.65	194.22
Later than one year and not later than five years	121.12	62.05
Later than five years	-	-
Total	215.77	256.27

Total lease rental cost recognized in the financial statement is Rs. 215.10 Lakhs [Previous Year Rs. 197.08 Lakhs]. This rental cost is inclusive of service tax.

b Assets given on Operating Lease

Future minimum lease income under operating lease are as under:

	As At 31.03.2010 (Rs.In Lakhs)	As At 31.03.2009 (Rs.In Lakhs)
Not later than one year	1,496.29	1,579.87
Later than one year and not later than five years	267.77	195.85
Later than five years	-	-
Total	1,764.06	1,775.72

Total lease rental income recognized in the financial statement is Rs. 1,612.74 Lakhs [Previous Year Rs. 1,561.54 Lakhs].

20 Major components of deferred tax assets and liabilities are:

	As at 31.03.2010 (Rs. In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
Opening Deferred Tax liability	1,875.15	1,531.62
Add: Difference between book WDV and WDV as per Income Tax Act 1961	9.63	182.06
Add: Short Term & Long Term Capital Loss Set Off	-	551.74
Less: VRS unamortised	1,114.70	673.70
Less: Deferred tax asset as per Section 43B	31.07	90.40
Add: Business Loss	52.25	(373.83)
Closing Deferred tax liability	791.26	1,875.15



SCHEDULES TO PROFIT & LOSS ACCOUNT

21 Earnings Per Share (EPS)

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extra - ordinary / exceptional items. The number of shares in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair price (ie the average market value of outstanding shares). Statement showing the computation of EPS is as under:

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
a Profit after tax	29,086.24	14,951.83
Less: Preference Share Dividend and Dividend Distribution tax thereon	0.01	0.01
	29,086.23	14,951.82
b Extraordinary Items	(4,568.23)	(1,600.77)
c Weighted Average Number of Shares		
Basic	279,201,220	279,201,220
Diluted	279,310,334	279,201,220
d Basic EPS (Rs.) (After Extraordinary & Prior Period Items)	10.42	5.36
e Basic EPS (Rs.) (Before Extraordinary & Prior Period Items)	12.05	5.93
f Diluted EPS (Rs.) (After Extraordinary & Prior Period Items)	10.41	5.36
g Diluted EPS (Rs.) (Before Extraordinary & Prior Period Items)	12.04	5.93
h Face value of share in Rs.	2	2

22 The Micro, Small and Medium Enterprises Development Act, 2006

The Company has sent letters to suppliers to confirm whether they are covered under Micro, Small and Medium Enterprises Development Act, 2006 as well as they have file required memorandum with the prescribed authorities. Out of the letters sent to the parties, some confirmations have been received till the date of finalisation of Balance Sheet. Based on the confirmations received, the details of outstandings are as under:

	As at 31.03.2010 (Rs. In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
The principal amount remaining unpaid at the end of the year	0.51	-
The interest amount remaining unpaid at the end of the year	0.03	-
The balance of MSMED parties as at 31/03/2010	0.54	-

23 The details of cost of Realty Sales and Work in Progress (Realty Stock) are as under:

Particulars	As At 31.03.2010 (Rs. In Lakhs)	As At 31.03.2009 (Rs. In Lakhs)
Opening Work in Progress	21,779.23	27,975.48
Add : Expenses during the year		
Material Costs	8,516.06	7,198.20
Development Expenses	14,714.94	12,361.54
Interest Expense	3,732.37	2,722.04
Statutory Fees	1,703.79	4,125.07
Allocated Expenses	2,421.09	1,508.16
Total Project Expense for the Year	31,088.24	27,915.01
	52,867.48	55,890.49
Less: Transferred to Closing Stock	(18,532.29)	(21,779.23)
Cost of Realty Sales (Revenue Recognised)	34,335.19	34,111.28

24 Value of Direct Imports calculated on C.I.F.basis

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
Raw Materials	21.17	153.05
Capital Goods	98.68	-

25 Expenditure in Foreign Currency

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
Consultancy & Professional Fees	94.11	65.81
Others	48.49	28.27

26 Dividend to NRI/ OCB

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
Dividend	7.63	6.59
Number of Shareholders (Nos)	407	415
Total number of Shares (Nos)	847,994	823,158

27 Segment Reporting

Since the financial statements contain both consolidated and standalone financials, segment reporting disclosure is provided in notes to consolidated financial statements.



SCHEDULES TO PROFIT & LOSS ACCOUNT

28 Uses / Application of funds raised through QIP issue

The Company had raised Rs. 52,500 Lakhs through Private Placements to Qualified Institutional Investors during financial year 2007-08 which was deployed as follows :-

	(Rs. in Lakhs)	
Receipt of QIP proceeds during 2007-08		52,500.00
Utilisation in 2008-09		
QIP Expenses	2,323.00	
Land & Property Acquisition	11,394.00	
Repayment of Loans	36,826.00	50,543.00
Balance as on 31.03.2009		1,957.00
Utilisation in 2009-10		
Land & Property Acquisition	200.00	
Repayment of Loans	1,757.00	1,957.00
Balance as on 31.03.2010		-

29 Previous year figures have been regrouped / reclassified wherever necessary to conform to current year's classification.

Signatures to Schedules 1 to 14

For and on behalf of Board of Directors

Urvi A. Piramal
Rajeev A. Piramal
Mahesh S. Gupta
Rajesh S. Jaggi

Chairperson
Executive Vice Chairman
Group Managing Director
Managing Director

Bharat Sanghavi
K. Nath

Chief Financial Officer
Company Secretary

Directors
Jaydev Mody
Amitabha Ghosh
Bhavna Doshi
C. M. Hattangdi
D. M. Popat
Sudhindar Khanna

Mumbai: 27th April, 2010

CASH FLOW STATEMENT

	Year Ended 31 st March 2010		Year Ended 31 st March, 2009	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit (Loss) Before Tax and Extra Ordinary Items		38,134.84		19,751.50
Adjustments for:				
Add: Depreciation	397.86		381.80	
Interest Received/Paid (Net) (Excl. Interest on ITax Refund)	(4,507.26)		(4,525.53)	
(Profit) / Loss on Sale of Assets	72.07		(379.39)	
Diminution in Value of Investments	455.00		-	
Fixed assets /Sundry Balance Written off	166.63		43.48	
	(3,415.70)		(4,479.64)	
Less: Dividend Income	638.29		501.67	
		(4,053.99)		(4,981.31)
Operating Profit Before Working Capital Changes		34,080.85		14,770.19
Adjustments for:				
Less: (Increase) / Decrease in Trade and Other Receivables	(5,021.47)		(15,265.07)	
(Increase) / Decrease in Inventories	6,979.32		8,918.30	
(Increase) / Decrease in Loans and Advances	3,541.51		(1,005.75)	
Increase / (Decrease) in Trade Payables	2,097.74	7,597.10	(6,260.69)	(13,613.21)
Cash Generated from Operations		41,677.95		1,156.98
Less :				
Direct Tax Paid Net of Tax Refund	(2,305.64)	(2,305.64)		(3,401.21)
Net Cash flow From Operating Activities (A)		39,372.31		(2,244.23)
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(338.51)		(763.84)	
Sale of Fixed Assets	818.56		456.15	
Application Money for 0% Optionally Convertible Debentures	(1,893.93)		-	
Share Application Money	(55.00)		-	
(purchase) /Sale of Investments in Associates	5,516.16		(2,459.04)	
(Purchase) /Sale of Investments in Subsidiaries	9,025.78		(2.00)	
(Purchase)/Sale of Other Investments	15.79		(3,547.03)	
Sale of Investments in Mutual fund	3,100.54		17,739.51	
Loans & Advances	(16,200.62)		(10,965.74)	
Dividend Income	638.29		501.67	
Interest Received	5,900.11		6,121.62	
Net Cash flow From Investing Activities (B)		6,527.17		7,081.30



CASH FLOW STATEMENT

	Year Ended 31 st March 2010		Year Ended 31 st March, 2009	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
C CASH FLOW FROM FINANCING ACTIVITIES				
Dividend Paid	(2,488.67)		(2,211.71)	
Dividend Tax Paid	(427.05)		(379.60)	
Interest paid	(5,945.50)		(4,281.85)	
Repayment of Debentures	(12,500.00)		-	
Proceeds from Borrowings	40,189.00		21,232.00	
Repayment of Borrowings	(15,352.12)		(14,003.79)	
Net Cash flow from Financing Activities (C)		3,475.66		355.05
Net Increase in Cash and Cash Equivalents (A)+(B)+(C.)		49,375.14		5,192.12
Cash and Cash Equivalents at the beginning of the year		14,666.84		9,474.72
Cash on Hand	4.63		3.38	
With Scheduled banks - in Current accounts	3,685.10		2,426.69	
- in deposit accounts	60,276.01		12,184.68	
- unclaimed dividend accounts	76.24		52.09	
Cash and Cash Equivalents at the end of the year		64,041.98		14,666.84

This is the Cash Flow Statement referred to in our attached report of even date.

For and on behalf of Board of Directors

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Mumbai: 27th April, 2010

Urvi A. Piramal
Rajeev A. Piramal
Mahesh S. Gupta
Rajesh S. Jaggi

Bharat Sanghavi
K. Nath

Chairperson
Executive Vice Chairman
Group Managing Director
Managing Director

Chief Financial Officer
Company Secretary

Directors
Jaydev Mody
Amitabha Ghosh
Bhavna Doshi
C. M. Hattangdi
D. M. Popat
Sudhinder Khanna

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details	05	State Code	11
Balance Sheet Date	31 03 2010		
	Date Month Year		
II Capital Raised during the year (Amount in Rs. Thousands)			
Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL
III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)			
Total Liabilities (Including Current Liabilities & Provisions)	19232787	Total Assets	19232787
Sources of Funds			
Paid up Capital	558402	Reserves & Surplus	12435835
Secured Loans	4665274	Unsecured Loans	NIL
Deferred Tax Liability (Net)	79125		
Application of Funds			
Net Fixed Assets	411609	Investments	572993
Net Current Assets	16754598	Miscellaneous Expenditure	NIL
Accumulated Losses	NIL		
IV. Performance of Company (Amount in Rs. Thousands)			
Turnover (Including other Income)	8170493	Total Expenditure	4357010
+ - Profit/Loss Before Tax	+ 3356660	+ - Profit/Loss After Tax	+ 2908624
		Net Income Tax	448035
Earning per share in Rs. (Weighted)	10.42	Dividend Rate %	75
V. Generic Names of Three Principal Products/ Services of Company (as per monetary terms)			
Item Code No	NOT APPLICABLE		
Product Description	REAL ESTATE DEVELOPMENT LEASING PMCFEES		

Schedules referred to above and Notes attached thereto form an integral part of the Balance Sheet

As per our report of even date.

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Mumbai: 27th April, 2010

For and on behalf of Board of Directors

Urvi A. Piramal
Rajeev A. Piramal
Mahesh S. Gupta
Rajesh S. Jaggi

Bharat Sanghavi
K. Nath

Chairperson
Executive Vice Chairman
Group Managing Director
Managing Director

Chief Financial Officer
Company Secretary

Directors
Jaydev Mody
Amitabha Ghosh
Bhavna Doshi
C. M. Hattangdi
D. M. Popat
Sudhindar Khanna



Statement Pursuant to Approval under Section 212(8) of the Companies Act, 1956

*Reserves & Surplus includes debit balance of Profit & Loss Account
#Rishiraj Enterprises Limited ceased to be a subsidiary of the Company w.e.f. 19th April, 2010



CONSOLIDATED AUDITOR'S REPORT



CONSOLIDATED AUDITOR'S REPORT

To the Board of Directors of
PENINSULA LAND LIMITED

1. We have audited the attached Consolidated Balance Sheet of Peninsula Land Limited (the 'Company'), its subsidiaries and associates as at 31st March, 2010 and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We have audited the financial statements of four step-down subsidiaries and one associate for the year ended 31st March, 2010 which has been considered for the purpose of consolidation. We did not audit the financial statements of four subsidiaries and seven step-down subsidiaries for the year ended 31st March, 2010, whose financial statements reflect total assets of Rs. 12,859.19 Lakhs and Rs. 17,376.35 Lakhs, total revenue of Rs. 94.32 Lakhs and Rs. 533.11 Lakhs and net cash outflows of Rs. 1.78 Lakhs and Rs. 39.80 Lakhs respectively for the year ended on that date. We also did not audit the financial statements of two associate companies in whose financial statements the Group's share of profit is Rs. 170.95 Lakhs for the year ended 31st March, 2010. In case of two of the associate companies the financial statements are unaudited. These unaudited financial statements have been compiled by the management of the Company and have been relied upon by us.
4. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 on 'Consolidated Financial Statements', and Accounting Standard 23 on 'Accounting for Investments in Associates in Consolidated Financial Statements', issued by the Institute of Chartered Accountants of India and on the basis of separate financial statements and other information referred to in paragraph 3 above. As regards disclosure required in AS-15 (Revised) "Employee Benefit" attention is invited to Note No. 17 of Schedule -14 to Accounts.
5. Based on our audit and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i. in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;
 - ii. in the case of the Consolidated Profit & Loss Account, of the profits for the year ended on that date; and
 - iii. in the case of Consolidated Cash Flow Statements, of the cash flows for the year ended on that date.

For Haribhakti & Co.,
Chartered Accountants
Firm Registration No.103523W

Chetan Desai
Partner
Membership No. 17000

Place: Mumbai
Date: 27th April, 2010



CONSOLIDATED FINANCIALS



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	As at March 31, 2010		As at March 31, 2009	
		Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
SOURCES OF FUNDS					
Shareholders Funds					
Share Capital	1	5,589.66		5,589.66	
Reserves & Surplus	2	119,930.03		99,860.26	
			125,519.69		105,449.92
Loan Funds	3				
Secured Loans		46,652.74		34,315.86	
Unsecured Loans		57.21		4.08	
			46,709.95		34,319.94
Deferred Tax Liability					
Deferred Tax Liability		1,024.66		2,072.22	
Less: Deferred Tax Asset		193.38	831.28	148.33	1,923.89
Minority Interest			317.48		296.73
			173,378.40		141,990.48
APPLICATION OF FUNDS					
Fixed Assets	4				
Gross Block		15,758.25		16,076.02	
Less: Accumulated Depreciation/ Impairment / Amortisation		1,487.94		927.06	
Net Block		14,270.31		15,148.96	
Capital Work -in-Progress		4.95	14,275.26	721.79	15,870.75
Investments	5		7,048.39		14,244.73
Current Assets, Loans & Advances	6				
Inventories		55,712.49		58,731.18	
Sundry Debtors		24,601.16		19,516.04	
Cash & Bank Balances		65,024.41		14,778.76	
Other Current Assets		5,315.74		523.11	
Loans & Advances		17,667.68		26,169.35	
		168,321.48		119,718.44	
Less :Current Liabilities & Provisions	7				
Current Liabilities		10,998.46		9,193.50	
Provisions		5,268.27		3,218.73	
Net Current Assets			152,054.75		107,306.21
Miscellaneous Expenditure					
(Deferred Revenue expenditure to the extent not written off)			-		4,568.79
			173,378.40		141,990.48
Significant Accounting Policies	13				
Notes To The Financial Statements	14				

As per report of even date

For and on behalf of Board of Directors

For Haribhakti & Co.
Chartered Accountants

Urvi A. Piramal
Rajeev A. Piramal
Mahesh S. Gupta
Rajesh S. Jaggi

Chairperson
Executive Vice Chairman
Group Managing Director
Managing Director

Directors
Jaydev Mody
Amitabha Ghosh
Bhavna Doshi
C. M. Hattangdi
D. M. Popat
Sudhindar Khanna

Chetan Desai
Partner

Bharat Sanghavi
K. Nath

Chief Financial Officer
Company Secretary

Mumbai: 27th April, 2010

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

	Schedule	2009-2010		2008-2009	
		Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
INCOME					
Income from Operations		77,861.68		56,563.02	
Interest Income (Net)	8	359.69		4,274.54	
Other Income	9	825.10		902.59	
Total Income			79,046.47		61,740.15
EXPENDITURE					
Cost of Realty Sales		34,335.18		34,111.28	
Operating Expenses	10	4,705.09		3,644.09	
Staff Cost	11	5,254.65		4,024.23	
Impairment of Goodwill		455.00		-	
Depreciation		416.96		400.29	
Total Expenditure			45,166.88		42,179.89
Profit Before Tax And Extraordinary Items			33,879.59		19,560.26
Income Tax		6,232.04		2,806.87	
Deferred Tax		(1,092.61)		368.10	
Fringe Benefit Tax		-	5,139.43	60.95	3,235.92
Profit For The Year After Tax Before Extraordinary Items			28,740.16		16,324.34
Share of Associates Profit/(Loss)			170.95		(3.07)
Net Profit Before Minority Interest			28,911.11		16,321.27
Less: Share of Minority Interest			(20.75)		(10.40)
Net Profit After Tax Before Extraordinary Items			28,890.36		16,310.87
Extra-Ordinary And Prior Period Items	12		(4,575.69)		(1,600.77)
Reversal of Excess Tax Provision of Earlier Year's			638.69		-
Net Profit After Tax			24,953.36		14,710.10
Profit Brought Forward from Previous Year			21,330.25		13,549.02
Net Profit Available For Appropriation			46,283.61		28,259.12
Transfer to General Reserves		5,000.00		1,496.00	
Transfer to Reserve Fund in terms of 45IC (1)		0.52		1.00	
Transfer to Debenture Redemption Reserve		-		2,492.00	
Proposed Dividend on Preference Shares		0.01		0.01	
Distribution Tax thereon (Rs. 84 /- P.Y. Rs. 85/-)		0.00		0.00	
Proposed Dividend on Equity Shares		4,188.01		2,512.81	
Distribution Tax thereon		695.57		427.05	
Balance Carried To Balance Sheet			9,884.11		6,928.87
			36,399.50		21,330.25
Earning per Share of Rs. 2/- each - Basic (Before extraordinary items)			10.52		5.84
Earnings per Share of Rs. 2/- each - Basic (After extraordinary items)			8.88		5.27
Earning per Share of Rs. 2/- each - Diluted (Before extraordinary items)			10.51		5.84
Earnings per Share of Rs. 2/- each - Diluted (After extraordinary items)			8.88		5.27
(Refer Sr. No. 21 of Schedule 14)					
Significant Accounting Policies	13				
Notes To The Financial Statements	14				
As per report of even date	For and on behalf of Board of Directors				
For Haribhakti & Co.	Urvi A. Piramal	<i>Chairperson</i>	<i>Directors</i>		
<i>Chartered Accountants</i>	Rajeev A. Piramal	<i>Executive Vice Chairman</i>	Jaydev Mody		
	Mahesh S. Gupta	<i>Group Managing Director</i>	Amitabha Ghosh		
	Rajesh S. Jaggi	<i>Managing Director</i>	Bhavna Doshi		
Chetan Desai	Bharat Sanghavi	<i>Chief Financial Officer</i>	C. M. Hattangdi		
<i>Partner</i>	K. Nath	<i>Company Secretary</i>	D. M. Popat		
			Sudhindar Khanna		

Mumbai: 27th April, 2010



SCHEDULES TO CONSOLIDATED BALANCE SHEET

	March 31, 2010		March 31, 2009	
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
1. SHARE CAPITAL				
Authorised:				
37,49,95,000 (32,49,95,000 Shares of Rs. 2/- each) Equity Shares of Rs. 2/- each		7,499.90		6,499.90
1000 (1000) 5% Cumulative Redeemable Preference Shares of Rs. 10/- each.		0.10		0.10
		<u>7,500.00</u>		<u>6,500.00</u>
Issued, Subscribed and paidup				
(a) 27,92,01,220 (27,92,01,220 Shares of Rs. 2/- each) Equity Shares Rs.2/- each Fully paid up		5,584.02		5,584.02
- Includes 13,33,20,055 (13,33,20,055 Shares of Rs. 2/- each) shares of Rs. 2/- each issued pursuant to Schemes of Arrangement for consideration other than cash.				
- Also includes 4,82,87,635 (4,82,87,635 shares of Rs. 2/- each) shares of Rs. 2/- each allotted as fully paid up by way of bonus by capitalisation of Rs. 23 Lakhs from Share Premium account and Rs. 942.75 Lakhs from Reserves				
Add : Forfeiture of Shares		5.54		5.54
		<u>5,589.56</u>		<u>5,589.56</u>
(b) 1000 (1000) 5% Cumulative Redeemable Preference Shares of Rs. 10/- each pursuant to Scheme of Arrangement for consideration other than cash		0.10		0.10
- Preference shares are redeemable on the expiry of ten years from the date of allotment, with an option for the Company for early redemption but not before 18 months from the date of allotment 25 th January, 2006				
		<u>5,589.66</u>		<u>5,589.66</u>
2. RESERVES AND SURPLUS				
Capital Reserve		185.03		185.03
Capital Redemption Reserve		17.25		17.25
Security Premium Account		64,032.31		64,032.31
Debenture Redemption Reserve				
As per last Balance Sheet	5,939.00		3,447.00	
Less: Transferred to General Reserve	5,939.00			
Add: Transferred from Profit and Loss Account	-	-	2,492.00	5,939.00
General Reserve				
As per last Balance Sheet	8,301.21		6,805.21	
Add: Transferred from Debenture Redemption Reserve	5,939.00		-	
Add : Transferred from Profit and Loss Account	5,000.00	19,240.21	1,496.00	8,301.21
Reserve Funds in terms of Section 45IC(1) of RBI Act	55.21		54.21	
Add: Transfer From Profit and Loss Account	0.52	55.73	1.00	55.21
Profit and Loss Account				
As per Annexed Profit and Loss Account		36,399.50		21,330.25
		<u>119,930.03</u>		<u>99,860.26</u>

3. LOAN FUNDS**Secured Loan**

From Financial Institutions (Term Loan)

35,000.00

16,311.00

From Bank (Term Loan)

11,650.88

5,497.79

(P.Y.25) 13% Secured (Non-Convertible Redeemable Debenture) of Rs. 50 Lakhs each

-

12,500.00

Vehicle Loan

1.86

7.07

46,652.74**34,315.86****Unsecured Loans**

Others (Repayable within one Year)

57.21

4.08

57.21**4.08****NOTE :****1) The Term loans from Financial Institutions are secured by :**

Mortgage of the company's immovable property comprising land and present and future construction thereon at its project Peninsula Business Park at Lower Parel, Mumbai and a charge on the Receivables from the said Project.

35,000.00

16,311.00

2) The term loans from Banks are secured as under :

a) By way of mortgage on the Company's immovable property located at Parel, Mumbai and charge on the rent receivable therefrom

4,258.35

4,790.63

b) By way of mortgage of unsold area of its Project Ashok Towers at Parel, Mumbai and a charge on the receivables from the said project

2,430.00**-**

c) Exclusive Charge on the receivables of

4,962.53

707.16

(i) the residential project named as "Ashok Gardens" being developed at Sewri, Mumbai and

(ii) project named as "Peninsula Technopark" being developed at Kurla, Mumbai

3) 13% Secured Non-Convertible Redeemable Debentures are secured by:

Mortgage of the Company's immovable property comprising land and present and future construction thereon at its project Peninsula Business Park at Lower Parel, Mumbai and a charge on the Receivables from the said Project

-

12,500.00

4) Hypothecation of Vehicle**1.86**

7.07



SCHEDULES TO CONSOLIDATED BALANCE SHEET

4 FIXED ASSETS (AT COST)

(Rs. In Lakhs)

Description	GROSS BLOCK				DEPRECIATION				IMPAIRMENT/ AMORTISATION	NET BLOCK	
	As on 01.04.2009	Additions during the year	Deductions during the year	As on 31.03.2010	Upto 01.04.2009	Additions during the year	Deductions during the year	Upto 31.03.2010	Upto 31.03.2010	As on 31.03.2010	As on 31.03.2009
Intangible Assets											
Goodwill	50.24	-	-	50.24	-	-	-	-	20.00	30.24	50.24
Goodwill on Consolidation	8,236.50	-	1.35	8,235.15	-	-	-	-	455.00	7,780.15	8,236.50
Computer Software	23.83	-	-	23.83	13.04	7.19	-	20.23	-	3.60	10.79
Tangible Assets											
Leasehold Land	13.37	-	-	13.37	-	-	-	-	-	13.37	13.37
Land	24.07	-	-	24.07	-	-	-	-	-	24.07	24.07
Building	6,320.39	689.84	895.79	6,114.44	503.72	208.81	176.44	536.09	-	5,578.35	5,816.77
Office Equipments & Computers	961.01	243.73	311.71	893.03	275.29	144.03	85.04	334.28	-	558.75	683.40
Furniture & Fixtures	308.78	113.72	100.81	321.69	65.42	44.02	39.60	69.84	-	251.85	245.57
Motor Vehicles	137.83	14.14	69.55	82.43	69.59	12.91	30.00	52.50	-	29.93	68.25
TOTAL (A)	16,076.02	1,061.43	1,379.21	15,758.25	927.06	416.96	331.08	1,012.94	475.00	14,270.31	15,148.96
Previous Year	13,376.20	2,887.69	187.87	16,076.02	594.39	400.29	67.61	927.06	-	15,148.96	13,325.10
Capital Work-in-progress	721.79	43.39	760.23	4.95	-	-	-	-	-	-	-
Capital Work-in-progress Previous year	543.29	204.92	26.42	721.79	-	-	-	-	-	-	-

5. INVESTMENTS (AT COST)

SHARES OF COMPANIES (QUOTED)

Shares in Bank of Baroda (P.Y. Market value
Rs. 5.86 Lakhs)

Nos. (2500) Face Value (Rupees) 10 March 31, 2010 Rs. In Lakhs - March 31, 2009 Rs. In Lakhs 2.12

LONG TERM INVESTMENTS :

SHARES OF COMPANIES (UNQUOTED)

(Fully paid unless stated otherwise)

I) Associate Companies

L & T Crossroads Private Limited 9000000 (9000000) 10 1365.91 1,305.74

Delta Hospitality Private Limited (formerly known Fasttrack Impex Private Limited) - (260000) 10 - 28.46

JM Realty Management Private Limited 5000 (2500) 10 0.25 -

Topzone Mercantile Company Private Limited - (10000) (10) - 1,353.53

SEW Electricals Private Limited 989300 (989300) 10 816.13 720.19

Edifice Properties Private Limited (Partly paid) - (1300000) 10 - 3,999.75

II) Others (Non-Trade)

JM Township & Real Estate Private Limited 300000 (300000) 10 17.50 17.50

Aero Ports & Infrastructure Projects Private Limited 43750 (43750) 10 4.38 4.38

	Nos.	Face Value (Rupees)	March 31, 2010 Rs. In Lakhs	March 31, 2009 Rs. In Lakhs
Rockfirst Real Estate Limited (formerly known as Rockfirst Real Estate Private Limited) - 18% Unsecured Redeemable Optionally Convertible Debentures	3488450 (3488450)	100	3488.45	3,488.45
Rockfirst Real Estate Limited -Equity Shares	14000 (14000)	10	1.40	1.40
Rockfirst Real Estate Limited -Preference Shares	10150 (10150)	100	10.15	10.15
The Shamrao Vithal Co operative Bank Limited	25 (25)	25	0.01	0.01
Sukh Sagar Premises Co-operative Housing Society Limited (Rs. 250/-P.Y. Rs. 250/-)	5 (5)	50	0.00	0.00
Zoroastrian Bank Shares	1125 (1125)	10	0.01	0.01
Topvalue Real Estate Development Private Limited	1,400 (-)	10	0.14	-
Truewin Realty Private Limited	1,400 (-)	10	0.14	-
Rishiraj Enterprises Limited (formerly known as Rishiraj Enterprises Private Limited)	100,200 (-)	10	1,002.50	-
IMMOVABLE PROPERTIES			202.49	202.49
SHORT TERM INVESTMENTS :				
Investments in units of Mutual Funds				
Investments in Reliance Liquid Fund	- (6435444.340)	- (17.096)	-	1,100.17
Investments in LIC MF Daily Dividend Scheme	721274.625 (-)	10.8712 (-)	78.41	-
Investments in ICICI Prudential Liquid Plan	47779.613 (-)	105.735 (-)	50.52	-
Investments in LIC MF Liquid Fund	- (18218131.450)	- (10.980)	-	2,000.38
Peninsula Realty Fund Scheme Pref Indigo	100000 (100000)	10.00	10.00	10.00
			7,048.39	14,244.73
Repurchase value of Investments in Units of Mutual Fund			128.93	3,100.54
Notes:				
Aggregate of Investments				Rs. In Lakhs
	As at 31-Mar-10 Cost	As at 31-Mar-10 Market Value	As at 31-Mar-09 Cost	As at 31-Mar-09 Market Value
1. Quoted Investments	-	-	2.12	5.86
2. Unquoted Investments	6,845.90	-	14,040.12	-
3. Immovable Properties	202.49	-	202.49	-
TOTAL	7,048.39	-	14,244.73	5.86

Note: Aggregate NAV of the Unquoted Mutual Fund Units is Rs. 128.93 Lakhs (P.Y. Rs. 3,100.54 Lakhs)



SCHEDULES TO CONSOLIDATED BALANCE SHEET

	March 31, 2010		March 31, 2009	
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
6. CURRENT ASSETS, LOANS AND ADVANCES				
A) Inventories				
Finished Stock (Realty Stock)	1,152.78		4,085.29	
Work In Progress (Realty Stock)	54,559.71	55,712.49	54,645.89	58,731.18
B) Sundry Debtors				
(Unsecured, Considered Good)				
(i) Over Six Months	241.21		611.69	
(ii) Others	24,359.95		18,904.35	
		24,601.16		19,516.04
C) Cash & Bank Balance				
Cash on hand	24.15		9.78	
With Scheduled banks - in Current accounts	3,972.70		2,532.21	
- in deposit accounts	60,951.32		12,184.68	
- unclaimed dividend accounts	76.24		52.09	
		65,024.41		14,778.76
D) Other Current Assets				
Interest Receivable	1,071.01		379.41	
Application Money for 0% Optionally Convertible Debentures	1,893.93		-	
Share Application Money	2,335.00		-	
Receivable for sale of Shares	15.80		-	
Other Claims	-	5,315.74	143.70	523.11
E) Loans & Advances				
(Unsecured, Considered Good)				
Advances Recoverable In Cash or Kind or for value to be received	9,405.55		9,091.36	
Advance Tax Less Provision	1,353.72		3,580.22	
MAT Credit entitlement	1,433.35		2,435.18	
Deposit with Public Bodies	52.92		31.02	
Loans/Deposit with Others	5,415.64		11,026.27	
Advances To Staff and Others	6.50	17,667.68	5.30	26,169.35
		168,321.48		119,718.44

	March 31, 2010		March 31, 2009	
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
7. CURRENT LIABILITIES & PROVISIONS				
A) Current Liabilities				
Sundry Creditors				
Micro, Small and Medium Enterprises	4.08		-	
Others	8,331.30		7,404.56	
Other liabilities	1,469.10		406.27	
Unclaimed Dividend / Deposits				
Unclaimed Dividends	76.24		52.09	
Unclaimed Public Deposits	0.56		0.86	
(Shall be credited to Investor Education and Protection Fund to the extent as and when required)				
Interest accrued but not due	185.85		256.08	
Trade Deposits & Advances	931.33		1,073.64	
(Net of amount booked as income)		10,998.46		9,193.50
B) Provisions				
Proposed Dividend on Preference Shares	0.01		0.01	
Proposed Dividend on Equity Shares	4,188.01		2,512.81	
Tax Payable on Proposed Dividend	695.57		427.05	
Employees Retirement Benefit	384.68		278.86	
		5,268.27		3,218.73
		16,266.73		12,412.23



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

	2009-10		2008-09	
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
8 INTEREST (NET)				
Interest Income		6,634.54		6,049.52
Less: Interest paid :				
On term loans	9,784.13		7,939.68	
Others	223.10		23.17	
	10,007.23		7,962.85	
Less: Interest cost Transferred to Work in progress	3,732.38	6,274.85	6,187.87	1,774.98
Interest Income (Net)		359.69		4,274.54
9 INCOME - OTHER INCOME				
Miscellaneous Income		14.05		11.31
Profit on sale of Fixed Assets		28.50		391.79
Dividend on Mutual Fund Units		624.49		499.29
Dividend on Shares (Non-Trade)		0.22		0.20
Profit on sale of Long Term Investments		157.84		-
		825.10		902.59
10 OPERATING EXPENSES				
Power and Fuel		119.99		83.47
Repairs & Maintenance -Buildings		233.73		90.22
Repairs & Maintenance - Others		304.19		214.09
Insurance		6.18		5.45
Rent		222.43		288.68
Rates & Taxes		160.34		156.91
Legal & Professional Fees		513.07		449.89
Advertisement and Sales Promotion		499.03		123.12
Brokerage & Commission		565.06		29.98
Donations (Refer Note 10 in Schedule 14)		29.86		36.98
Miscellaneous Expenses		987.90		841.76
Loss on Sale of Fixed Assets		266.31		12.40
Amortisation of Goodwill		20.00		-
Preliminary Expenses Written Off		0.55		0.04
Non -Executive Directors' Commission		72.00		34.00
Common Area Maintenance Expenses		241.09		627.98
Directors' Sitting Fees		9.50		6.60
House Keeping, Security & Car Park Services		453.86		642.52
		4,705.09		3,644.09
11 STAFF COST (Including Managerial Remuneration)				
Salaries, Wages and Bonus		3,140.54		2766.77
Contributions to ESIS, Provident Fund, Superannuation Fund, etc.		357.60		356.40
Staff & Labour Welfare		256.51		276.06
Executive Directors' Commission		1,500.00		625.00
		5,254.65		4,024.23
12 EXTRA ORDINARY & PRIOR PERIOD ITEMS				
a) Extraordinary Items				
(i) Deferred Revenue Expenses Written off		(4,568.23)		(1,600.77)
(ii) Prior Period Expenses		(7.46)		-
		(4,575.69)		(1,600.77)

13 Significant Accounting Policies

I Basis of Accounting

The Financial statements have been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ("GAAP") and comply with the mandatory accounting standards ("AS") as notified by the Companies Accounting Standard (Rules), 2006 to the extent applicable and with the relevant provisions of the Companies Act, 1956.

II Use of Estimates

The preparation of financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenue and expenses for the year. Actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the year in which results are known / materialized. Any revision to an accounting estimate is recognized prospectively in the year of revision.

III Revenue Recognition

- (a) The Company is in the business of Property Development. Revenue from sale of properties under construction is recognised on the basis of actual bookings done (provided the significant risks and rewards have been transferred to the buyer and there is reasonable certainty of realisation of the monies) proportionate to the percentage of physical completion of construction/ development work as certified by the Architect.
- (b) Revenue from sale of completed properties (Finished Realty Stock) is recognised upon transfer of significant risks and rewards to the buyer.
- (c) Revenue on Development Rights is recognised on the basis of our revenue share receivable, from the related projects as per agreed terms and conditions.
- (d) Income from Operations include Realty Sale, Lease Rentals, Service Fees, Signages, Car park and PMC/ Marketing Fees.
- (e) Interest income is recognised on time basis determined by the amount outstanding and the rate applicable.
- (f) Dividend income is recognised when the right to receive the payment is established.

IV Inventories

- (a) Inventories comprise of: (i) Finished Realty Stock representing unsold premises in closed projects and (ii) Realty Work in Progress representing properties under construction / development.
- (b) Inventories are valued at lower of cost and net realisable value.
- (c) Cost of Realty construction / development is charged to the Profit & Loss Account in proportion to the revenue recognised during the period and the balance cost is carried over under Inventory as part of either Realty Work- in- Progress or Finished Realty Stock. Cost of Realty construction / development includes all costs directly related to the Project and other expenditure as identified by the Management which are incurred for the purpose of executing and securing the completion of the Project (net off incidental recoveries/ receipts) upto the date of receipt of occupancy certificate from the relevant authorities.

V Fixed Assets

(a) Tangible Assets

- (i) Tangible assets are carried at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non refundable taxes, duties, freight and other incidental expenses related to the



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

acquisition and installation of the respective assets. Borrowing cost attributable to acquisition or construction of fixed assets which takes substantial period of time to get ready for their intended use is capitalized.

- (ii) Expenses incurred for acquisition of capital assets along with advances paid towards the acquisition of fixed assets outstanding at each Balance Sheet date are disclosed under Capital Work in Progress

(b) Intangible Assets

Intangible Assets are recorded at the consideration paid for the acquisition.

VI Leases

- (a) Assets acquired on lease where a significant portion of risks and rewards of ownership are retained by the Lessor are classified as Operating Leases. Lease Rentals are charged to Profit and Loss Account on accrual basis.
- (b) Assets leased out under Operating Leases are capitalised. Rental Income is recognised on accrual basis over the Lease term.

VII Depreciation / Amortization

(a) Depreciation

- (i) Depreciation has been charged on SLM basis for the assets acquired from erstwhile Piramal Holdings Limited (PHL) and Piramyd Retail and Merchandising Private Limited (PRMPL).
- (ii) For all other assets depreciation is provided on WDV basis.
- (iii) Depreciation is provided at the rates and in the manner specified under Schedule XIV of the Companies Act, 1956.
- (iv) Depreciation is calculated on a pro-rata basis from the date of installation / acquisition till the date the assets are sold or disposed.
- (v) Individual assets costing less than Rs. 5000/- are depreciated fully in the year of acquisition.
- (vi) Depreciation on Post Investment Tracker software ('PIT') is provided on straight line basis over a period of 36 months commencing from the month of acquisition.

(b) Amortization

- (i) Leasehold assets are amortized over the period of lease.
- (ii) Intangible assets are amortized over their estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use.

VIII Investments

Long term investments are carried at cost less any permanent diminution in value. Current investments are carried at the lower of cost and fair value.

Carrying amount of the individual investment is determined on the basis of the average carrying amount of the total holding of the investments.

IX Foreign Currency Transactions

- (a) Foreign exchange transactions are recorded at the closing rate prevailing on the dates of the respective transaction or at the contracted rates as applicable. Exchange difference arising on foreign exchange transactions settled during the year, if any is recognized in the Profit and Loss account.

- (b) Monetary assets and liabilities denominated in foreign currencies are converted at the closing rate as on Balance Sheet date. The resultant exchange difference is recognised in the Profit and Loss account.
- (c) Non monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.

X Employee Benefits

(a) Short Term Employee Benefits

Short term employee benefits are recognized as an expense at the undiscounted amount in Profit and Loss account of the year in which the related service is rendered.

(b) Post Employment Benefits

Contribution to Provident Fund and Superannuation Scheme are charged against revenue. Provision for Gratuity is recorded on the basis of actuarial valuation certificate, provided by the actuary.

(c) Other Long Term Employees Benefits

Company's liability towards earned leave is determined by an independent actuary using Projected Unit Credit Method. Past services are recognized on a straight line basis over the average period until the benefits become vested. Actuarial gains and losses are recognized immediately in the Profit and Loss account as income or expenses. Obligation is measured at the present value of the estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

d) VRS Payments

Payments made under Voluntary Retirement Scheme are charged off in the year in which it is incurred.

XI Segment Reporting

(a) Segment Revenue & Expenses:

Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprises as a whole and are not allocable to a segment on a reasonable basis have been disclosed as "Unallocable".

(b) Segment Assets and Liabilities:

Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

(c) Inter segment Transfers:

Segment revenue, segment Expenses and segment results include transfer between business segments, such transfers are eliminated in consolidation.

(d) Accounting Policies:

The accounting policies consistently used in the Preparation of the financial statements are also applied to item of revenue and expenditure in individual segments

XII Taxation

Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the year.



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

(a) Current Tax

The current charge for Income Tax is calculated in accordance with the relevant tax regulations applicable to the Company.

(b) Deferred Tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the year. The deferred tax charge or credit and the deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future, however where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each Balance Sheet date.

(c) Minimum Alternate Tax (MAT)

In case the company is liable to pay income tax u/s 115JB of Income Tax Act, 1961 (i.e. MAT), the amount of tax paid in excess of normal income tax is recognized as an asset (MAT Credit Entitlement) only if there is convincing evidence for realization of such asset during the specified period. MAT credit entitlement is reviewed at each Balance Sheet date.

XIII Borrowing Cost

Borrowing cost attributable to the individual Projects have been treated as Project Cost and added to Stock in Trade. Other borrowing costs are charged to Profit and Loss account in the year in which they are incurred.

XIV Employee Stock Option

Employee Compensation Cost, if any, arising on account of option granted to employees is recognized in the financial statements. It is the difference between the intrinsic value and the exercise price of options.

XV Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

XVI Provisions and Contingent Liabilities

The Company creates a provision when there is a present obligation as a result of past events that probably requires an outflow of resources and reliable estimates can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent assets are neither recognized nor disclosed.

14 NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**1 Principles of Consolidation**

- a The Consolidated Financial statements are based on the Audited financial statements of the subsidiaries / associates for the period / year ended 31st March, 2010. No significant transactions have occurred after the Balance Sheet date of subsidiaries.
 - b The Financial statements of the company and its subsidiaries have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. All intra group balances have been eliminated on consolidation as per Accounting Standard AS 21 "Consolidated Financial Statements".
 - c The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the company's financial statements.
 - d Minority interest in the net income and net assets of the consolidated financial statements are computed and shown separately.
 - e In case of Associate Company, the Audited financial statements as on 31st March, 2010 have been consolidated as per Accounting Standard - AS 23 "Accounting For Investments in Associates in Consolidated Financial Statements".
- 2 In the opinion of the Board, the current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business. The provisions for all known liabilities are adequate.

3 Commitments and Contingent Liabilities

- | | As At
31.03.2010
(Rs.In Lakhs) | As At
31.03.2009
(Rs.In Lakhs) |
|--|--------------------------------------|--------------------------------------|
| a. Claims against the Company not acknowledged as debts in respect of | | |
| i Income Tax | 90.67 | 1,227.17 |
| b. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net off Advances) | 376.09 | 494.54 |
- 4 Recognition of Income and Expenses for ongoing projects are based upon expected / achieved sales value and estimated costs and work completion status as certified by architects, which being a technical matter, has been relied upon by the auditors
 - 5 Excess Income Tax provision of earlier years of Rs. 638.69 Lakhs was reversed pursuant to assessment proceedings.
 - 6 The Extra ordinary item in Schedule 12 of Profit & Loss Account comprises entirely of amortisation of VRS and related cost incurred in earlier years. The amortisation for current year was Rs. 4,568 Lakhs as against Rs. 1,601 Lakhs for the previous year. The increase of Rs. 2,967 Lakhs is due to compliance with Accounting Standard-15, which requires the unamortised portion of the deferred revenue expenses (VRS) to be amortised entirely by 31st March, 2010.



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

	Year Ended 31.03.2010 (Rs. In Lakhs)	Year Ended 31.03.2009 (Rs. In Lakhs)
7 Income From Operations		
a Realty Sales (includes Rs. 384.74 Lakhs pertaining to earlier year)	73,796.05	52,312.53
b Other Services	4,065.63	4,250.49
	77,861.68	56,563.02
8 Prior Period		
Sale of earlier years included in Realty Sales	384.74	-
Corresponding Cost of above Realty Sales	359.71	-
Net Realty Income pertaining to earlier years	25.03	-

9 Foreign Currency Exposure

The year end foreign currency exposures that have not been hedged by derivative or otherwise are given below

(Fig. in Lakhs)

Particulars	As At 31.03.2010		As At 31.03.2009	
	Amt in USD	Amt in Rs.	Amt in USD	Amt in Rs.
Loans	375.70	17,500.00	-	-

10 Donation includes Rs 1.85 Lakhs (Previous Year Rs. 5.10 Lakhs) paid to political parties. The details of the same are as under:

	Year Ended 31.03.2010 (Rs.In Lakhs)	Year Ended 31.03.2009 (Rs.In Lakhs)
Shivsena	0.25	-
Maharashtra Navnirman Sena	1.30	5.00
Maharashtra Navnirman Vahtuk Sena	0.10	-
Worli Taluka Rashtravadi Congress	0.05	-
Mumbai South Central District Youth Congress	0.15	-
Republican Party of India	-	0.10
Total	1.85	5.10

11 Details of Purchase and Sale of Investments made during the year are as under

a Current Year		(Fig. in Lakhs)							
Mutual Funds Units		Opening Balance		Purchase		Sale		Closing Balance	
Particulars	Type of scheme	Units	Rs.	Units	Rs.	Units	Rs.	Units	Rs.
Birla Sun Life Cash Plus	Daily Dividend	-	-	2,251.12	22,555.08	2,251.12	22,555.08	-	-
Birla Sun Life Saving Fund	Daily Dividend	-	-	1,753.63	17,548.23	1,753.63	17,548.23	-	-
HDFC Cash Management Fund-Saving Plan	Daily Dividend	-	-	3,204.61	34,085.51	3,204.61	34,085.51	-	-
HDFC Cash Management Fund- Treasury Advantage Plan	Daily Dividend	-	-	3,919.52	39,318.71	3,919.52	39,318.71	-	-
HDFC Floating Rate Income Fund-Short term Plan-Wholesale Option	Daily Dividend	-	-	249.17	2,511.88	249.17	2,511.88	-	-
ICICI Prudential Flexible Income Plan (FV Rs. 10)	Daily Dividend	-	-	1,199.75	12,685.56	1,199.75	12,685.56	-	-
ICICI Prudential Flexible Income Plan (FV Rs. 100)	Daily Dividend	-	-	333.87	35,301.47	333.87	35,301.47	-	-
ICICI Prudential Institutional Liquid Plan-Super Institutional (FV Rs. 10)	Daily Dividend	-	-	1,546.14	15,464.80	1,546.14	15,464.80	-	-
ICICI Prudential Institutional Liquid Plan-Super Institutional (FV Rs. 100)	Daily Dividend	-	-	457.18	45,728.49	457.18	45,728.49	-	-
LICMF Liquid Fund	Daily Dividend	182.18	2,000.37	463.58	5,090.11	639.35	7,020.08	6.41	70.40
LIC MF Income Plus Fund	Daily Dividend	-	-	67.83	678.35	67.03	670.33	0.80	8.01
Reliance Liquidity Fund	Daily Dividend	-	-	3,832.65	38,338.36	3,832.65	38,338.36	-	-
Reliance Medium Term Fund	Daily Dividend	64.35	1,100.17	199.60	3,412.34	263.96	4,512.51	-	-
Reliance Money Manager Fund	Daily Dividend	-	-	47.12	47,174.43	47.12	47,174.43	-	-
Religare Liquid Fund	Daily Dividend	-	-	200.19	2,003.18	200.19	2,003.18	-	-
Religare Ultra Short Term Fund-Institutional Daily Dividend	Daily Dividend	-	-	100.13	1,002.91	100.13	1,002.91	-	-



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

b Previous Year

(Fig. in Lakhs)

Mutual Funds Units		Opening Balance		Purchase		Sale		Closing Balance	
Particulars	Type of scheme	Units	Rs.	Units	Rs.	Units	Rs.	Units	Rs.
HDFC Cash Management Fund - Saving Plus Plan Wholesale	Daily Dividend	-	-	1,166.57	11,702.41	1,166.57	11,702.41	-	-
Reliance Liquid Plus Fund - Institutional Optional	Daily Dividend	2.88	2,884.85	35.40	35,441.71	38.28	38,326.56	-	-
Reliance Medium Term Fund	Daily Dividend	-	-	299.65	5,122.73	235.30	4,022.56	64.35	1,100.17
Reliance Liquidity Fund	Daily Dividend	8.10	81.03	1,875.83	18,764.14	1,883.93	18,845.17	-	-
Reliance Interval Fund - Quarterly Plan Series 1	Institutional Dividend	1,525.65	15,260.64	2.17	21.71	1,527.82	15,282.51	-	-
Reliance Interval Fund - Series 1	Institutional Dividend	-	-	252.76	2,529.70	252.76	2,529.70	-	-
Reliance Fixed Horizon Fund VI - Series 2	Institutional Dividend	250.00	2,500.00	-	-	250.00	2,500.00	-	-
Reliance Fixed Horizon Fund VIII - Series 10	Institutional Dividend	-	-	250.00	2,500.00	250.00	2,500.00	-	-
HSBC Gilt Fund	Weekly Dividend	-	-	431.35	4,316.13	431.35	4,316.13	-	-
UTI Liquid Cash Plan	Daily Income	0.03	29.78	0.00	0.07	0.03	29.85	-	-
LIC MF Liquid Fund	Daily Dividend	-	-	182.18	2,000.37	-	-	182.18	2,000.37
ICICI Prudential Institutional Liquid Plan	Daily Dividend	8.37	83.73	0.57	5.71	8.94	89.44	-	-

12 Employee Stock Option Scheme (ESOS)

- a During the year, the Company has granted NIL (Previous Year - 770,000) Employee Stock Options to some employees of the Company.
- b The Company has granted stock options to employees under the Employees Stock Option Scheme at grant price of Rs. 70/- (face value Rs. 2/-)

The details of options granted, lapsed and in force at the end of the year are as under:

	Current year	Previous year
Option in force at the beginning of the year (face value Rs. 2/-)	1,072,714	519,902
Add : Granted during the year	-	770,000
Less : Lapsed during the year	195,212	217,188
Option vested during the year	199,538	41,100
Option in force at the end of the year	877,502	1,072,714

There is a difference in the number of options in force and options lapsed for the previous year on account of recording the lapsed options as a result of the performance rating of the employees.

c Certain disclosures in respect of the scheme are as under:

- i. As the options are granted using the face value, no compensation will arise.
- ii Weighted average exercise price of options granted whose:

	Grant 1 (06/06/2008)	Grant 2 (25/10/2007)	Grant 3 (03/10/2006)
A Exercise Price equals the Market Price	-	-	-
B Exercise Price is greater than Market Price	70	-	-
C Exercise Price is less than Market Price	-	70	70

Weighted average fair price of options whose:

	Grant 1 (06/06/2008)	Grant 2 (25/10/2007)	Grant 3 (03/10/2006)
A Exercise Price equals the Market Price	-	-	-
B Exercise Price is greater than Market Price	61.28	-	-
C Exercise Price is less than Market Price	-	131.30	71.50

iii Method and assumptions used to estimate the fair value of options granted during the year

The fair value has been calculated using the Black Scholes Option Pricing model

The assumptions used in the model are as follows

		Date of Grant 06/06/2008				
		Vest 1	Vest 2	Vest 3	Vest 4	Vest 5
		06/06/2009				
	No. of Shares	190,125	-	-	-	-
1	Risk Free Interest Rate	7.25%	-	-	-	-
2	Expected Life (Years)	3 years	-	-	-	-
3	Expected Volatility	45.26%	-	-	-	-
4	Dividend Yield	1.28%	-	-	-	-
5	Price of underlying share in market at time of option granted	Rs. 71.50	-	-	-	-



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

Variables	Date of Grant 25/10/2007				
	Vest 1	Vest 2	Vest 3	Vest 4	Vest 5
	25/10/2008	25/10/2009			
No. of Shares	-	750	-	-	-
1. Risk Free Interest Rate	-	7.70%	-	-	-
2. Expected Life (Years)	-	3 years	-	-	-
3. Expected Volatility	-	36.20%	-	-	-
4. Dividend Yield	-	0.71%	-	-	-
5. Price of underlying share in market at time of option granted	-	Rs. 131.30	-	-	-

Variables	Date of Grant 03/10/2006				
	Vest 1	Vest 2	Vest 3	Vest 4	Vest 5
	03/10/2007	03/10/2008	03/10/2009		
No. of Shares	110,152	41,100	8,663	-	-
1. Risk Free Interest Rate	7.10%	7.10%	7.10%	-	-
2. Expected Life (Years)	3 years	3 years	3 years	-	-
3. Expected Volatility	121%	121%	121%	-	-
4. Dividend Yield	0.61%	0.61%	0.61%	-	-
5. Price of underlying share in market at time of option granted	Rs. 61.28	Rs. 61.28	Rs. 61.28	-	-

13 Managerial Remuneration

	Year Ended 31.03.2010 (Rs.In Lakhs)	Year Ended 31.03.2009 (Rs.In Lakhs)
a To Chairperson and Executive Directors		
a. Salary	666.15	666.15
b. Commission to Executive Chairperson and Whole time Directors	1,500.00	625.00
c. Contribution to Provident and Superannuation Funds *	145.80	145.80
d. Reimbursement of Medical Expenses	0.53	0.15
d. Other Perquisites	56.99	54.88
Total	2,369.46	1,491.98
b To Non Whole time Directors - Commission	72.00	34.00
c Directors' Sitting Fees	9.50	6.60
Total Managerial Remuneration	2,450.96	1,532.58

* Since the premium on Group Policy with LIC for Gratuity is computed on totality valuation basis, the Contribution applicable is not ascertainable and accordingly the same has not been considered above.

d Computation of Net Profit u/s 198/ 349 of the Companies Act, 1956

Profit Before Taxes	33,566.60	18,150.72
Less: Exceptional Items		
Other Income	817.08	904.79
	32,749.52	17,245.93
Add: Loss on Sale of Assets	715.87	12.40
Managerial Remuneration	2,447.96	1,531.48
Net Profit u/s 198/349 of the Companies Act, 1956	35,913.35	18,789.81
(i) Commission to Executive Chairperson & Whole time Directors restricted to	1,500.00	625.00
(ii) Commission to Non Whole time Directors @1% of Net Profit u/s 349, Rs. 359.13 Lakhs (Previous year Rs. 187.90 Lakhs) restricted to	72.00	34.00

14 Miscellaneous Expenses include Auditors' remuneration in respect of:

	Year Ended 31.03.2010 (Rs.In Lakhs)	Year Ended 31.03.2009 (Rs.In Lakhs)
Statutory Auditors		
a) Audit Fees (including limited review and consolidation fees)	23.73	18.42
b) Tax Audit Fees	5.53	6.26
c) Certification Work	6.67	7.37
d) Reimbursement of Expenses	0.35	0.34
e) Service Tax on Fees and Reimbursement	3.69	3.14
	39.97	35.53

15 Loans and Advances to Companies under the same Management

Outstanding Balances as at March 31, 2010	As At 31.03.2010 (Rs.In Lakhs)	As At 31.03.2009 (Rs.In Lakhs)	Max O/s during the year 31.03.2010 (Rs.In Lakhs)	31.03.2009 (Rs.In Lakhs)
Companies under the same Management				
(i) Ashok Piramal Management Corporation Limited	3.02	0.02	3.02	1.14
(ii) Morarjee Textiles Limited	87.16	288.61	328.38	317.50
(iii) Onestar Mercantile Company Private Limited	-	0.13	-	0.13
(iv) Thundercloud Technologies (India) Private Limited	0.36	0.15	0.36	0.15
(v) RR Mega City Builders Private Limited	3.15	3.06	3.15	3.06
(vi) Peninsula Mega-City Development Private Limited	2.35	2.35	2.35	2.35
(vii) Peninsula SA Realty Private Limited	3.59	3.55	3.59	3.55
(viii) Peninsula Townships Development Private Limited	2.39	2.37	2.40	2.37



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

(ix)	Delta Corp Limited	101.28	41.92	101.28	924.24
(x)	Rockfirst Real Estate Limited	426.44	0.71	426.44	0.71
(xi)	Ashok Piramal Mega-City Development Private Limited	0.10	0.02	0.10	0.02
(xii)	Ashok Piramal Mega Properties Private Limited	0.08	0.02	0.08	0.02
(xiii)	Ashok Piramal Township Development Private Limited	0.10	0.02	0.10	0.02
(xiv)	Jammin Recreation Private Limited	0.01	0.01	0.01	0.09
(xv)	Peninsula Real Estate Management Private Limited	0.09	0.03	0.09	0.03
(xvi)	Peninsula Real Estate Services Private Limited	0.10	0.03	0.10	0.03
(xvii)	Pune Football Club Limited	1.12	6.83	63.80	6.83
(xviii)	Topvalue Brokers Private Limited	-	-	2.94	-
(xix)	Truewin Realty Private Limited	-	0.10	0.10	0.10
(xx)	Topvalue Real Estate Development Private Limited	-	0.10	1.60	0.10
	Total	631.04	349.83		

16 Borrowing Cost

	Year Ended 31.03.2010 (Rs.In Lakhs)	Year Ended 31.03.2009 (Rs.In Lakhs)
Borrowing Cost treated as project cost during the year	3,732.38	6,187.87

17 Employee Benefit Plans

The Company has classified various benefit plans as under:

a Defined Contribution Plan

The Company has recognised the following amounts in Profit and Loss Account which are included under Contributions to Funds

Particulars	Amount Rs. In lakhs	
	Current Year	Previous Year
Employer's contribution to Provident Fund	179.38	174.12
Employer's contribution to Superannuation Fund	127.23	123.79
Employer's contribution to Employees State Insurance	1.47	2.23

b Defined Benefit Plan:

i. Gratuity (Funded)

ii. Leave Encashment (Non funded)

In terms of the Guidance on implementing the revised AS 15, issued by the Accounting Standards Board of the Institute of Chartered Accountants of India, the Gratuity Trust set up by the Company is treated as defined benefit plan since the Company has to meet the shortfall, if any. However at the year end, no shortfall remains unprovided for.

Leave encashment is payable to eligible employees who have earned leaves, during the employment and / or separation as per the Company's policy.

Valuations in respect of Gratuity and Leave Encashment, as at the Balance Sheet date, based on the following assumptions.

i The disclosures of Gratuity are as under:

The Company has funded its gratuity obligation under Group Gratuity Policy managed by LIC. The disclosures stated below have been obtained from independent actuary, as the figures from LIC were not available. In view of this, certain disclosures could not be provided.

The other disclosures in accordance with AS -15 (revised) pertaining to Defined Benefit Plans are given below:

Particulars	As at 31.03.2010 (Rs. In Lakhs)	As at 31.03.2009 (Rs. In Lakhs)
Assumptions		
Discount rate	8%	8%
Salary escalation	6%	6%
Employee Turnover Ratio	3% at younger ages 1% at older Ages	2% at younger ages 1% at older Ages
Expected Rate of Return on Planned Assets	9%	
Expected average remaining working lives of employees in no. of years	58 years	58 years
Changes in Present Value of Obligations		
Present value of obligations as at beginning of the year	231.68	152.58
Interest cost	18.60	12.20
Current service cost	57.53	52.42
Benefits paid	(2.69)	(11.30)
Actuarial (gain)/ loss on obligations	(24.01)	25.78
Present value of obligations as at end of the year	281.10	231.68
Actuarial Gain / Loss recognised		
Actuarial gain/(loss) for the year –Obligations	24.01	(25.78)
Actuarial gain/(loss) for the year –plan assets	-	-
Total gain/(loss) for the year	24.01	(25.78)
Actuarial gain/(loss) recognized in the year	24.01	(25.78)
The amounts to be recognized in the Balance Sheet and Statement of Profit & Loss		
Present value of obligations as at the end of year	262.11	212.94
Fair value of plan assets as at the end of the year	27.63	-
Funded status	27.63	-
Net assets (liability) recognized in Balance Sheet	(234.48)	(212.94)



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

Particulars	As at 31.03.2010 (Rs.In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
Expenses recognised in statement of Profit & Loss		
Current service cost	57.53	52.42
Interest cost	18.60	12.20
Expected return on plan assets	-	-
Net actuarial (gain)/loss recognized in the year	(24.01)	25.78
Expenses recognized in statement of Profit and Loss	52.11	90.39
Pattern of Investment		
Central & State Govt. Securities	56%	71%
Bonds/Debentures	36%	22%
Equity Shares	6%	5%
Money Market Instrument	2%	2%

ii Leave Encashment (Unfunded)

Value of liability for leave encashment has been carried out by an independent actuary, as at the Balance Sheet based on the following

Particulars	As at 31.03.2010 (Rs.In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
Assumptions		
Discount rate (per annum)	8%	8%
Rate of increase in compensation levels	6%	6%
Rate of return on plan assets	-	-
Expected average remaining working lives of employees in no. of years	58 years	58 years
Changes in present value of obligation		
Present value of obligation as at 1st April 2009	68.64	84.35
Interest Cost	5.55	6.74
Current Service Cost	32.74	27.50
Contributions by plan participants	-	-
Curtailment Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Benefits Paid	(8.54)	(19.57)
Actuarial (Gains) / Loss	51.38	(36.35)
Present value of obligation as at 31st March 2010	149.78	62.67

Particulars	As at 31.03.2010 (Rs.In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
Amounts recognized in Balance Sheet		
Present value of obligation as at 31 st March, 2010	149.78	62.67
Fair value of plan assets as at 31 st March, 2010	-	-
(Asset) / Liability recognized in the Balance Sheet	149.78	62.67
Expenses recognized in the Profit & Loss Account		
Current service cost	32.74	27.50
Past service cost	-	-
Interest Cost	5.55	6.74
Expected return on plan assets	-	-
Curtailment Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Net Actuarial (Gain) / Loss	51.38	(36.35)
Employee's Contribution	-	-
Total expenses recognised in Profit & Loss account	89.67	29.88

Note: As the Company does not have plan assets for leave encashment policy, disclosures pertaining to plan assets are not shown.

18 List of Related Parties and Transactions during the year.

I Controlling Companies

- (i) Topstar Mercantile Private Limited

II Associate Companies with whom the Company had transactions during the year

- (i) Delta Hospitality Private Limited (Formerly known as Fasttrack Impex Private Limited)
- (ii) JM Realty Management Private Limited
- (iii) L & T Crossroads Private Limited
- (iv) SEW Electricals Private Limited
- (v) Topzone Mercantile Company Private Limited

III Companies where Key Management Personnel /their relatives exercise significant influence

- (i) Ashok Piramal Management Corporation Limited
- (ii) Freedom Registry Limited (formerly known as Amtrac Management Services Limited)
- (iii) Morarjee Textiles Limited
- (iv) Onestar Mercantile Company Private Limited
- (v) Thundercloud Technologies (India) Private Limited
- (vi) RR Mega City Builders Private Limited



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

- (vii) Peninsula Mega-City Development Private Limited
- (viii) Peninsula SA Realty Private Limited
- (ix) Peninsula Townships Development Private Limited
- (x) Delta Corp Limited
- (xi) Rockfirst Real Estate Limited (formerly known as Rockfirst Real Estate Private Limited)
- (xii) Ashok Piramal Mega-City Development Private Limited
- (xiii) Ashok Piramal Mega Properties Private Limited
- (xiv) Ashok Piramal Township Development Private Limited
- (xv) Goldlife Mercantile Company Private Limited
- (xvi) Jammin Recreation Private Limited
- (xvii) Peninsula Real Estate Management Private Limited
- (xviii) Peninsula Real Estate Services Private Limited
- (xix) Pune Football Club Limited
- (xx) Topvalue Brokers Private Limited
- (xxi) Integra Apparels and Textiles Limited
- (xxii) Truewin Realty Private Limited
- (xxiii) Topvalue Real Estate Development Private Limited

IV Enterprises where Key Management Personnel / their relatives exercise significant influence

- (i) Ashok G. Piramal Trust
- (ii) Peninsula Land Limited ESOP Trust

V Key Management Personnel

- (i) Ms. Urvi A. Piramal - Executive Chairperson
- (ii) Mr. Rajeev A. Piramal- Executive Vice Chairman
- (iii) Mr. Mahesh S. Gupta - Group Managing Director
- (iv) Mr. Rajesh Jaggi - Managing Director

VI Relatives of Key Management Personnel

- (i) Mr. Harshvardhan A. Piramal - Son of Executive Chairperson
- (ii) Mr. Rajeev A. Piramal - Son of Executive Chairperson
- (iii) Mr. Nandan A. Piramal -Son of Executive Chairperson
- (iv) Mr. Jaydev Mody - Brother of Executive Chairperson
- (v) Ms. Sunita Gupta - Spouse of Group Managing Director
- (vi) Ms. Kalpana Singhania - Sister of Executive Chairperson

Details of Transactions are as follows :

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
I	Rent received from		
a	Companies where Key Management Personnel /their relatives exercise significant influence		
	(i) Morarjee Textiles Limited	123.17	162.39
II	Receipt of services from		
a	Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Freedom Registry Limited	6.73	5.59
	(ii) Delta Corp Limited		
	-PMC Fees	1,371.41	-
	-Brokerage Fees	450.50	-
	(iii) Pune Football Club Limited		
	-Advertisement	335.00	-
III	Purchase from :-		
a	Associate Companies		
	(i) SEW Electricals Private Limited	1,773.04	636.15
b	Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Integra Apparels and Textiles Limited	14.53	-
IV	Reimbursement made to :-		
a	Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Ashok Piramal Management Corporation Limited	1.05	30.78
V	Donation Paid to		
a	Enterprises where Key Management Personnel /their relatives exercise significant influence		
	(i) Ashok G Piramal Trust	19.47	-
VI	Loan given to		
a	Associate Companies		
	(i) Delta Hospitality Private Limited	-	2,410.00
	(ii) JM Realty Management Private Limited	-	0.09
	(iii) L & T Crossroads Private Limited	3.22	-
	(iv) SEW Electricals Private Limited	-	6.34
	(v) Topzone Mercantile Company Private Limited	75.30	0.39



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
b	Companies where Key Management Personnel / their relatives exercise significant influence		
(i)	Morarjee Textiles Limited	4.50	0.09
(ii)	Onestar Mercantile Company Private Limited	-	0.02
(iii)	Ashok Piramal Management Corporation Limited	4.50	0.22
(iv)	Freedom Registry Limited	-	0.75
(v)	Thundercloud Technologies (India) Private Limited	0.21	0.15
(vi)	RR Mega City Builders Private Limited	0.08	1.86
(vii)	Peninsula SA Realty Private Limited	0.05	-
(viii)	Peninsula Townships Development Private Limited	0.02	-
(ix)	Rockfirst Real Estate Limited	583.44	-
(x)	Delta Corp Limited	5.65	-
(xi)	Ashok Piramal Mega City Development Private Limited	0.08	-
(xii)	Ashok Piramal Mega Properties Private Limited	0.06	-
(xiii)	Ashok Piramal Township Development Private Limited	0.08	-
(xiv)	Goldlife Mercantile Company Private Limited	0.13	-
(xv)	Peninsula Real Estate Management Private Limited	0.06	-
(xvi)	Peninsula Real Estate Services Private Limited	0.07	-
(xvii)	Topvalue Brokers Private Limited	3.09	-
(xviii)	Topvalue Real Estate Development Private Limited	1.50	-
(xix)	Pune Football Club Limited	4.37	-
VII	Loan repaid by		
a	Associate Companies		
(i)	L & T Crossroads Private Limited	3.22	1.44
(ii)	Delta Hospitality Private Limited	3,901.40	-
(iii)	Topzone Mercantile Company Private Limited	75.69	0.10
b	Companies where Key Management Personnel / their relatives exercise significant influence		
(i)	Morarjee Textiles Limited	1.50	0.34
(ii)	Ashok Piramal Management Corporation Limited	1.50	0.20
(iii)	Freedom Registry Limited	-	0.75
(iv)	Rockfirst Real Estate Limited	164.16	-
(v)	Delta Corp Limited	355.19	-
(vi)	Goldlife Mercantile Company Private Limited	0.08	-
(vii)	Topvalue Brokers Private Limited	3.09	-
(viii)	Truewin Realty Private Limited	0.10	-
(ix)	Topvalue Real Estate Development Private Limited	1.60	-
(x)	Pune Football Club Limited	10.08	-

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
VIII	Expenses incurred on behalf reimbursed by		
a	Enterprises where Key Management Personnel /their relatives exercise significant influence		
(i)	Peninsula Land Limited ESOP Trust	30.70	27.29
IX	Interest income from		
a	Associate Companies		
(i)	Delta Hospitality Private Limited	131.85	229.97
(ii)	JM Realty Management Private Limited	-	115.20
b	Companies where Key Management Personnel / their relatives exercise significant influence		
	Rockfirst Real Estate Limited	7.16	-
X	Investments /Equity Share application		
a	Associate Companies		
(i)	JM Realty Management Private Limited	-	22.00
(ii)	SEW Electricals Private Limited	-	651.92
(iii)	Delta Hospitality Private Limited	(26.00)	-
(iv)	Topzone Mercantile Company Private Limited	-	1,353.30
XI	Remuneration to Key Management Personnel (Includes Commission)		
(i)	Ms. Urvi A. Piramal	831.84	505.01
(ii)	Mr. Rajeev A. Piramal	520.54	320.14
(iii)	Mr. Mahesh S. Gupta	566.69	366.83
(iv)	Mr. Rajesh Jaggi	450.40	300.00
XII	ESOP granted to Key Managerial Personnel		
(i)	Mr. Rajesh Jaggi	-	525.00
XIII	Dividend Paid to		
a	Key Management Personnel		
(i)	Ms. Urvi A. Piramal	227.83	202.51
(ii)	Mr. Rajeev A. Piramal	21.07	18.73
(iii)	Mr. Mahesh S. Gupta	0.00	0.00
(iv)	Mr. Rajesh Jaggi	0.59	1.00
b	Relatives of Key Management Personnel		
(i)	Mr. Harshvardhan A. Piramal	15.21	13.52
(ii)	Mr. Nandan A. Piramal	22.82	20.29
(iii)	Mr. Jaydev Mody	0.25	0.22
(iv)	Ms. Sunita M. Gupta	7.88	7.00
(v)	Ms. Kalpana Singhanian	0.27	0.24



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
XIV Outstanding balances as at March 31, 2010		
1 Payable by Company to		
A For Services received		
a Companies where Key Management Personnel / their relatives exercise significant influence		
(i) Freedom Registry Limited	1.14	-
(ii) Delta Corp Limited	-	163.44
2 Receivable by Company		
A Loans		
a Associate Companies		
(i) JM Realty Management Private Limited	778.79	778.79
(ii) Delta Hospitality Private Limited	-	3,901.40
b Companies where Key Management Personnel / their relatives exercise significant influence		
(i) Rockfirst Real Estate Limited	426.44	-
B Reimbursement of Expenses		
a Associate Companies		
(i) Topzone Mercantile Company Private Limited	-	0.39
b Companies where Key Management Personnel / their relatives exercise significant influence		
(i) Ashok Piramal Management Corporation Limited	3.02	0.02
(ii) Morarjee Textiles Limited	3.00	-
(iii) RR Mega City Builders Private Limited	3.15	3.06
(iv) Onestar Mercantile Company Private Limited	-	0.13
(v) Thundercloud Technologies (India) Private Limited	0.36	0.15
(vi) Peninsula Mega-City Development Private. Limited	2.35	2.35
(vii) Peninsula SA Realty Private. Limited	3.59	3.55
(viii) Peninsula Townships Development Private Limited	2.39	2.37
(ix) Rockfirst Real Estate Limited	-	0.71
(x) Delta Corp Limited	0.45	1.00
(xi) Ashok Piramal Mega-City Development Private Limited	0.10	0.02
(xii) Ashok Piramal Mega Properties Private Limited	0.08	0.02
(xiii) Ashok Piramal Township Development Private Limited	0.10	0.02
(xiv) Jammin Recreation Private Limited	0.01	0.01
(xv) Peninsula Real Estate Management Private Limited	0.09	0.03
(xvi) Peninsula Real Estate Services Private Limited	0.10	0.03
(xvii) Pune Football Club Limited	1.12	6.83
(xviii) Truewin Realty Private Limited.	-	0.10
(xix) Topvalue Real Estate Development Private Limited	-	0.10
(xx) Goldlife Mercantile Company Private Limited	5.51	5.56

		2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
C	Sales/Services		
a	Companies where Key Management Personnel / their relatives exercise significant influence		
	(i) Morarjee Textiles Limited	46.18	288.61
	(ii) Delta Corp Limited	100.83	204.36
D	Advance against services / supplies		
a	Associate Companies		
	(i) SEW Electricals Private Limited	106.13	372.66
XV	Resources / Premises sharing with related parties		
	Transactions involving resource / premise sharing with undermentioned related parties which are for non monetary consideration		
a	Controlling Companies		
	(i) Topstar Mercantile Private Limited	-	-
b	Associate Companies		
	(i) L & T Crossroads Private Limited	-	-
c	Companies where Key Management Personnel exercise significant influence		
	(i) Ashok Piramal Management Corporation Limited	-	-
	(ii) Onestar Mercantile Company Private Limited	-	-
	(iii) Thundercloud Technologies (India) Private Limited	-	-
	(iv) RR Mega City Builders Private Limited	-	-
	(v) Peninsula Mega-City Development Private Limited	-	-
	(vi) Peninsula SA Realty Private Limited	-	-
	(vii) Peninsula Townships Development Private Limited	-	-
	(viii) Rockfirst Real Estate Limited	-	-
	(ix) Ashok Piramal Mega-City Development Private Limited	-	-
	(x) Ashok Piramal Mega Properties Private Limited	-	-
	(xi) Ashok Piramal Township Development Private Limited	-	-
	(xii) Goldlife Mercantile Company Private Limited	-	-
	(xiii) Jammin Recreation Private Limited	-	-
	(xiv) Peninsula Real Estate Management Private Limited	-	-
	(xv) Peninsula Real Estate Services Private Limited	-	-
	(xvi) Pune Football Club Limited	-	-
	(xvii) Topvalue Brokers Private Limited	-	-
	(xviii) Truewin Realty Private Limited	-	-
	(xix) Topvalue Real Estate Development Private Limited	-	-



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

19 Leases

a Assets taken on Operating Lease

Future minimum lease payments under non - cancellable operating lease are as under:

	As At 31.03.2010 (Rs.In Lakhs)	As At 31.03.2009 (Rs.In Lakhs)
Not later than one year	96.88	230.90
Later than one year and not later than five years	126.52	62.05
Later than five years	-	-
Total	223.40	292.95

Total lease rental cost recognized in the financial statement is Rs. 219.76 Lakhs [Previous Year Rs. 236.85 Lakhs]. This rental cost is inclusive of service tax.

b Assets given on Operating Lease

Future minimum lease income under operating lease are as under:

	As At 31.03.2010 (Rs.In Lakhs)	As At 31.03.2009 (Rs.In Lakhs)
Not later than one year	1,496.29	1,579.87
Later than one year and not later than five years	267.77	195.85
Later than five years	-	-
Total	1,764.06	1,775.72

Total lease rental income recognized in the financial statement is Rs. 1,612.74 Lakhs [Previous Year Rs. 1,561.54 Lakhs].

20 Major components of deferred tax assets and liabilities are:

	As at 31.03.2010 (Rs.in Lakhs)	As at 31.03.2009 (Rs.in Lakhs)
Opening Deferred Tax liability	1,923.89	1,555.80
Add: Difference between book WDV and WDV as per Income Tax Act 1961	11.69	182.06
Add: Short Term & Long Term Capital Loss Set Off	-	551.74
Less: VRS unamortised	1,114.70	673.70
Less: Deferred tax asset as per Section 43B	33.36	90.40
Add: Business Loss	43.76	(398.39)
Closing Deferred tax liability	831.28	1,923.89

21 Earnings Per Share (EPS)

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extra - ordinary /exceptional items. The number of shares in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair price (ie the average market value of outstanding shares). Statement showing the computation of EPS is as under:

	2009-10 (Rs. in Lakhs)	2008-09 (Rs. in Lakhs)
a Profit after tax	24,953.35	14,710.10
Less: Preference Share Dividend and Dividend Distribution tax thereon	0.01	0.01
	24,953.34	14,710.09
b Extraordinary Items	(4,568.23)	(1,600.77)
c Weighted Average Number of Shares		
Basic	279,201,220	279,201,220
Diluted	279,310,334	279,201,220
d Basic EPS (Rs.) (After Extraordinary & Prior Period Items)	8.88	5.27
e Basic EPS (Rs.) (Before Extraordinary & Prior Period Items)	10.52	5.85
f Diluted EPS (Rs.) (After Extraordinary & Prior Period Items)	8.88	5.27
g Diluted EPS (Rs.) (Before Extraordinary & Prior Period Items)	10.51	5.85
h Face value of share in Rs.	2	2

22 The Micro, Small and Medium Enterprises Development Act, 2006

The Company has sent letters to suppliers to confirm whether they are covered under Micro, Small and Medium Enterprises Development Act, 2006 as well as they have file required memorandum with the prescribed authorities. Out of the letters sent to the parties, some confirmations have been received till the date of finalisation of Balance Sheet.

	As at 31.03.2010 (Rs.In Lakhs)	As at 31.03.2009 (Rs.In Lakhs)
The principal amount remaining unpaid at the end of the year	3.77	-
The interest amount remaining unpaid at the end of the year	0.03	-
The balance of MSMED parties as at 31/03/2010	3.80	-



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

23 The details of cost of Realty Sales and Work in Progress (Realty Stock) are as under:

Particulars	As At 31.03.2010 (Rs. In Lakhs)	As At 31.03.2009 (Rs. In Lakhs)
Opening Work in Progress	58,731.18	54,684.35
Add: Expenses during the year		
Material Costs	10,643.63	7,198.20
Other Development Expenses	12,321.92	18,195.27
Interest Expense	3,732.38	6,187.87
Statutory Fees	1,813.89	4,125.13
Allocated Expenses	2,804.68	2,451.64
Audit Fees	-	-
Total Project Expense for the year	31,316.50	38,158.11
	90,047.68	92,842.46
Less: Transferred to Closing Stock	(55,712.49)	(58,731.18)
Cost of Realty Sales (Revenue Recognised)	34,335.19	34,111.28

24 Value of Direct Imports calculated on C.I.F.basis

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
Raw Materials	21.17	153.05
Capital Goods	98.68	-

25 Expenditure in Foreign Currency

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
Consultancy & Professional Fees	94.11	178.12
Others	48.48	28.27

26 Dividend to NRI/ OCB

	2009-10 (Rs.In Lakhs)	2008-09 (Rs.In Lakhs)
Dividend	7.63	6.59
Number of Shareholders	407	415
Total number of Shares	847,994	823,158

27 Details of Subsidiary, Associate

a Subsidiaries	Country of Incorporation	% of Voting power as on 31.03.2010
Peninsula Holdings and Investments Private Limited	India	100%
Renato Finance & Investments Private Limited	India	100%
Peninsula Mega Properties Private Limited	India	74%
Champs Elysee Enterprises Private Limited	India	100%
Step Down Subsidiaries		
City Parks Private Limited	India	100%
Inox Mercantile Company Private Limited	India	100%
Peninsula Facility Management Services Limited	India	100%
Peninsula Investment Management Company Limited	India	75%
Peninsula Mega Township Developers Private Limited	India	100%
Peninsula Pharma Research Centre Private Limited	India	100%
Peninsula Trustee Limited	India	70%
Planetview Mercantile Company Private Limited	India	100%
RR Mega Property Developers Private Limited	India	100%
RR Real Estate Development Private Limited	India	100%
Takenow Property Developers Private Limited	India	100%
Rishiraj Enterprises Limited	India	100%
b Associates		
JM Realty Management Private Limited.	India	25%
L & T Crossroads Private Limited	India	50%
SEW Electricals Private Limited.	India	26%

28 Schedule of Investment in Associates

(Rs. in Lakhs)					
Name of Associate	Original Cost of Investment	Goodwill/ (Capital Reserve) included in the original cost of Investments	Dividend	Investors Share in accumulated Profits/ Losses	Carrying Value
JM Realty Management Private Limited (Principal Activity - Real Estate.) Ownership Interest & Voting power - 25%	0.25	0.02	-	-	0.23
L & T Crossroads Private Limited (Principal Activity - Real Estate.) Ownership Interest & Voting power - 50%	1,200.00	390.70	-	556.61	1,365.91
SEW Electricals Private Limited (Principal Activity - Electrical Contracts.) Ownership Interest & Voting power - 26%	653.57	453.20	17.34	633.09	816.12
	1,853.82	843.92	17.34	1,189.70	2,182.26

Investments in associates include goodwill of Rs. 843.92 Lakhs (Previous Year Rs. 2,198.29 Lakhs) in respect of associate companies.



SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

29 Segment Information

In accordance with AS-17, Segment Revenue, Segment results and other information are as under:

(Rs. in Lakhs)

Particulars	Realty		Other Income		Unallocable		Elimination		TOTAL	
	2009-10	2008-09	2009-10	2008-09	2009-10	2008-09	2009-10	2008-09	2009-10	2008-09
Segment Revenue										
External Turnover	76,231.25	54,362.44	1,630.43	2,200.57	-	-	-	-	77,861.68	56,563.01
Inter Segment Turnover			100.64	82.07	-	-	(100.64)	(82.07)	-	0.00
Gross Turnover	76,231.25	54,362.44	1,731.08	2,282.65	-	-	(100.64)	(82.07)	77,861.68	56,563.02
Net Turnover	76,231.25	54,362.44	1,731.08	2,282.65	-	-	(100.64)	(82.07)	77,861.68	56,563.02
			(23.30)							
Segment Result Before Interest and Taxes	34,379.91	15,340.44	77.34	(119.17)	(1,762.47)	(838.10)	-	-	32,694.78	14,383.17
Interest Expense	-	-	-	-	6,274.85	2,164.10	-	-	6,274.85	2,164.10
Interest Income	-	-	-	-	6,634.54	6,438.65	-	-	6,634.54	6,438.65
Dividend income	-	-	-	-	639.00	501.98	(15.00)	(2.49)	624.00	499.49
Other Income	-	-	-	-	203.41	403.10	(2.30)	-	201.11	403.10
Profit before tax	34,379.91	15,340.44	77.34	(119.17)	(560.37)	4,341.54	(17.30)	(2.49)	33,879.58	19,560.31
Current tax	-	-	-	-	6,232.04	2,806.87	-	-	6,232.04	2,806.87
Deferred tax	-	-	-	-	(1,092.61)	368.10	-	-	(1,092.61)	368.10
FBT	-	-	-	-	-	60.95	-	-	-	60.95
Profit after tax before extraordinary items	34,379.91	15,340.44	77.34	(119.17)	(5,699.80)	1,166.57	(17.30)	(2.49)	28,740.15	16,324.39
Extraordinary Expenses	-	-	-	-	(4,575.69)	(1,600.77)	-	-	(4,575.69)	(1,600.77)
Reversal of Excess Tax Provision of Earlier Year's					638.69				638.69	
Profit after tax after extraordinary items	34,379.91	15,340.44	77.34	(119.17)	(9,636.80)	(434.20)	(17.30)	(2.49)	24,803.15	14,723.62
Add : Share of Associates					170.95	(3.07)			170.95	(3.07)
Less : Minority Interest					(20.75)	(10.40)			(20.75)	(10.40)
Profit after tax					(9,486.60)	(447.67)			24,953.35	14,710.15
Other Information										
Segment Assets	160,033.00	109,188.69	821.97	562.87	28,790.16	40,082.32	-	-	189,645.13	149,833.88
Segment Liabilities	55,831.96	42,888.77	143.63	4.08	7,001.07	3,839.32	-	-	62,976.66	46,732.17
Capital Expenditure	689.84	2,441.21	-	446.48	371.59	-	-	-	1,061.43	2,887.69
Depreciation/ amortization	397.86	382.53	18.27	17.76	0.84	-	-	-	416.97	400.29
Non cash expenses other than Depreciation	-	-	-	-	-	-	-	-	4,575.69	-

30 Uses / Application of funds raised through QIP issue

The Company had raised Rs. 52,500 Lakhs through Private Placements to Qualified Institutional Investors during financial year 2007-08 which was deployed as follows :-

		(Rs. in Lakhs)
Receipt of QIP proceeds during 2007-08		52,500.00
Utilisation in 2008-09		
QIP Expenses	2,323.00	
Land & Property Acquisition	11,394.00	
Repayment of Loans	36,826.00	50,543.00
Balance as on 31.03.2009		1,957.00
Utilisation in 2009-10		
Land & Property Acquisition	200.00	
Repayment of Loans	1,757.00	1,957.00
Balance as on 31.03.2010		-

31 Previous year figures have been regrouped / reclassified wherever necessary to conform to current year's classification.

Signatures to Schedules 1 to 14

For and on behalf of Board of Directors

Urvi A. Piramal
Rajeev A. Piramal
Mahesh S. Gupta
Rajesh S. Jaggi

Chairperson
Executive Vice Chairman
Group Managing Director
Managing Director

Bharat Sanghavi
K. Nath

Chief Financial Officer
Company Secretary

Directors

Jaydev Mody
Amitabha Ghosh
Bhavna Doshi
C. M. Hattangdi
D. M. Popat
Sudhinder Khanna

Mumbai: 27th April, 2010



CONSOLIDATED CASH FLOW STATEMENT

	Year Ended 31 st March, 2010		Year Ended 31 st March, 2009	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) Before Tax and Extra Ordinary Items		33,879.59		19,560.26
Adjustments for:				
Add: Depreciation	416.96		400.29	
Interest Received/Paid (Net) (Excl. Interest on ITax Refund)	(85.11)		(4,274.54)	
Loss/(Profit) on Sale of Fixed Assets	79.97		(379.39)	
Impairment/ Amortisation of Goodwill	475.00		-	
Fixed assets/Sundry Balance Written off	166.63		43.48	
Preliminary Expenses	0.55		0.04	
	1,054.00		(4,210.12)	
Less: Dividend Income	624.71		499.49	
Less: Prior Period Expenses	7.46	421.83		(4,709.61)
Operating Profit Before Working Capital Changes		34,301.42		14,850.65
Less: (Increase) / Decrease in Trade and Other Receivables	(5,085.12)		(15,478.68)	
(Increase) / Decrease in Inventories	4,224.57		2,141.04	
(Increase) / Decrease in Loans and Advances	11,243.17		4,165.04	
Increase / (Decrease) in Trade Payables	1,956.86	12,339.48	(6,316.72)	(15,489.32)
Cash Generated from Operations		46,640.90		(638.67)
Less : Direct Tax Paid	(2,365.02)		(3,611.95)	
		(2,365.02)		(3,611.95)
Net Cash flow From Operating Activities (A)		4,4275.88		(4,250.62)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(344.59)		(3,092.61)	
Sale of Fixed Assets	821.26		482.57	
Purchase of Associates	(0.53)		(2,459.19)	
Sale of Investments in Associates	5,513.85		-	
Sale of Other Investments	15.79		-	
Application Money for 0% Optionally Convertible Debentures	(1,893.93)		-	
Share Application Money	(2,335.00)		-	
Purchase of Investments in Mutual Fund	(128.93)		(3,100.54)	
Sale of Investments in Mutual Fund	3,100.55		20,841.74	
Purchase of Investments -Others	(1,002.50)		(3,547.04)	
Loans & Advances	(3,466.10)		(3,535.75)	
Dividend Income	624.71		499.49	
Interest Received	5,668.35		5,830.09	
Net Cash flow From Investing Activities (B)		6,572.93		11,918.76

CONSOLIDATED CASH FLOW STATEMENT

	Year Ended 31 st March, 2010		Year Ended 31 st March, 2009	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
C. CASH FLOW FROM FINANCING ACTIVITIES				
Dividend Paid	(2,488.67)		(2,211.71)	
Dividend Tax Paid	(427.05)		(379.60)	
Interest paid	(10,077.46)		(7,758.27)	
Proceeds from Borrowings	40,242.13		21,232.00	
Repayment of Borrowings	(27,852.11)		(14,006.50)	
Net Cash flow from Financing Activities (C)		(603.16)		(3,124.08)
Net Increase in Cash and Cash Equivalents (A)+(B)+(C.)		50,245.65		4,544.06
Cash and Cash Equivalents at the beginning of the year		14,778.76		10,234.70
Cash On Hand	24.15		9.78	
With Scheduled banks - in Current accounts	3,972.70		2,532.21	
- in deposit accounts	60,951.32		12,184.68	
- unclaimed dividend accounts	76.24		52.09	
Cash and Cash Equivalents at the end of the year		65,024.41		14,778.76

This is the Cash Flow Statement referred to in our report of even date.

For and on behalf of Board of Directors

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Mumbai: 27th April, 2010

Urvi A. Piramal
Rajeev A. Piramal
Mahesh S. Gupta
Rajesh S. Jaggi

Bharat Sanghavi
K. Nath

Chairperson
Executive Vice Chairman
Group Managing Director
Managing Director

Chief Financial Officer
Company Secretary

Directors
Jaydev Mody
Amitabha Ghosh
Bhavna Doshi
C. M. Hattangdi
D. M. Popat
Sudhindar Khanna



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