

TWENTY SIXTH
ANNUAL REPORT 2016 - 17
(1st April 2016 to 31st March 2017)

of

LANDMARC
Leisure Corporation Limited

BOARD OF DIRECTORS

Mr. S. D. Sinha	- Chairman
Mr. K.R. Mahadevan	- Whole – Time Director
Ms. Vidhi Kasliwal	- Director
Mr. Rudra Narain Jha	- Director
Mr. Anand Palaye	- Director

(# Mr. K.R. Mahadevan & Mr. R.N. Jha were appointed on Board w.e.f 12th April,2016 and Mr. Anand Palaye is appointed on the Board w.e.f 14th November, 2016.)
Mr. Deepak Rajendra Nangalia - Chief Financial Officer (CFO)

BOARD COMMITTEES

Audit Committee	Stakeholders Relationship Committee
Mr. R.N.Jha - Chairman	Mr. R.N.Jha - Chairman
Ms. Anand Palaye - Member	Mr. Anand Palaye - Member
Mr. S. D. Sinha - Member	Ms. S. D. Sinha - Member
	Ms. Vidhi Kasliwal - Member
Nomination and Remuneration Committee	
Ms. Anand Palaye - Chairman	Mr. S. D. Sinha - Member
Mr. R.N.Jha - Member	Ms. Vidhi Kasliwal - Member

AUDITORS

M/S. S M M P & Associates*
Chartered Accountants
307 / Chartered House,
297/ 299. Dr. Cawasji Hormasji Street
Marine Lines, Mumbai – 400 002
(*Formerly known as
M/S. Shyam Malpani & Associates)

REGISTERED OFFICE

“Avadh” Avadesh Parisar,
Shree Ram Mills Premises Gate No.2,
G.K.Marg, Worli,
Mumbai – 400 018

SHARE TRANSFER AGENT:

Big Share Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai – 400059

PRACTICING COMPANY SECRETARY

Mr. Virendra Bhatt
(Rendering services in the professional
capacity and not an employee of the
company)

BANKERS

ICICI Bank Ltd.
IDBI Bank Ltd.
Oriental Bank of Commerce
Standard Chartered Bank

COMPANY SECRETARY

Kamlesh Sondigala
Company Secretary & Compliance Officer

TWENTY SIXTH ANNUAL GENERAL MEETING

On Tuesday, 26th September, 2017 at 10.00 a.m. , at Victoria Memorial School For The
Blind, Opp. Tardeo A/C Market, 73, Tardeo Road, Mumbai – 400 034.

CONTENTS	PAGE NUMBER
Notice	1
Director Report	8
Corporate Governance	30
Auditor Report	42
Balance Sheet	47
Profit and Loss Account	48
Cash Flow	49

Route Map



NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF LANDMARC LEISURE CORPORATION LIMITED WILL BE HELD ON TUESDAY, 26TH SEPTEMBER 2017 AT 10.00 A.M. AT VICTORIA MEMORIAL SCHOOL, OPP. TARDEO A.C. MARKET, TARDEO ROAD, MUMBAI – 400 034 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Vidhi Kasliwal (DIN: 00332144) who retires by rotation and being eligible, offer herself for reappointment.
3. To appoint M/s. S K H D & Associates, Chartered Accountants (Firm Registration Number – 105929W) as Statutory Auditors of the Company, and if thought fit, to pass, with or without modification(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactments thereof for the time being in force) and considering the recommendations of the Audit Committee and as approved by the Board of Directors of the Company, M/s. S K H D & Associates, Chartered Accountants (Firm Registration Number – 105929W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of Five consecutive years from the conclusion of this 26th Annual General Meeting (“AGM”) till the conclusion of 31st AGM of the Company, subject to ratification of the said appointment at every intervening AGM held after this AGM, at a remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed by the Auditor and the Audit Committee of the Board or such other officer of the Company as may be approved by the Board/Committee.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to file all necessary forms with the Registrar of Companies and to take all necessary steps and to do all such acts, deeds, matters and things which may be deemed necessary for giving effect to the above Resolution.”

SPECIAL BUSINESS:

4. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Anand Padmanabha Palaye (DIN: 07639932), who was appointed as an Additional Director (Non Executive, Independent Director) of the Company by the Board of Directors with effect from 14th November, 2016 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member, proposing the candidature of Mr. Anand Padmanabha Palaye for the office of Director, be and is hereby appointed as an ‘Independent Director’ of the Company for a period of Five years and the term shall not be subject to retirement by rotation.”

5. **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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors for borrowing(s) from time to time as they may think fit and suitable, any sum or sums of money not exceeding Rs.100 Crore (Rupees One Hundred Crore) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any manner whatsoever, on, over or in any respect of all or any of the Company’s assets or properties and effects or properties, whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid-up share capital of the Company and its free reserves.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

6. **To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if

LANDMARC LEISURE CORPORATION LTD

any, of the Companies Act, 2013 (the Act) and rules made thereunder including any modification or amendments or clarifications thereon, if any, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any modifications/amendments thereto as are made from time to time], the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary under any other applicable laws, approval of the members of the company be and is hereby accorded to the Board of Directors of the company and/or the Audit Committee as the case may be, to exercise the powers conferred by this Resolution to enter into a contract(s)/ arrangement(s)/ transaction(s) or agreements on such terms and conditions as may be mutually agreed upon with related parties as defined under the Act and Listing Regulations with respect to sale, purchase or supply of goods, materials, or services or investing in the projects of the Company or any other transactions with Related parties for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore) from the financial year 2017-2018 and onwards.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Audit Committee of the company, be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**By Order of the Board of Directors
For Landmarc Leisure Corporation Limited**

Sd/-

**S. D. Sinha
Chairman**

Place : Mumbai.

Date: August 02, 2017

NOTES:

- Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument appointing the Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the AGM. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.**
- An Explanatory Statement Pursuant to Section 102 of the Companies Act 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- Corporate members intending to send their authorized representative(s) to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the AGM.
- The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2017 to 26th September, 2017. (both days inclusive).
- Documents in respect of items referred to in the accompanying Notice, Explanatory Statement, Annual Report, Attendance Slips & Proxy Forms are available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. upto the date of the AGM on all working days (except Saturday, Sunday and Public Holidays). The Annual Report including the above said documents are also available on Company's website : www.lcl.co.in
- Members are requested to:-
 - Intimate changes, if any, in their registered address at the earliest.
 - Furnish PAN with Income Tax Ward/Range/District to the Company.
 - Quote ledger folio nos. in all the correspondence with the Company and the Transfer Agent. In case shares are held in dematerialized mode, please quote the DP ID No. and client ID in all the correspondence.
 - Send the queries, if any, at least 7 (Seven) days in advance of the meeting so that the information can be made available at the meeting.
- Members holding shares in Electronic (Demat) Form are advised to inform the particulars of their bank account, change of address and Email ID's to their respective Depository Participants only. The Company or its Registrar and Share Transfer Agents cannot act on request received directly from the members holding shares in Electronic Form for changes in any bank mandate or other particulars etc., and such instructions shall be given directly to the Depository Participants by the members.

8. Information as required to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with regards to the Directors seeking appointment and re-appointment at this AGM is given as an Annexure to this Notice.
9. Electronic copy of Annual Report for the financial year 2016-17 and Notice calling the 26th AGM of the Company inter alia indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form is also being sent to all Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of Annual Report for the financial year 2016-17 and Notice of the 26th AGM of the Company inter alia indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in and copies of the Annual Report at the AGM.
11. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
12. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:
Big Share Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai 400059, Tel No. +91 022 62638200, Fax No. +91 022 62638299
Email: info@bigshareonline.com
13. The Securities and Exchange Board of India ("SEBI") has mandated submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
14. a. In accordance to the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to its Members facility for voting through electronic means ("E-voting") on the resolutions proposed to be passed at the AGM. The Company has engaged Central Depository Services (India) Limited ("CDSL"), an agency authorized by the Ministry of Corporate Affairs for providing e-voting platform.
 - b. The Members may cast their votes through E-voting from a place other than the venue of the AGM ("Remote E-voting").
 - c. Voting through physical ballot paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by Remote E-voting shall be able to cast their vote by physical ballot paper at the Meeting.
 - d. The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.
15. Any person who becomes a Member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e. 19th September, 2017, may obtain the User ID and password for Remote E-voting by sending request at grievances@llcl.co.in.
16. Mr. Virendra G. Bhatt, Practising Company Secretary (Membership No. ACS: 1157) has been appointed as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.
17. The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 2 (two) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman.

The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company i.e. www.llcl.co.in and on the website of CDSL and shall also be communicated to BSE Limited.
18. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
20. Members desirous of obtaining any information as regards to Accounts are requested to write to the Company at least one week before the AGM so that the information required will be made available at the AGM.
21. The Company is concerned about the environment and utilizes natural resources in a sustainable way. To support "Green Initiative", the Members are requested to update their email address, with

LANDMARC LEISURE CORPORATION LTD

their concerned Depository Participant to enable us to send you necessary documents /communication via email. Members who hold shares in physical form are requested to register their e-mail address with Big Share Services Private Limited, Registrar and Share Transfer Agents.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders for voting electronically are as under:-

1. The voting period begins on Friday, September 22, 2017 at 9.00 a.m. and ends on Monday, September 25, 2017 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 19, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Log on to the e-voting website www.evotingindia.com
3. Click on Shareholders / Members
4. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajendra Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository field or company, please enter the number of shares held by you as on the cutoff date in the Dividend Bank details as mentioned in point 4.

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in electronic mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant "Landmarc Leisure Corporation Limited" on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the changed password then enter the User ID and the image

verification code and click on Forgot Password & enter the details as prompted by the system.

18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non-Individual shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be email to helpdesk.evoting@cdslindia.com.
 - After receiving the log-in details a compliance user should be created using the admin log-in and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case of members receiving the physical copy:
- (A) Please follow all steps from sl. no. (1) to sl. no. (16) above to cast vote.
- (B) The voting period begins on Monday, 27th June, 2016 at 9.30 a.m. and will end on Wednesday, 29th June, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Thursday, 23rd June, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company ("Board") have appointed Mr. Anand Padmanabha Palaye as an Additional Director of the Company on 14th November, 2016, who acts as an Independent Director of the Company. Pursuant to the provisions of the Section 161 of the Companies Act, 2013, read with Rules framed thereunder, Mr. Anand Padmanabha Palaye shall hold office only upto the date of this Annual General Meeting.

In Compliance with the provisions of Section 149 of the Companies Act, 2013, appointment of Mr. Anand Padmanabha Palaye as an Independent Director is now placed before the Shareholders for their approval. In terms of the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice from a Member of the Company, signifying her intention to propose the appointment of Mr. Anand Padmanabha Palaye, as an 'Independent Director' of the Company.

Mr. Anand Padmanabha Palaye completed his graduation in architecture from Rachana Sansad's Academy of Architecture, Mumbai in the year 1976. After working with some eminent architectural offices like Gregson Batley & King, S. H. Godbole, Ved Segan and Talati & Shroff etc. he started his own professional practice. He has experience in working on industrial and residential projects through the earlier stages of career and in the recent past has acquired substantial experience in planning and construction of high rise structures.

The Company has received a declaration from Mr. Anand Padmanabha Palaye to the effect that he is not disqualified from being appointed as Director in terms of provisions of Section 164 of the Companies Act, 2013. The aforesaid Director has also confirmed that he meet the criteria of Independent as prescribed under Section 149(6) of the Companies Act, 2013.

A copy of draft letter for appointment, setting out board terms and conditions relating to the appointment of Mr. Anand Padmanabha Palaye as an Independent Director shall be open for inspection at the registered office of the Company between 11.00 am and 1.00 pm upto the date of Annual General Meeting on all working days (except Saturday, Sunday and Public Holiday). Details concerning Mr. Anand Padmanabha Palaye seeking appointment at this Annual General Meeting, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are attached separately to this Notice.

In the opinion of the Board, Mr. Anand Padmanabha Palaye, proposed to be appointed at this Annual General Meeting, fulfils the conditions for appointment of an Independent Director as specified in the Companies Act, 2013 and Rules framed thereunder and is Independent of the management.

The Board recommends the Ordinary Resolution as set out at Item no. 4 of the Notice for approval by the members.

Except Mr. Anand Padmanabha Palaye, being appointee under the said Resolution, none of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any

LANDMARC LEISURE CORPORATION LTD

way concerned or interested in the Resolution set out under Item No. 4 of this Notice.

Item No.5

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may be in requirement of additional funds from time to time. For this purpose, the Company may need to raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit and suitable by the Management from time to time, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 100 Crore (Rupees One Hundred Crore).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves except with the consent of the members of the Company by way of special resolution in general meeting.

In order to facilitate securing the borrowing(s) made by the Company, it may require from time to time to create mortgage, charge or hypothecation, pledge or otherwise in any manner whatsoever, on, over or in any respect of all, or any of its assets or properties and effects or properties whether moveable or immoveable, including stock-in-trade etc.

The Board recommends the Special Resolution as set out at Item no. 5 of the Notice for approval by the members.

None of the Directors or the Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested in the Resolution set out under Item No. 5 of this Notice.

Item No.6

In light of provisions of Section 188(1) of the Companies Act, 2013 and rules made thereunder and Regulation 23 of SEBI (Listing Obligations and disclosure requirements), 2015, the Audit committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial year 2017-18 onwards.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided by the Board of Directors and Audit Committee of the Company appended below for the perusal of the members.

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 consider a related party transaction as material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company envisages that the transaction(s) entered into with Related parties whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during the financial year of the Company. The Company, therefore, requires the approval of the shareholders through a Ordinary resolution for entering into contract(s)/ arrangement(s)/ transaction(s) or agreements on such terms and conditions as may be mutually agreed upon with related parties as defined under the Act and Listing Regulations with respect to Sale, purchase or supply of goods, materials, or services or investing in the projects of the Company or any other transactions with Related parties for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only) in aggregate from the year 2017-18 and onwards. Aforesaid transactions/ contracts/ arrangements may be entered by the Company with related parties as listed in Explanatory Statements and/or any other party as defined under Companies Act, 2013 and Listing Regulations from time to time.

All related parties shall abstain from voting on these resolutions.

1	Name of Related Party	:	a) Mr. Shambhukumar Kasliwal b) Ms. Rajkumari Kasliwal c) Mr. Vikas Kasliwal Ms. Anuradha Kasliwal Mr. Arnav Kasliwal Mr. Dhruv Kasliwal Shree Ram Urban Infrastructure Limited Yashaswini Investment Company Pvt. Ltd KU Enterprises Pvt. Ltd Dhvani Terefabs Exports Pvt. Ltd AS Parivar
2	Name of Director or KMP who is related	:	Ms. Vidhi Kasliwal
3	Nature of relationship	:	Director

4	Nature of the transaction :	as specified above or covered under SEBI (LODR) Regulations, 2015
5	Maximum Expected Value (Rs.) Nature, duration of contract and particulars of the contract or arrangement :	Rs. 100 Crores 2017-2018 and Onwards
6	Any advance paid and received for the contract or arrangement if any :	As per agreement/MoU
7	The manner of determining the pricing and other commercial terms both included as part of the contract and not considered as part of the contract :	All proposed transactions would be carried out as part of the business requirements of the Company
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors :	All factors have been considered.
9	Any other information relevant or important for the Board to take a decision on the proposed transaction :	None

Members are hereby informed that pursuant to the second proviso of section 188(1) of the Companies Act, 2013 and as per the Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, no member of the company shall vote on such resolution to approve any contract or arrangement, if such member is a related party.

The Board recommends an Ordinary Resolution as set out at Item no. 6 of the Notice for approval by the members.

Except Ms. Vidhi Kasliwal, None of the Directors or the Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested in the Resolution set out under Item No. 6 of this Notice.

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of individuals proposed to be appointed / re-appointed as Directors:

Name of the Director	Ms. Vidhi Vikas Kasliwal	Mr. Anand Padmanabha Palaye
Director Identification Number	00332144	07639932
Date of Birth	07/09/1981	27/12/1953
Date of appointment	17/06/2005	14/11/2016
Qualifications	B.Com	Completed Graduation in Architect
Directorship held in other companies	Vidhi Holdings Private Limited	Nil

**By Order of the Board of Directors
For Landmarc Leisure Corporation Limited**

**Sd/-
S.D.Sinha
Chairman**

**Place: Mumbai.
Date: 02nd August, 2017**

LANDMARC LEISURE CORPORATION LTD

DIRECTORS' REPORT

To,
The Members of Landmarc Leisure Corporation Limited
Dear Shareholders,
Your Directors have pleasure in presenting their 26th Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March, 2017.

KEY FINANCIAL HIGHLIGHTS

(Rs. In Lakhs)

PARTICULARS	For the year ended 31.03.2017 (Audited)	For the year ended 31.03.2016 (Audited)
Total Income	112.22	88.21
Profit before Depreciation & Tax (PBDT)	(363.73)	(153.71)
Less : Depreciation	93.28	151.89
Profit / Loss before Tax	(457.01)	(305.60)
Less: Provision for Taxation /Current Taxation	00.00	00.00
Deferred Tax (Asset) / Liability	00.00	14.78
Profit After Tax	(457.01)	(290.82)
Prior Period Adjustment	00.00	00.00
Income Tax for earlier year's	00.00	00.00
Dividend and TDS Written Back	00.00	00.00
Profit / Loss brought forward :		
From previous year	(4,729.71)	(4,438.89)
Profit / Loss carried to Balance Sheet	(5,186.72)	(4,729.71)

BUSINESS OPERATIONS

During the financial year 2016-17, "Landmarc Films"(A Division of Landmarc Leisure Corporation Limited) has released a Marathi Feature Film - "Vazandar" on 11th November, 2016. Due to demonetization, the film could not get expected collection and which has affected financial position of the Company. The company has posted a total loss of Rs. 457.01 Lakhs for the financial year 2016-17. In order to mitigate the loss and to bring the Company at par with similar industries, the Management is working on new projects which will be disseminated to the Shareholders and to Bombay Stock Exchange as and when finalized.

CHANGES IN THE NATURE OF BUSINESS

There is no change in the nature of business of the Company during the year.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiaries, Joint Ventures or Associate Companies.

DIVIDEND

In view of the accumulated losses, the Directors express their inability to recommend any Dividend on Equity Shares and on Preference Shares for the year ended 31st March 2017.

SHARE CAPITAL

There was no change in share capital of the Company during the year under review.

TRANSFER TO RESERVE

During the year, the Company has not transferred any amount to reserves.

PUBLIC DEPOSITS

During the year, your Company has not accepted any deposit within the meaning of Sections 73 and other applicable provisions, if any, of the Companies Act, 2013 and the necessary rules made there under during the year ended 31st March, 2017.

BOARD MEETINGS

During the year, the Board met six times during the financial year 2016-17. The details of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this Annual Report.

COMMITTEES OF THE BOARD OF DIRECTORS

Details of Committees of Board of Directors along with their terms of reference, composition and meetings held during the year, are provided separately in the Corporate Governance Report, which forms part of this Annual Report.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return pursuant to Section 92 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 in the prescribed Form MGT-9 is hereby attached with this Report in "Annexure A" and is a part of this Report. The same is as on 31st March, 2017.

CORPORATE GOVERNANCE REPORT

A detailed report on Corporate Governance as approved by the Board of Directors of the Company along with the Auditor's Certificate as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the Annual Report. The Company is regularly complying with Corporate Governance practices and also uploading the information under Corporate Filing & Dissemination System (Corpfilling).

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, Mr. S.P. Banerjee (DIN : 00030895) and Mr. Samsher Garud (DIN : 02612589), Non Executive Independent Directors have resigned from the Board of Directors of the Company with effect from 12th April, 2016 and 16th November, 2016 respectively. The Board of Directors wish to place on record their appreciation for the contributions made by them during their tenure as a member of the Board of Directors of the Company.

Mr. K.R. Mahadevan (DIN : 07485859) and Mr. Rudra Narain Jha (DIN : 00033291) have been appointed as Additional Directors designated as Whole Time Director and Non Executive-Independent Director respectively for a period of three consecutive years w.e.f. 12th April, 2016 and were regularized at the 25th AGM held on 30th June, 2016.

Mr. Anand Palaye (DIN: 07639932) has been appointed as an Additional Director (Non Executive Independent Director) of the Company w.e.f. 14th November, 2016 for a period of five consecutive years. In terms of provisions of Section 161 of the Companies Act, 2013, Mr. Anand Palaye holds office only upto the date of forthcoming Annual General Meeting. Pursuant to the provisions of the Section 160 of the Companies Act, 2013, the Company has received individual notice from a Member proposing the candidature of Mr. Anand Palaye for the office of Director at the forthcoming Annual General Meeting.

As per the provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Vidhi Kasliwal, (DIN : 00332144) retires from the Board of Directors of the Company by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

The Notice convening forthcoming Annual General Meeting includes the proposal for appointment/ re-appointment of aforesaid Directors. A brief resume of the Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting and other details as required to be disclosed in terms of Regulation 36(3) of the SEBI Listing Regulations, forms part of the said Notice. None of the Directors are disqualified for appointment/re-appointment under Section 164 of the Companies Act, 2013. None of the Directors are related inter-se to each other.

During the year under review, Mr. Kapil Kotia resigned from the post of Chief Financial Officer of the Company w.e.f 7th May, 2016. The Board of Directors places on records his valuable contribution and guidance given to the Company during his tenure.

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Deepak Rajendra Nangalia as Chief Financial Officer of the Company w.e.f 7th May, 2016.

During the year under review, Ms. Sonia Kahlon resigned from the post of Company Secretary & Compliance Officer w.e.f 30th June, 2016. The Board of Directors places on records his valuable contribution and guidance given to the Company during her tenure.

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Kamlesh Sondigala as Company Secretary & Compliance Officer of the Company w.e.f 1st July, 2016.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received individual declaration from all the Independent Director(s) of the Company stating that they meet the criteria of independence as provided under Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement it is hereby confirmed that:

LANDMARC LEISURE CORPORATION LTD

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the 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 your Company as at 31st March, 2017 and of the loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts for the financial year ended 31st March, 2017 on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

AUDITORS

M/s. S M M P & Associates (Formerly known as M/s. Shyam Malpani & Associates), Chartered Accountants, the Statutory Auditors of the Company hold office until conclusion of the ensuing Annual General Meeting of the Company.

In terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, an audit firm can hold office as statutory auditor for two terms of five consecutive years i.e. for a maximum period of ten years. Further, as per the provisions of the Act, Company is required to comply with these provisions within three years from the commencement of the Act.

Since M/s. S M M P & Associates, Chartered Accountants are not eligible for re-appointment as Statutory Auditors of the Company as per Companies Act, 2013, the Board of Directors on recommendation of the Audit Committee, proposed the appointment of M/s. S K H D & Associates, Chartered Accountants, Mumbai (Firm Registration Number – 105929W) as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 26th Annual General Meeting of the Company scheduled to be held on 26th September, 2017, till the conclusion of 31st Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting.

The Company has also received certificate from M/s. S K H D & Associates, Chartered Accountants, to the effect that they are willing to be appointed as Statutory Auditor of the Company and their appointment, if made, shall be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013.

A resolution seeking their appointment forms part of the Notice convening the 26th Annual General Meeting and the same is recommended for your consideration and approval.

SECRETARIAL AUDITOR:

The Company has appointed M/s. Virendra Bhatt, Practicing Company Secretary to conduct Secretarial Audit of the Company for the financial year 2016-17 in terms of provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report is annexed to this Report as "Annexure B".

AUDITOR'S QUALIFICATION

The company has given the deposit of Rs. 1500 Lacs to SRUIL as part of an agreement whereby the company will run a wellness centre in the upcoming project of SRUIL which will finally lead to favorable financial benefits for the company. Moreover, the value of the property has escalated which will be further beneficial to the company.

The company feels that the satellite rights in respect of the feature films being intangible asset will bring revenue in future and will thus be able to meet the expenses incurred on its marketing.

MANAGEMENT RESPONSE ON QUALIFICATION

The Management's Response to the qualifications as in Auditor's Report is already given in Note Nos. 32 & 33 which are self explanatory.

RELATED PARTY TRANSACTIONS

During the year under review, there were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013. There were no materially significant related

party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with interest of the Company at large. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on the website of the Company - www.lilcl.co.in.

The details of the related party transactions as per Accounting Standard 18 are set out in Note No.44 under Notes to the Financial Statements forming part of this report.

RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Your Company's internal control systems are commensurate with the nature of its business, size and complexity of its operations. These are routinely tested by Statutory Auditors as well as Internal Auditors. Significant audit observations and follow up actions thereon, if any, are reported to the Audit Committee.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, EXPENDITURE ON RESEARCH AND DEVELOPMENT & FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Consumption of Energy	:	Not Applicable
b) Technology Absorption, Research & Development (R&D)		
(i) Technology imported and absorbed	:	NIL (Previous year Nil)
(ii) Expenditure on R&D	:	NIL (Previous year Nil)
c) Foreign exchange earnings and outgo		
(i) Foreign exchange earnings	:	Rs.2.78 Lakhs (Previous year Nil)
(ii) Foreign exchange outgo	:	Rs.1.68 Lakhs (Previous year Nil)

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has established a vigil mechanism to provide a framework to promote responsible and secure whistle blowing and to provide a channel to the employee(s), Directors and other stakeholders to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct or policy/ies of the Company, as adopted/framed from time to time. The details of said vigil mechanism are given in Corporate Governance Report, which forms part of this Annual Report. The Whistle Blower Policy has been uploaded on the Company's website i.e. www.lilcl.co.in.

CORPORATE SOCIAL RESPONSIBILITY

Your Company understands and values Corporate Social Responsibility (CSR) initiatives of the Government and has also noted the requirements of CSR activities in terms of Companies Act, 2013. The requirement of mandatory implementation of CSR activity is not applicable to your company due to inadequacy of profits in past three financial years.

NOMINATION AND REMUNERATION POLICY

In terms of requirements prescribed under Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Policy inter-alia providing the terms for appointment and payment of remuneration to Directors and Key Managerial Personnel is annexed to this Report as "Annexure C".

PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided under "Annexure D", which is annexed to this Report. During the year under review, none of the employees of the Company were in receipt of monthly or yearly remuneration in excess of the limits specified under the Companies Act, 2013 and Rule 5(2) & Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MANAGEMENT DISCUSSION AND ANALYSIS

The Company has made its mark in producing Marathi and documentary films which have been well received by the general public. Its Second Marathi film "Vazandar" released in 2016-17. The company has also won awards for its documentary film. It also has plans to make feature films in Hindi and other regional languages.

INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weaknesses were

LANDMARC LEISURE CORPORATION LTD

observed.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the Company.

BOARD EVALUATION

The Board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

The Nomination and Remuneration Committee has also reviewed the performance of the individual directors based on their knowledge, level of preparation and effective participation in Meetings, understanding of their roles as directors, etc.

The details of programme for familiarisation of Independent Directors with the Company, industry in which it operates, their roles, rights, responsibilities is made available on the website of the Company - www.llcl.co.in

GENERAL

- 1) The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.
- 2) The Whole Time Director has not received any commission from the Company.
- 3) There have been no significant/material orders passed by the regulators/courts/tribunals during the year under review which would impact the going concern status of your Company and its future operations.
- 4) During the year under review, there were no reported instances of cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

We take this opportunity to express our deep sense of gratitude to Securities and Exchange Board of India (SEBI), BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL), M/s. S M M P & Associates (Statutory Auditors), M/s. N. J. Panchal & Co. (Internal Auditors), our Clients, Bankers and other Government Agencies for their continued support.

Your Directors would like to thank and place on record their appreciation for the support and co-operation provided to your Company by its Shareholders, their employees, regulatory authorities, Auditors and its bankers.

**By Order of the Board of Directors
For Landmarc Leisure Corporation Limited**

Sd/-

S. D. Sinha
Chairman

Date : 02nd August, 2017
Place : Mumbai

“ANNEXURE – A”**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**

As on the Financial Year ended on 31st March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L65990MH1991PLC060535
ii)	Registration Date	27/02/1991
iii)	Name of the Company	Landmarc Leisure Corporation Limited
iv)	Category Sub-Category of the Company	Public Company Limited by Shares Indian Non-Government Company
v)	Address of the Registered office & contact details	Avadh Avadhesh Parisar, Shree Ram Mills Premises, G.K. Marg, Worli, Mumbai – 400018 Maharashtra. Tel: 022-61404900, Fax: 022-24928617 Email ID: grievances@llcl.co.in
vi)	Whether listed company	Yes
vii)	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri East, Mumbai 400059, Maharashtra. Tel: 022 62638200 Fax : 022 62638299 Email ID:info@bigshhareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Broadcasting and Showing of Orignal Films,Sound, Recoding, Radio and Television Program	591	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shareheld	Applicable Section
	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]			No. of Shares held at the end of the year [As on 31-March-2017]			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters							
(1) Indian							
a) Individual/ HUF	27,599,966	0	27,599,966	27,599,966	0	27,599,966	3.45%
b) Central Govt	0	0	0	0	0	0	0.00%
c) State Govt(s)	0	0	0	0	0	0	0.00%
d) Bodies Corp.	572,312,612	0	572,312,612	572,312,612	0	572,312,612	71.54%
e) Banks / FI	0	0	0	0	0	0	0.00%
f) Any other	0	0	0	0	0	0	0.00%
Sub Total (A) (1)	599,912,578	0	599,912,578	599,912,578	0	599,912,578	74.99%
(2) Foreign							
a) NRI Individuals	0	0	0	0	0	0	0.00%
b) Other Individuals	0	0	0	0	0	0	0.00%
c) Bodies Corp.	0	0	0	0	0	0	0.00%
d) Any other	0	0	0	0	0	0	0.00%
Sub Total (A) (2)	0	0	0	0	0	0	0.00%
TOTAL (A) (1+2)	599,912,578	0	599,912,578	599,912,578	0	599,912,578	74.99%
B. Public Shareholding							
1. Institutions							
a) Mutual Funds	0	0	0	0	0	0	0.00%
b) Banks / FI	0	0	0	0	0	0	0.00%
c) Central Govt	0	0	0	0	0	0	0.00%
d) State Govt(s)	0	0	0	0	0	0	0.00%
e) Venture Capital Funds	0	0	0	0	0	0	0.00%
f) Insurance Companies	0	0	0	0	0	0	0.00%
g) FIs	0	0	0	0	0	0	0.00%
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0.00%
i) Others (specify)	0	0	0	0	0	0	0.00%
Sub-total (B)(1):-	0	0	0	0	0	0	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	126547098	137000	126684098	15.84	123137103	137000	123274103	15.41	(0.43)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	45614039	371800	45985839	5.75	44738705	372300	45111005	5.64	(0.11)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	23228281	0	23228281	2.90	28044461	0	28044461	3.51	0.60
c) NBFCs registered with RBI	2400	0	2400	0.00	2400	0	2400	0.00	0.00
d) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians	4065626	0	4065626	0.51	3532439	0	3532439	0.44	(0.07)
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	91178	0	91178	0.01	93014	0	93014	0.01	0.00
Trusts	10000	0	10000	0.00	10000	0	10000	0.00	0.00
Directors Relative	20000	0	20000	0.00	20000	0	20000	0.00	0.00
Sub-total (B)(2):-	199578622	508800	200087422	25.01	199578122	509300	200087422	25.01	0.00
Total Public (B)	199578622	508800	200087422	25.01	199578122	509300	200087422	25.01	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	799491200	508800	800000000	100	799490700	509300	800000000	100	0.00

LANDMARC LEISURE CORPORATION LTD

(ii) Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding as on beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	ANURADHA V. KASLIWAL	21599966	2.70	0.00	21599966	2.70	0.00	0.00
2	VIKAS S KASLIWAL	6000000	0.75	0.00	6000000	0.75	0.00	0.00
3	VIDHI HOLDINGS PVT LTD	299320466	37.42	0.0000	299320466	37.42	0.00	0.00
4	YASHASWINI INVESTMENTS COMPANY PRIVATE LIMITED	94451400	11.81	0.0000	94451400	11.81	0.00	0.00
5	AKHILESH INVESTFIN PRIVATE LIMITED	96488263	12.06	0.0000	96488263	12.06	0.00	0.00
6	HANUMESH INVESTMENTS PRIVATE LIMITED	82052483	10.26	0.0000	82052483	10.26	0.00	0.00
	Total	599912578	74.99	0.00	599912578	74.99	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change) No Change in Promoters' Shareholding during the year

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Names	Shareholding at the beginning of the year (As on 31.03.2016)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	Meritorious Financial Services Pvt Ltd				
	At the beginning of the year	56899517	7.11	56899517	7.11
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	0	0	0	0
	At the end of the year			56899517	7.11
2	Ethic Financial Services Pvt Ltd				
	At the beginning of the year	56899517	7.11	56899517	7.11
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease			0	000
	At the end of the year			56899517	7.11
3	Vidyut Investments Limited				
	At the beginning of the year	5848985	0.73	5848985	0.73
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	0	0	0	0
	At the end of the year			5848985	0.73
4	Aryaman Capital Markets Limited				
	At the beginning of the year	5000000	0.63	5000000	0.63
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	10000 (Purchase of Shares on 13.05.2016)	0.00	5010000	0.63
		1000 (Purchase of Shares on 20.05.2016)	0.00	5011000	0.63
		4988 (Purchase of Shares on 27.05.2016)	0.00	5015988	0.63

Sl. No.	Shareholder's Names	Shareholding at the beginning of the year (As on 31.03.2016)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		11949 (Purchase of Shares on 03.06.2016)	0.00	5027937	0.63
		47190 (Purchase of Shares on 10.06.2016)	0.00	5075127	0.63
		84933 (Purchase of Shares on 17.06.2016)	0.02	5160060	0.65
		5800 (Purchase of Shares on 23.06.2016)	0.00	5165860	0.65
		5214 (Purchase of Shares on 24.06.2016)	0.00	5171074	0.65
		4352 (Purchase of Shares on 30.06.2016)	0.00	5175426	0.65
		7000 (Purchase of Shares on 08.07.2016)	0.00	5182426	0.65
		44867 (Purchase of Shares on 15.07.2016)	0.00	5227293	0.65
		36868 (Purchase of Shares on 22.07.2016)	0.01	5264161	0.66
		71896 (Purchase of Shares on 29.07.2016)	0.01	5336057	0.67
		28669 (Purchase of Shares on 05.08.2016)	0.00	5364726	0.67
		16006 (Purchase of Shares on 12.08.2016)	0.00	5380732	0.67
		41733 (Purchase of Shares on 19.08.2016)	0.01	5422465	0.68
		36120 (Purchase of Shares on 26.08.2016)	0.00	5458585	0.68

LANDMARC LEISURE CORPORATION LTD

Sl. No.	Shareholder's Names	Shareholding at the beginning of the year (As on 31.03.2016)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		21676 (Purchase of Shares on 02.09.2016)	0.01	5480261	0.69
		9144 (Purchase of Shares on 09.09.2016)	0.00	5489405	0.69
		361519 (Purchase of Shares on 16.09.2016)	0.04	5850924	0.73
		170865 (Purchase of Shares on 23.09.2016)	0.02	6021789	0.75
		81010 (Purchase of Shares on 30.09.2016)	0.01	6102799	0.76
		13705 (Purchase of Shares on 07.10.2016)	0.00	6116504	0.76
		4900 (Purchase of Shares on 14.10.2016)	0.01	6121404	0.77
		5399 (Purchase of Shares on 21.10.2016)	0.00	6126803	0.77
		1200 (Purchase of Shares on 28.10.2016)	0.00	6128003	0.77
		(5473) (Sale of Shares on 04.11.2016)	0.00	6122530	0.77
		(3852) (Sale of Shares on 11.11.2016)	(0.01)	6118678	0.76
		4914 (Purchase of Shares on 18.11.2016)	0.00	6123592	0.77
		(4241) (Sale of Shares on 25.11.2016)	(0.01)	6119351	0.76
		(7335) (Sale of Shares on 02.12.2016)	0.00	6112016	0.76
		5000 (Purchase of Shares on 09.12.2016)	0.00	6117016	0.76

Sl. No.	Shareholder's Names	Shareholding at the beginning of the year (As on 31.03.2016)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		(6117016) (Sale of Shares on 16.12..2016)	(0.76)	0	0.00
	At the end of the year			0	0.00
5	Anilkumar Aggarwal				
	At the beginning of the year	4845000	0.61	4845000	0.61
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	0	0	0	0
	At the end of the year			4845000	0.61
6	Meloni Shripal Shah				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	4860000 (Purchase of Shares on 16.12..2016)	0.61	4860000	0.61
		(810000) (Sale of Shares on 31.03..2017)	(0.10)	4050000	0.51
	At the end of the year			4050000	0.51
7	Paulomi Dhawan				
	At the beginning of the year	3500000	0.44	3500000	0.44
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	0	0	0	0
	At the end of the year			3500000	0.44
8	K S Udhayashankar				
	At the beginning of the year	1894000	0.24	1894000	0.24
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	0	0	0	0
	At the end of the year			1894000	0.24
9	Overskud Multi Asset Management Private Limited				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	1800000 (Purchase of Shares on 31.03..2017)	0.23	1800000	0.23
	At the end of the year			1800000	0.23
10	Ashwin Mohanalal Desai				
	At the beginning of the year	1050000	0.13	1050000	0.13
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	0	0	0	0
	At the end of the year			1050000	0.13

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholder's Names	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Shakti Pada Banerjee*				
	At the beginning of the year	20000	0.00	20000	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	0	0	0	0
	At the end of the year			20000	0.00

* Mr. Shakti Pada Banerjee resigned from the Directorship with effect from 12th April, 2016

LANDMARC LEISURE CORPORATION LTD

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	22225819	0	22225819
ii) Interest due but not paid	0	549911	0	549911
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	22775730	0	22775730
Change in Indebtedness during the financial year				
* Addition	0	28653097	0	28653097
* Interest	0	0	0	0
* Reduction	0	0	0	0
* Interest	0	549911	0	549911
Net Change	0	28103186	0	28103186
Indebtedness at the end of the financial year				
i) Principal Amount	0	50878916	0	50878916
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	50878916	0	50878916

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/ WTD/ Manager
	Name	"Mr. K.R. Mahadevan"
	Designation	Whole Time Director
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	600000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	72000
2	Stock Option	0
3	Sweat Equity	0
4	Commission - as % of profit - others, specify	0
5	Others, please specify	0
	Total (A)	672000
	Ceiling as per the Act	"The remuneration paid to Whole Time Directors are within the ceiling prescribed under Companies Act, 2013"

B. Remuneration to other Directors

Independent Directors					
	Name of Directors	Fee for attending Board/committee Meeting	Commission	Others	Total Amount
1	Mr. S.P. Banerjee*	500	0	0	500
	Mr. Samsheer Garud**	2500	0	0	2500
	Mr. R.N. Jha	2500	0	0	2500
	Mr. Anand Palaye	500	0	0	1000
	Total (1)	6000	0	0	6500
2	Other Non-Executive Directors				
	Ms. S.D. Sinha	2500	0	0	2500
	Ms. Vidhi Kasliwal	3000	0	0	3000
	Total (2)	5500	0	0	5500
	Total (B)=(1+2)	11500	0	0	12000
	Total Managerial Remuneration (A+B)	683500	0	0	684000

*Mr. S.P. Banerjee resigned from Directorship and Mr. R.N. Jha was appointed on 12th April, 2016 and

** Mr. Samsheer Garud resigned from Directorship and Mr. Anand Palaye was appointed on 14th November, 2016

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs.)
		Kamlesh Sondigala	Deepak Nangalia	
	Name	Company Secretary	C.F.O.	
	Designation			
1	Gross salary			00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	244800	300000	544800
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify	0	0	0
5	Others, please specify	0	0	0
	Total	244800	300000	544800

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

LANDMARC LEISURE CORPORATION LTD

Annexure 'B' Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Landmarc Leisure Corporation Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Landmarc Leisure Corporation Limited (Hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

The Company's Board of Directors is responsible for the matters in section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"). Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering from April 1, 2016 to financial year ended on March 31, 2017 prima facie complied with the statutory provisions listed hereunder and also that the Company has prima facie proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under ;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 & the rules & regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment & External Commercial Borrowings- Not Applicable during the audit period;
- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (SEBI Act):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended March 31, 2017:-

- (a) The Securities And Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities & Exchange Board of India (Issue & listing of Debt securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (f) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) I have also examined compliance with the applicable clauses of the following:

- (a) The Listing agreements entered into by the Company with Stock Exchange read with Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulation')
- (b) The Secretarial Standards 1 & 2 issued by The Institute of Company Secretaries of India. During the period under review the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards/ Secretarial Standards, etc. mentioned above.

I further report that:

1. as per the financial statements, 2,54,000 0% Redeemable Cumulative Preference Shares of Rs. 100/- each fully paid up amounting to Rs. 254.00 Lakhs due to be redeemable at 30th January 2013 (as extended previously) are further extended for redemption after 5 years i.e. up to 30th January 2018 pursuant to the provisions of section 106 of the Companies Act 1956.
2. as per the financial statements, Unsecured loans from a body corporate under the same group (interest free) are repayable on demand. Certain portion of the said loan is considered as long term debt by the Company, keeping in view the purpose and the tenure, as agreed upon with the lender body corporate.
3. as per the financial statements, in the earlier years, the Company has given an interest-free Security Deposit of Rs. 1,500 Lakhs to Shree Ram Urban Infrastructure Ltd. (SRUIL) as per Memorandum of Understanding (MoU) for establishment and running of wellness centre in the upcoming project of SRUIL, as per the terms of which the Company is entitled to share revenue with SRUIL/society for a specific period.
4. as per the financial statements, during the previous years, the Company has incurred Publicity and Promotion expenses including Satellite rights, in respect of a feature film amounting to Rs. 740.28 Lakhs, of which, the management is of the view that Rs. 400.00 Lakhs would represent the future economic benefit of the satellite rights and has accordingly capitalised the same under Intangible assets. Due to capitalising the same, the fixed assets are over stated to the extent of Rs. 159.81 Lakhs (Previous Year Rs. 199.76 Lakhs).
5. as per the financial statements, based on a revenue sharing agreement entered into between the Company and SKM Real Infra Limited (formerly SKM Fabrics (Andheri) Ltd.) (SKM) the Company has given an interest free deposit of Rs. 25.13 Crores (Previous year - Rs. 23.75 Crores) in relation to the Wellness Academy and other allied activities being set up in the portion of commercial premises developed by SKM.
6. the Company has prima facie disclosed required details on the website of the Company.

I further report that as per the explanation given to us, maintenance of cost records has not been prescribed by the Central Government for the Company under Section 148(1) of the Act.

I further report that for the compliance with other laws we rely on the certificate/ statement given by the K.R. Mahadevan, Whole Time Director of the Company.

I further report that:

I rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements & note on foreign currency transactions during our audit period.

1. the board of directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors & Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. as per the information provided prima facie adequate notice is given to all directors to schedule the Board Meetings, agenda & detailed notes on agenda were sent at least seven days in advance & a system exists for seeking & obtaining further information & clarifications on agenda items before the meeting & for meaningful participation at the meeting.
3. as per the information provided majority decision is carried through while the dissenting members' views are captured & recorded as part of the minutes.
4. there are prima facie adequate systems & processes in the company commensurate with the size & operations of the company to monitor & ensure compliance with applicable laws, rules,

LANDMARC LEISURE CORPORATION LTD

regulations & guidelines **subject to the observations and qualifications made by the statutory auditors in their report .**

5. that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records/ fillings/ statements required by the concerned authorities and internal control of the concerned department.

I further report that during the audit period the Company has no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity, etc.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. I have not verified the correctness and appropriateness of the books of accounts of the Company.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

Place : Mumbai

Date : 21st August, 2017

SEJAL SHAH
ACS No - 29609
COP No - 10652

Annexure - C
Landmarc Leisure Corporation Limited
Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

1. PREFACE:

Landmarc Leisure Corporation Limited (hereinafter called and referred to as "the Company") believes in conducting its affairs in a fair and transparent manner by adopting highest standard of professionalism and good Corporate Governance Practices. The Company is committed to ensure that equitable remuneration is paid to all directors and employees of the Company. In order to attract and retain properly qualified and skilled directors and executives, to fill vacancies at all levels, it is the Company's aim to maintain fair and competitive remuneration consistent with industry practices and all necessary regulations.

The Company had constituted a Remuneration Committee ("Committee") way back. The Company had already adopted a Nomination and Remuneration Policy as required under the provisions of the Companies Act, 2013 and the same has been replaced with this new Policy. Nomination and Remuneration Policy ("the Policy") has been framed in accordance with the provisions of the Companies Act, 2013 ("the Act") and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. AIMS AND OBJECTIVES:

This policy is intended to ensure that:

- All Directors and Executives of the Company are recognized and rewarded for their performance in a fair and equitable manner;
- To ensure that remuneration paid to Directors and Executives is competitive, enabling the Company to attract and retain employees capable of meeting the Company's needs and service delivery obligations; and
- To reward Directors and Executives for achieving pre-determined Company, Departmental as well as personal/individual performance targets and goals.

3. APPLICATION OF THIS POLICY:

Directors, Key Managerial Personnel and other Senior Employees as may be decided by the Committee or Board of the Company, subject to the approval of members in the General Meeting for their appointment wherever applicable and subject to the provisions of the Companies Act, 2013 shall be remunerated in line with the service agreement.

4. DEFINITIONS:

Directors which includes Whole Time or Executive Directors, and Non-Executive or Independent Directors.

"Board" means Board of Directors of the Company as constituted from time to time.

"Independent Director" means a director referred to in Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Key Managerial Personnel/KMP shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

"Committee" means Nomination and Remuneration Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Senior Management" mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Accounting Standards shall have the meanings assigned to them in these regulations.

5. GENERAL POLICY STATEMENT:

The role of the Committee shall, inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Nomination and Remuneration Committee shall ensure that -

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

6. Appointment and Removal of Director, Key Management Personnel ("KMP") and Senior Management

6.1 Appointment criteria and qualification:

- i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment on the basis of criteria laid down from time to time.
- ii. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.
- iii. Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules there under.
- iv. The Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director and Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

6.2 Term/ Tenure of Appointment

a) Managing Director/Whole Time Director/Manager

The Company shall appoint or re-appoint any person as its Chairman & Managing Director, Joint Managing Director or Executive Director or Whole Time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

An Independent Director shall hold office for such term which should not exceed a maximum of five consecutive years on the Board of the Company, as may be recommended by the Committee and approved by the Board and shareholders and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

A person shall not serve as an Independent Director in more than seven listed Companies, provided that any person who is serving as a whole time Director in any listed Company shall serve as an Independent Director in not more than three listed Companies.

The maximum tenure of Independent Directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.

6.3 Evaluation:

The Committee shall carry out evaluation of performance of every Director. The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment/re-appointment/continuation of Independent Directors on the Board shall be subject to the outcome of the yearly evaluation process.

6.4 Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, and Rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, Key Managerial Personnel or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

6.5 Retirement:

The Directors, Key Managerial Personnel and Senior Management Staff shall retire as per the applicable provisions of the Companies Act, 2013 and as per provisions of the Articles of Association of the Company. The Committee may recommend to the Board for retention of any Director, Key Managerial Personnel, Senior Management in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

7. Provisions regarding payment of Remuneration, perquisites to the Managing Director/Whole-time Directors/Manager, Key Management Personnel ("KMP") and Senior Management Personnel

(a) General Provisions

- i. The remuneration/perquisites/commission etc. to the Managing Director/Whole-time Directors/Manager, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval.
- ii. The remuneration/perquisite/commission etc. shall be in accordance with the percentage /slabs / conditions laid down in the Companies Act, 2013 and shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- iii. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director/ Whole Time Director/Manager. The decision of the Committee as to increment shall be final.
- iv. Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying any of them against any liability in respect of a deed for which they may be held guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(b) Remuneration to the Managing Director/ Whole-time Directors/ Manager, Key Management Personnel ("KMP")and Senior Management Personnel

Remuneration

The Managing Director/ Whole-time Director/Manager shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus/commission and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the Shareholders and Central Government, wherever required.

LANDMARC LEISURE CORPORATION LTD

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director / Whole-time Director/Manager in accordance with the provisions of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the prior approval of the Central Government.

Provisions for Excess Remuneration

If Managing Director/ Whole-time Director/Manager draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

(c) Remuneration to Non Whole Time Directors (Including Independent Directors) Sitting Fees:

The Non Whole Time Directors (Including Independent Directors) of the Company shall be paid remuneration by way of sitting fees for attending Meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board. The amount of sitting fees shall not exceed the amount prescribed in the Companies Act, 2013 and the Rules made thereunder.

Profit Linked Commission

The Non-executive/ Independent Directors of the Company may be paid profit-linked Commission within the monetary limit as may be recommended by the Board of Directors from time to time and also approved by the Shareholders of the Company and by the Central Government, wherever required.

Stock Options

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company.

8. Amendments to the Policy

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant Statutory authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Annexure D

Details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary and Whole Time Director during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 are as under:

Sr. No.	Name of Director/KMP and designation	Remuneration of Director/KMP for Financial Year 2016-17 (Rs. in Lakhs)	%increase/ (decrease) in Remuneration for Financial year 2016-17	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. K.R. Mahadevan Whole Time Director	6.00	NIL	2 1/5
2	Mr. Deepak Nangalia Chief Financial Officer	3.00	NIL	-
3	Kamlesh Sondigala Company Secretary	2.44	NIL	-

- b) **Percentage increase in the median remuneration of employees in the financial year**

In the financial year 2016-17, there was no increase in the median remuneration of employees.

- c) **Number of permanent employees on the rolls of Company**

There are three permanent employees on the rolls of Company as on 31st March, 2017.

- d) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

There has been no increase in the salaries of employees other than the managerial personnel for the financial year i.e. 2016-17; also no increase is there in the managerial remuneration for the same financial year.

- e) **Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

**REPORT ON CORPORATE GOVERNANCE
FOR THE YEAR ENDED ON 31ST MARCH, 2017**

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to good Corporate Governance. The Company fully realises the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company provides detailed information on various issues concerning the Company's business and financial performance to its shareholders. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholder value, keeping in view the needs and interests of all its stakeholders. The Company is committed to transparency in all its dealings and places emphasis on business ethics.

Board of Directors:

- I. The Board of Directors of the Company ("Board") has an optimum combination of Executive and Non-Executive Directors with not less than fifty percent being Non-Executive Directors. The Board also comprises of one women Director. The Composition and Category of the Board of Directors as on 31st March, 2017 are as follows:

Name of the Director	Designation	Executive/Non-Executive/ Independent
Mr. S.D. Sinha	Chairman	Non-Executive
Mr. K.R.Mahadevan*	Whole-Time Director	Executive
Ms. Vidhi Kasliwal	Director	Non-Executive
Mr. R.N. Jha**	Director	Non-Executive Independent
Mr. Anand Palaye***	Director	Non-Executive Independent
Composition :		
Independent – 40%	Non-Executive – 40%	Executive – 20%

* Mr. K.R. Mahadevan was appointed as Whole-Time Director on 12.04.2016

**Mr. R.N. Jha was appointed as an Additional Director on 12.04.2016 and Mr. S.P. Banerjee resigned from the Directorship w.e.f. 12.04.2016.

*** Mr. Anand Palaye was appointed as an Additional Director on 14.11.2016 and Mr. Samsher Garud resigned from the Directorship w.e.f. 16.11.2016.

- II. During the financial year 2016-17, Six meetings of the Board of Directors were held on the following dates:

- a) 12th April 2016,
- b) 7th May 2016,
- c) 30th June 2016,
- d) 12th August 2016,
- e) 14th November 2016 and
- f) 10th February 2017.

The Details as required under Schedule II of Part 'A' of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is placed before the Board of Directors at their Meetings.

- III. The details of Directorship and Membership/Chairmanship of the committees of the Board held by the Directors as on 31st March, 2017 and their attendance at the meeting during the year are as follows:

Name of the Director	No. of Board Meetings held during the F.Y. 2016-17	No. of Board Meetings attended by the Director during the F.Y. 2016-17	Attendance at the Twenty Fifth Annual General Meeting	No. of Directorship in other companies	No. of Committee position held including the company #		Relationship with other Directors interse
					Chairman of the Committee	Member	
Mr. S.D. Sinha	6	5	Present	0	0	2	None of the Director is related to any other Director of the Company
Mr. K.R. Mahadevan*	6	5	Present	0	0	0	
Ms. Vidhi Kasliwal	6	6	Present	1	0	1	
Mr. S.P. Banerjee***	6	1	NA	3	1	2	
Mr. R.N. Jha**	6	5	Present	6	2	2	
Mr. Samsher Garud****	6	5	Present	0	2	0	
Mr. Anand Palaye*****	6	1	NA	0	0	2	

* Mr. K.R. Mahadevan was appointed as Director on 12.04.2016

**Mr. R.N. Jha was appointed as Director on 12.04.2016

***Mr. S.P. Banerjee resigned from the Directorship w.e.f. 12.04.2016

****Mr. Samsher Garud resigned from the Directorship w.e.f. 16.11.2016.

*****Mr. Anand Palaye was appointed as Director on 14th November, 2016.

#As per regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Membership/ Chairmanship of Audit Committee and Stakeholders Relationship Committee have been considered and reported.

IV. The shareholding of the Non-Executive Directors of the Company as on 31st March,2017 is as follows:

Sr. No.	Name of the Director	No. of equity shares held as on 31st March, 2017
1	Mr. S.D. Sinha	Nil
2	Ms. Vidhi Vikas Kasliwal	Nil
3	Mr. Rudra Narain Jha	Nil
4	Mr. Anand Padmanabha Palaye	Nil

V. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has familiarized its Independent Directors with the business model of the Company, nature of the industry in which it operates, processes and policies, their roles, rights, responsibilities in the Company to provide them with better understanding of the business and operations so as to enable them to contribute effectively to the Company. Presentations are regularly made to the Board of Directors and Audit Committee inter-alia, covering the Company's strategy, business model, operations, markets, products, finance, risk management framework, financial performance, budget and control process and for such other areas as may be considered necessary.

The details of familiarisation programmes imparted to Independent Directors of the Company is disclosed on the website of the Company - www.lcl.co.in

VI. MEETING OF INDEPENDENT DIRECTORS

As stipulated under the Code for Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 12th May, 2016.

The meeting was attended by all the Independent Directors.

LANDMARC LEISURE CORPORATION LTD

VII. COMMITTEES OF THE BOARD:

The Company has developed all the necessary Committees of the Board namely:

- A. Audit Committee;
- B. Nomination & Remuneration Committee;
- C. Stakeholders Relationship Committee

The constitution, terms of reference and the functioning of the above mentioned Committees of the Board is explained herein.

The Board reviews the functioning of these committees from time to time. The Chairman of these Committees conducts the Meetings and also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors and tabled at the respective Board / Committee Meetings.

A. AUDIT COMMITTEE

The terms of reference of Audit Committee inter alia includes the following:

1. Overseeing 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. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. 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;
7. Reviewing and monitoring the auditors independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control system;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations 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;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. 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;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee, if any.

Composition and Attendance at Meetings:

As on 31st March, 2017, the composition of the Audit Committee has been as under:

- a) Mr. R.N. Jha
- b) Mr. Anand Palaye
- c) Mr. S.D. Sinha

Mr. Kamlesh Sondigala, Company Secretary & Compliance Officer acts as Secretary to the Committee.

During the financial year 2016-17, four meetings of Audit Committee were held on the following dates: 7th May 2016, 12th August 2016, 14th November, 2016 and 10th February 2017. Attendance of the Committee members is given hereunder:

Name of the Members	Designation	Category	No. of Meeting(s) Attended
Mr. Samsheer Garud*	Chairman	Non-Executive Independent Director	3
Mr. R.N. Jha**	Chairman	Non-Executive Independent Director	4
Mr. Anand Palaye***	Member	Non-Executive Independent Director	1
Mr. S.D. Sinha	Member	Non Executive Director	3

* Mr. Samsheer Garud resigned from the Directorship w.e.f. 16.11.2016.

**Mr. R.N. Jha was appointed as Director on 12.04.2016.

***Mr. Anand Palaye was appointed as Director on 14th November, 2016.

Mr. Samsheer Garud, Chairman of the Audit Committee was present at the last Annual General Meeting held on 30th June, 2016.

B) NOMINATION AND REMUNERATION COMMITTEE

The Terms of reference of Nomination and Remuneration Committee inter alia includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independence Directors and the Board of Directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become Director and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
6. Such other matters as may be delegated by the Board of Directors of the Company.

Composition and Attendance at Meetings:

As on 31st March, 2017, the composition of the Nomination and Remuneration Committee has been as under:

- a) Mr. Anand Palaye
- b) Mr. R.N. Jha
- c) Mr. S.D. Sinha
- d) Ms. Vidhi Kasliwal

During the financial year 2016-17, Five meetings of Nomination and Remuneration Committee were held on 12th April 2016, 7th May 2016, 30th June 2016, 14th November 2016 and 10th February 2017. Attendance of the Committee members is given hereunder:

LANDMARC LEISURE CORPORATION LTD

Name of the Members	Designation	Category	No. of Meeting(s) Attended
Mr. S.P. Banerjee*	Chairman	Non-Executive Independent Director	1
Mr. Samsher Garud**	Chairman	Non-Executive Independent Director	4
Mr. Anand Palaye***	Chairman	Non-Executive Independent Director	1
Mr. R.N. Jha****	Member	Non-Executive Independent Director	4
Mr. S.D. Sinha	Member	Non Executive Director	4
Ms. Vidhi Kasliwal	Member	Non Executive Director	5

*Mr. S.P. Banerjee resigned from the Directorship w.e.f. 12.04.2016

**Mr. Samsher Garud resigned from the Directorship w.e.f. 16.11.2016

***Mr. Anand Palaye was appointed on 14th November, 2016

****Mr. R.N. Jha was appointed as Director on 12.04.2016

PERFORMANCE EVALUATION

The Company has devised a policy for Performance Evaluation of the Individual directors, Board and its Committees, which includes criteria for performance evaluation.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors' individually as well as the evaluation of the working of the committee of the Board. The Board performance was evaluated based on inputs received from all the directors after considering criteria such as Board composition and structure, effectiveness of Board / Committee processes, and information provided to the Board, etc. A separate meeting of the Independent Directors was also held during the year for the evaluation of the performance of non-independent Directors, performance of the Board as a whole and that of the Chairman.

The Nomination and Remuneration Committee has also reviewed the performance of the individual directors based on their knowledge, level of preparation and effective participation in Meetings, understanding of their roles as directors, etc.

Nomination and Remuneration Policy: As disclosed in the Directors' Report as "Annexure C".

Details of remuneration paid to the Directors during the Financial Year 2016-17:

Name of the Members	Sitting Fees (Rs.)	Remuneration (Rs.)	Total (Rs.)	No. of Stock Options
Mr. S.D. Sinha	2,500	Nil	2,500	Nil
Mr. K.R. Mahadevan*	Nil	6,72,000	6,72,000	Nil
Ms. Vidhi Kasliwal	3,000	Nil	3,000	Nil
Mr. S.P. Banerjee**	500	Nil	500	Nil
Mr. Samsher Garud***	2,500	Nil	2,500	Nil
Mr. R.N. Jha****	2,500	Nil	2,500	Nil
Mr. Anand Palaye*****	500	Nil	500	Nil

* Mr. K.R. Mahadevan was appointed as Director on 12.04.2016

**Mr. S.P. Banerjee resigned from the Directorship w.e.f. 12.04.2016

***Mr. Samsher Garud resigned from the Directorship w.e.f. 16.11.2016

****Mr. R.N. Jha was appointed as Director on 12.04.2016

*****Mr. Anand Palaye was appointed on 14th November, 2016

Non-Executive Directors

The Non-Executive Directors of the Company are not paid any remuneration except by way of sitting fees for attending meetings of Board of Directors and its Committee(s). The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the financial year 2016-17.

C) STAKEHOLDER RELATIONSHIP COMMITTEE:

The terms of reference of Stakeholders' Relationship Committee includes the following:

1. To review Transfer/ Transmission / Dematerialization of Equity Shares of the Company.
2. To issue duplicate share certificates as and when the requests are received by the Company;
3. To review correspondence with the shareholders vis-à-vis legal cases and take appropriate decisions in that regard; and
4. To authorize affixing of the Common Seal of the Company from time to time on any deed or other instrument requiring authentication by or on behalf of the Company.
5. To consider and resolve the grievances of the security holders including complaints related to transfer of shares non-receipt of annual report and non-receipt of declared dividends.
6. To do all acts, deeds and things as may be required to be undertaken in terms of the provisions of Companies Act, 2013 and rules made there under.

Composition and Attendance at Meeting

As on 31st March, 2017, the composition of Stakeholders' Relationship Committee has been as under:

- a) Mr. R.N. Jha
- b) Mr. Anand Palaye
- c) Mr. S.D. Sinha
- d) Ms. Vidhi Kasliwal

During the financial year 2016-17, Three meetings of Stakeholders' Relationship Committee were held on the following dates: 12th August 2016, 14th November 2016 and 10th February 2017. Attendance of the Committee members is given hereunder:

Name of Directors	Designation	Category	No. of Meeting(s) Attended
Mr. R.N. Jha*	Chairman	Non-Executive Independent Director	3
Mr. Anand Palaye**	Member	Non-Executive Independent Director	1
Mr. S.D. Sinha	Member	Non Executive Director	2
Ms. Vidhi Kasliwal	Member	Non Executive Director	3

*Mr. R.N. Jha was appointed as Director on 12.04.2016

**Mr. Anand Palaye was appointed on 14th November, 2016

During the year under review, there were no complaints/ correspondences received by the Company and Big Share Services Private Limited, Registrar and Share Transfer Agent.

Name and Designation of Compliance Officer: Mr. Kamlesh Sondigala is the Company Secretary & Compliance Officer of the Company. His email address is grievances@lcl.co.in. Tel. No. 61404900. Fax No. 24928617.

GENERAL BODY MEETINGS

The details of Annual General Meetings ("AGM") held during last three years are as follows:

Year	AGM/EOGM	Date	Time	Venue	Special Resolutions
2015 -2016	25th AGM	30/06/2016	10.00 A.M.	Victoria Memorial School for the Blind, Opp. Tardeo A/C Market, 73, Tardeo Road, Mumbai 400034.	NONE
2013-2014	24th AGM	17/04/2015	10.00 A.M.	Victoria Memorial School for the Blind, Opp. Tardeo A/C Market, 73, Tardeo Road, Mumbai 400034.	• Reappointment of S.D.Sinha as the Whole Time Director of the Company w.e.f. 17th June 2014 for a period of 3 years & Change in Articles of Association of the Company as per Companies Act 2013
2012-2013	23rd AGM	24/01/2014	09.00A.M.	Victoria Memorial School for the Blind, Opp. Tardeo A/C Market, 73, Tardeo Road, Mumbai 400034.	NONE

DISCLOSURES

- I. There were no materially significant related party transactions with the promoters, Directors etc. that may have potential conflict with the interests of the company at large. The details of transactions with related parties are given for information in Note no. 42 under notes to standalone financial statements. The Policy on Related Party Transaction is posted on the website of the Company- www.llcl.co.in.
- II. There was no non compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter relating to the capital markets during the last three years.
- III. There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the company.
- IV. A list of transaction with related parties as per Accounting Standard AS-18 is mentioned in the AuditedAccounts.

V. Vigil Mechanism/ Whistle Blower Policy

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. In its endeavor to provide its employee(s), secure and fearless working environment, the Company has established the 'Vigil Mechanism Policy' for its Directors and Employees ("Policy").

The purpose of the Policy is to provide a framework to promote responsible and secure whistle blowing and to provide a channel to the employee(s) and Directors to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct or policy/ies of the Company, as adopted /framed from time to time. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The Policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence, causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected and formally reported by whistle blowers. There are no instances of denial to any person, for access to the Chairman of the Audit Committee during the year.

The Policy is in line with the vision and objectives of the Company and should be read in conjunction with applicable regulations and existing policies and procedures of the Company.

VI. The Company does not have any Subsidiary Company.

VII. Code of Conduct

The Company has framed and adopted the Code of Conduct for all its Board Members and Senior Management Personnel. The Code of Conduct for Board Members and the Senior Management Personnel is posted on the website of the Company- www.llcl.co.in.

The Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2016-17. A declaration to this effect in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

The Company's code for prevention of Insider Trading inter alia prohibits purchase/sale of securities of the Company by the designated person defined therein, while in possession of un-published price sensitive information.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the Directors' Report.

MEANS OF COMMUNICATION AND SHAREHOLDER INFORMATION

The quarterly, half yearly and annual financial results submitted to the Stock Exchanges in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and published by the Company in one English and one Regional language newspaper (i.e. Financial Express in English and Apla Mahanagar in Marathi). The financial results are also uploaded on the website of the Company - www.llcl.co.in.

GENERAL SHAREHOLDER'S INFORMATION**Annual General Meeting**

Date and Time	26th September, 2017 at 10.00 a.m.
Venue	Victoria Memorial School For The Blind, Opp. Tardeo A/C Market, 73, Tardeo Road, Mumbai – 400 034.
Financial year	The financial year of the Company is from April 1 to March 31 of the following year
First Quarter Results	By second week of September, 2017
Second Quarter Results	By second week of December, 2017
Third Quarter	By second week of February, 2018
Results Fourth Quarter/Annual Results	By end of May, 2018
Date of Book Closure	20th September, 2017 to 26th September, 2017 (both days inclusive)
Dividend Payment Date	N.A

Corporate Identity Number (CIN): L65990MH1991PLC060535

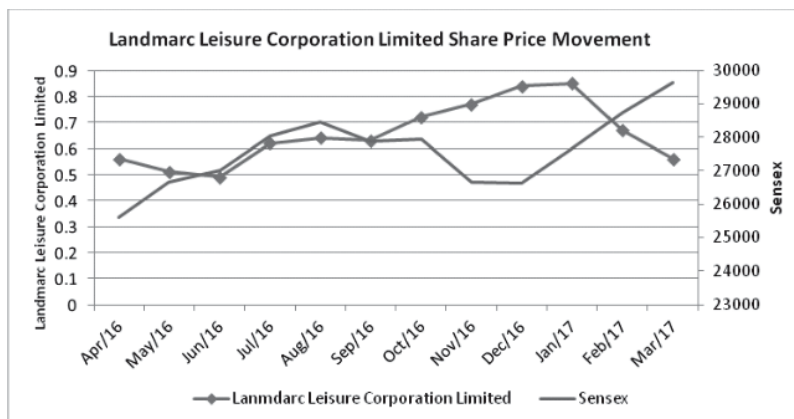
Listing on Stock Exchange: The Company's Equity Shares are listed on BSE Limited ("BSE") - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. (Scrip Code: 532275& ISIN: INE394C01023)

Market Price Data during Financial Year 2016-17:

Month	BSE	
	High (Rs.)	Low (Rs.)
April 2016	0.78	0.51
May 2016	0.69	0.45
June 2016	0.65	0.47
July 2016	0.69	0.47
August 2016	0.73	0.45
September 2016	0.78	0.47
October 2016	0.75	0.58
November 2016	0.90	0.56
December 2016	0.98	0.62
January 2017	1.20	0.76
February 2017	0.89	0.65
March 2017	0.73	0.48

Performance of shares price in comparison with the broad-based indices viz. BSE Sensex:

The Chart below shows the comparison of your Company's share price movement on BSE vis-à-vis the movement of the BSE Sensex for the financial year ended 31st March, 2017 (based on month end closing):



LANDMARC LEISURE CORPORATION LTD

Registrar and Share Transfer Agent

Name	Big Share Services Private Limited
Address	1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri - East, Mumbai – 400059
Tel	+91 022 62638200
Fax	+91 022 62638299
E-mail	info@bigshareonline.com

Share Transfer System

The Company's shares being in compulsory Demat list are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the "Stakeholders Relationship Committee". The share transfer process is reviewed by the said committee.

The Company obtains half-yearly certificate of compliance related to the share transfer formalities from a Company Secretary in practice as required under Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges on or before the due date.

Distribution of Shareholding (as on 31st March, 2017):

No. of Equity Shares held	No. of Shareholders	% of Shareholders	Share Amount in Rs.	% of Shareholding
Up to 5000	11,246	86.00	1,68,18,794	2.10
5001 – 10000	930	7.11	77,16,448	0.96
10001 – 20000	443	3.39	68,00,825	0.85
20001-30000	178	1.36	45,59,993	0.57
30001-40000	59	0.45	20,85,427	0.26
40001-50000	60	0.46	28,20,551	0.35
50001-100000	86	0.66	65,14,833	0.81
100001 and above	74	0.57	75,26,83,129	94.09
Total	13,076	100	80,00,00,000	100

Categories of Shareholding pattern (as on 31st March, 2017):

Category	No. of Shares	Share holding %
Promoters and their relatives/ Promoter Group Companies		
Individuals	2,75,99,966	3.4500
Bodies Corporate	57,23,12,612	71.5391
Public Shareholders		
Indian Public	7,31,55,466	9.1444
Bodies Corporate	12,32,74,103	15.4093
NBFCs registered with RBI	2,400	0.0003
Clearing Members	93,014	0.0116
Non Resident Indians	29,67,613	0.3710
Non Resident Indians - Non Repatriable	5,64,826	0.0706
Directors and Relative	20,000	0.0025
Trust	10,000	0.0013
Total	80,00,00,000	100.00

Details of Shareholders holding more than 1% holding

Shareholders Name	Shares	Percentage
Vidhi Holdings Private Limited	29,93,20,466	37.4151
Akhilesh Investfin Private Limited	9,64,88,263	12.0610
Yashaswini Investments Company Private Limited	9,44,51,400	11.8064
Hanumesh Investments Private Limited	8,20,52,483	10.2566
Meritorious Financial Services Private limited	5,68,99,517	7.1124
Ethic Financial Services Private Limited	5,68,99,517	7.1124
Anuradha V. Kasliwal	2,15,99,966	2.7000
Total		88.4640

Dematerialization of shares and liquidity:

As on 31st March, 2017, a total of 79,94,90,700 equity shares aggregating to 99.94% of the issued, subscribed and paid-up equity share capital of the Company are in dematerialised form.

The Company's Equity Shares are regularly traded on BSE Limited

Outstanding GDRS/ADRS/Warrants or any Convertible Instruments : Not Applicable

Plant Location : Not Applicable

Address for Correspondence

Registrar and Share

Transfer Agents

: Big Share Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri - East, Mumbai - 400059
Tel: 91 022 62638200 | Fax: +91 022 62638299
Email: info@bigshareonline.com

Company

Registered Office

: Landmarc Leisure Corporation Limited
: Avadh Avadhesh Parisar, Shree Ram Mills Premises,
G.K.Marg, Worli, Mumbai-400018
Tel: +91 22 61669190/61404900 | Fax: +91 421 2471463

Designated email id

: grievances@llcl.co.in

WTD/ CFO CERTIFICATE:

The Whole Time Director and the Chief Financial Officer of the Company gives Annual Certification on financial reporting and Internal Controls to the Board in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. The Whole Time Director and the Chief Financial Officer also gives quarterly certification on financial results before the Board in terms of Regulation 33(2) of the of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (As annexed in annexure 1).

Non Mandatory Requirements

The status of compliance with the non-mandatory requirements is as under:

- The Board
No separate office for the Chairman is maintained, and hence no reimbursement of expenses is made towards the same.
- Shareholders' Rights
Quarterly and Half Yearly financial results are furnished to the Stock Exchanges and published in prescribed newspaper and also uploaded on website of the Company. The same are not separately sent to each household of the Shareholders. Significant events are posted on Company's website from time to time (i.e. www.llcl.co.in)
- Modified Opinion(s) in Audit Report
Modified opinion(s) on the financial statements for the year 2016-17 has been mentioned in the Independent Auditor's Report under Basis for Qualified Opinion. Standard practices and procedures are followed to ensure unmodified financial statements.
- Separate Posts of Chairman and CFO
The Company has held separate posts for Chairman and CFO. Currently Chairman of the Board is a Non-Executive Director.
- Reporting of Internal Auditor
The Internal Auditor reports to the Audit Committee.

DECLARATION

I, Swetamber Dhari Sinha, Chairman of Landmarc Leisure Corporation Limited, hereby declare that all the members of the Board of Directors of the Company and the Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2017.

For Landmarc Leisure Corporation Limited
Sd/-

S.D. Sinha
Chairman

Place: Mumbai

Date: 02nd August, 2017

**“ANNEXURE – 1”
CERTIFICATION BY WHOLE-TIME DIRECTOR AND
CHIEF FINANCIAL OFFICER (C.F.O.) ON
FINANCIAL STATEMENTS OF THE COMPANY**

**To,
The Board of Directors,
Landmarc Leisure Corporation Limited.**

We, the undersigned, in our respective capacities as the Whole Time Director and Chief Financial Officer of Landmarc Leisure Corporation Limited (“the Company”) to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2017 and based on our knowledge and belief, we state that:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation to the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we were aware and the steps taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and Audit Committee:
- i) Significant changes, if any, in the internal controls over financial reporting during the year;
 - ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: 02.08.2017

K.R. Mahadevan
Whole Time Director
DIN : 07485859

Deepak R. Nangalia
Chief Financial Officer

Auditors' Certificate on compliance with conditions of Corporate Governance

To the Members of
Landmarc Leisure Corporation Limited

We have examined the compliance of conditions of Corporate Governance by Landmarc Leisure Corporation Limited (hereinafter called "the Company"), for the year ended on March 31, 2017, as stipulated in Regulations 17 to 27; Regulation 46(2)(b) to (i); and paragraphs C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Regulations, as applicable, during the year ended March 31, 2017.

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

For **S M M P & Associates**
Chartered Accountants
Firm Registration No. 120438 W

Sonal Parekh
Partner
Membership No. 139852

Mumbai, dated 2nd August, 2017

Independent Auditors' Report

To the Members,
Landmarc Leisure Corporation Limited.

I. Report on the Financial Statements

We have audited the attached financial statements of Landmarc Leisure Corporation Limited (hereinafter referred to as the Company), comprising of the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended along with the Significant Accounting Policies and other explanatory information forming an integral part thereof.

II. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 133 of the Companies Act, 2013 (hereinafter referred to as the Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and in accordance with the accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

III. Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

Basis for Qualified Opinion

As stated in the Notes No. 32 and 32 respectively of the financial statements regarding;

(i) Non-provision in the Company's books in respect of an Interest free Security deposit given by the Company based on an MOU with a body corporate amounting to Rs. 1500.00 Lacs against which the Company is expected to derive benefits in the future years and hence in the management's view the same is fully recoverable.

(ii) Capitalization under the fixed assets in respect of expenses incurred on Publicity and Promotion including satellite rights, instead of charging the same to revenue in earlier years, in departure from the recommendations of Accounting Standard- 26, Intangible Assets, on account of the which, fixed assets are overstated to an extent of Rs. 159.81 Lacs.

Accordingly, (i) Loans and Advances has been overstated and provision for doubtful advances have been understated to an extent of Rs 1500.00 Lacs (ii) Intangible Assets have been overstated and expenses have been understated by Rs 159.81Lacs

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion paragraph, the aforesaid financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2017 and its Loss and its cash flows for the year ended on that date.

IV. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we enclose in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable to the Company during the year under review.
2. Further to our comments in the Annexure referred to in 1. above as per the requirements of Section 143(3) of the Act, we report as follows:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) 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;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) Except for the matter stated in basis of qualified opinion para, In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the respective directors as on 31st March 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act;
 - (f) With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i) The Company does not have any pending litigations which would impact its financial position;
 - ii) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
 - iv) The Company has provided requisite disclosure in its Standalone financial statement as to holding as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the Company.

For **S M M P & Associates**
Chartered Accountants
Firm Registration No. 120438 W

Sonal Parekh
Partner
Membership No. 139852

Mumbai, dated 29th May, 2017

Annexure to the Auditors' Report

(Referred to in paragraph V(1) of our report of even date)

In terms of the information and explanations given to us and the books and records examined by us and on the basis of such checks as we considered appropriate, we further report as under:

1. Fixed Assets

(a) The Company has updated its Fixed Assets Register to show full particulars, including quantitative details and situation of fixed assets. As explained to us, these fixed assets have been physically verified by the management at reasonable intervals during the year and that no material discrepancies were noticed on such verification.

(b) No significant part of fixed assets has been disposed off by the Company during the year under review.

2. Inventory

During the year, the management has conducted physical verification of inventories comprising of shares and CDs at regular intervals. As explained to us there were no discrepancies noticed upon physical verification conducted by the management.

3. Loans to parties of Directors' interest

During the year, the Company has not granted any loans, secured or unsecured to the parties covered in the register maintained under Section 189 of the Act.

4. Loans/Guarantees/Investments in / Provision of Security to certain parties

Based on the information and explanation given to us and on the basis of records verified by us the company has complied with the provision of sec 185 and 186 of the act to the extent applicable.

5. Acceptance of Deposits

The Company has not accepted deposits as per the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.

6. Maintenance of Cost Records

As explained to us, maintenance of cost records has not been prescribed by the Central Government for the Company under Section 148(1) of the Act.

7. Undisputed & Disputed Statutory Dues

As per the records verified by us, the Company is generally regular in depositing the undisputed statutory dues involving Provident Fund, Employees' State Insurance, Income tax, Service Tax and Value Added Tax with the appropriate authorities during the year under review, and there were no outstanding undisputed statutory dues with the Company for a period of more than six months as at the close of the year except Tax deducted at source amounting to Rs 15.76 Lacs. The provisions of the statutes governing Wealth Tax, Customs Duty, Investor Education and Protection Fund, Excise Duty and Cess are, as explained to us, not applicable to the Company during the year under review.

As per the records of the Company, except for the disputed dues aggregating to Rs.20.93 relating to Income Tax as given below, there are no disputed dues relating to Value Added Tax, Customs duty, Wealth tax, Excise duty. The details of the disputed Income Tax dues before Income Tax authorities are as follows:

Assessment Year	Amount (Rs in Lacs)	Forum where dispute is pending
2006-07	16.74	Commissioner of Income Tax (Appeals)
2010-11	4.19	Commissioner of Income Tax (Appeals)

8. Loans from Banks/Financial Institutions/ Government/Debentures

The Company has not borrowed from any financial institution or bank nor has it issued any debentures during the year under review.

9. Proceeds of Public issue (including debt instruments) /Term Loans

The Company has not raised any money during the year through initial / further public offer (including debt instruments) nor the Company has availed any term loan during the year under review.

10. Frauds on or by the Company

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 or its officers/employees, noticed or reported during the year, nor have we been informed of such case by the management.

11. Managerial Remuneration

As per the Company's records, managerial remuneration paid by the Company is in accordance with section 197 of the Act read with schedule V.

12. Nidhi Companies

The Company is not a Nidhi company during the year under review and hence, the criteria as stipulated under Nidhi Rules 2014 is not applicable to the Company.

13. Related Party Transactions

As per the information and explanations given during the course of our verification, in our opinion, all transactions with the related parties made by the Company were in compliance with Sections 177 and 188 of the Act, to the extent applicable to the Company during the year. The relevant details in respect of the same have been appropriately disclosed as per the requirements of the Accounting Standard- 18.

14. Preferential Issue

During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures and hence the requirements of Section 42 of the Act are not applicable.

15. Non-cash Transactions with Directors, etc.

As per the information and explanations provided to us, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with the directors within the purview of Section 192 of the Act.

16. Provisions of 45-IA of the Reserve Bank of India Act, 1934

As per the information and explanations provided to us and based on the overall operations of the Company, during the year, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For **S M M P & Associates**
Chartered Accountants
Firm Registration No. – 120438 W

Sonal Parekh
Partner
Membership No. 139852

Place: Mumbai
Date: 29th May, 2017

Annexure A to the independent Auditor's Report of even date on the financial statement of the Landmarc Leisure Corporation Limited.

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Landmarc Leisure Corporation Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company comprising of the Balance Sheet as at March 31st, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the period then ended.

Management's Responsibility for Internal Financial Controls :

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, issued by the ICAI deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those standards and the Guidance Note that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting :

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting :

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion : In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S M M P & Associates**
Chartered Accountants,
Firm Registration No. – 120438 W

Sonal Parekh
Partner,
Membership No. 139852

Place: Mumbai
Date: 29th May, 2017

Balance Sheet as at 31st March 2017

PARTICULARS	Note No	As at	As at
		March 31, 2017	March 31, 2016
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	825,400,000	825,400,000
Reserves and Surplus	3	(461,671,937)	(415,971,045)
Non-Current Liabilities			
Long Term Borrowings	4	29,764,916	2,000,000
Long Term Provisions	5	118,264	187,020
Current Liabilities			
Short Term Borrowings	6	21,114,000	20,775,730
Trade Payables	7	19,917,748	21,361,590
Other Current Liabilities	8	20,867,660	20,438,818
Short Term Provisions	9	37,840	30,084
TOTAL		455,548,491	474,222,197
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	561,776	8,762,888
Intangible Assets	10	15,981,206	19,976,508
Preoperative Expenses Pending Allocation	11	27,195,123	32,695,470
Non Current Investments	12	201,600	201,600
Long Term Loans and Advances	13	300,042,004	300,042,004
Current Assets			
Current Investments	14	649,669	3,099,588
Inventories	15	5,282	5,282
Trade Receivables	16	2,350,018	505,270
Cash and Cash Equivalents	17	3,092,600	2,749,372
Short Term Loans and Advances	18	105,462,334	106,074,010
Other Current Assets	19	6,880	110,205
TOTAL		455,548,491	474,222,197
Notes on			
Accounts form an integral part of the financial statements		(0.00)	(0.00)

As per our attached report of even date

For **SMMP & Associates**
Chartered Accountants**Sonal Parekh**
Partner

Mumbai, India Dated 30th May 2017

For and on behalf of the Board

Chairman**Whole Time Director****C.F.O.****CS**

Mumbai, India Dated 30th May 2017

LANDMARC LEISURE CORPORATION LTD

Statement of Profit and Loss for the year ended 31st March 2017

PARTICULARS	Note No	Current year	Previous year
		₹	₹
Revenue From Operations	20	10,120,261	8,470,766
Other Income	21	1,101,433	350,714
Total Revenue		11,221,694	8,821,480
Expenses:			
Changes in Inventories	22	-	298,264
Operational Expenses	23	36,597,645	5,934,976
Employee Benefit Expense	24	2,494,608	4,304,172
Financial Costs	25	216,199	588,369
Depreciation and Amortization Expense	10	9,327,855	15,189,213
Other Expenses	26	8,286,278	13,066,469
Total Expenses		56,922,586	39,381,464
Profit/(Loss) Before Exceptional and Extra-Ordinary Items and Tax		(45,700,892)	(30,559,984)
Exceptional and Extra-Ordinary Items		-	-
Profit/(Loss) Before Tax		(45,700,892)	(30,559,984)
Tax Expense:			
- Current Tax		-	-
- Deferred Tax		-	1,477,726
Profit/(Loss) After Tax		(45,700,892)	(29,082,258)
Earnings/(Loss) Per Share - Basic and Diluted		(0.06)	(0.04)

Notes on Accounts form an integral part of the financial statements

As per our attached report of even date

For **SMMP & Associates**
Chartered Accountants

Sonal Parekh
Partner

Mumbai, India Dated 30th May 2017

For and on behalf of the Board

Chairman **Whole Time Director** **C.F.O.** **CS**
Mumbai, India Dated 30th May 2017

**CASH FLOW STATEMENT FOR THE YEAR ENDED
31ST MARCH, 2017**

PARTICULARS	For the year ended 31.03.2017		For the year ended 31.03.2016	
	₹		₹	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax & extra ordinary items		(45,700,892)		(30,559,984)
Adjustments for:				
Depreciation	9,327,855		15,189,213	
Profit/Loss on sale of Fixed Assets	17,952		-	
Impairment of Fixed Assets	2,927,550		185,694	
Provision for employee benefits	(61,000)		(488,505)	
Sundry Balance Written back	-		-	
Interest (net) & Dividend Income	102,378		370,394	
		12,314,735		15,256,797
Operating Profit before Working Capital Changes		(33,386,157)		(15,303,187)
Adjustments for:				
(Increase)/Decrease in Stock-in Trade	-		298,264	
(Increase)/Decrease in Trade and Other Receivables	(1,844,748)		1,129,202	
(Increase)/Decrease in Loans & Advances	611,677		100,360,108	
Increase/(Decrease) in Current Liabilities	428,841		5,195,102	
(Increase)/Decrease in Other Current Assets	103,325		155,553	
Increase/(Decrease) in Trade Payable	(1,443,832)		(474,335)	
(Increase)/Decrease in Miscellaneous Expenses (Assets)		(2,144,737)		106,663,894
Cash Generated From Operations		(35,530,893)		91,360,706
Income Tax Paid(net of refund)		-		-
Net Cash Inflow/(Outflow)before Extraordinary Items		(35,530,893)		91,360,706
Prior Period Adjustment		-		-
Net Cash flow From Operating Activities (A)		(35,530,893)		91,360,706
B. Cash Flow from Investing Activities:				
Purchase of Fixed Assets	(84,000)		(183,308)	
Sale of Fixed Assets	7,048		95,238	
Purchase Investments	2,449,919		(2,764,620)	
Investment in Capital WIP	5,500,347		(25,986,423)	
Interest (net) & Dividend Income				
Net Cash From Investment Activities (B)		7,873,314		(28,839,112)
C. Cash Flow from Financing Activities:				
Loan Taken During the year	235,892		211,340	
Loan Repaid During the year	27,764,916		(61,500,000)	
Net Cash Used in Financing Activities (C)		28,000,808		(61,288,660)
Net Increase / (Decrease) in Cash & Cash Equivalent (A+B+C)		343,228		1,232,934
Cash & Cash Equivalent as on 01.04.2016		2,749,372		1,617,893
Cash & Cash Equivalent as on 31.03.2017		3,092,600		2,850,827

As per our attached report of even date

For **SMMP & Associates**
Chartered Accountants**Sonal Parekh**
Partner

Mumbai, India Dated 30th May 2017

For and on behalf of the Board

Chairman Whole Time Director C.F.O. CS
Mumbai, India Dated 30th May 2017

Landmarc Leisure Corporation Limited
Notes forming part of the financial statements: 31st March 2017

Note 1 Significant Accounting Policies

1. Basis of Accounting

The financial statements have been prepared on an accrual basis of accounting and in accordance with the generally accepted accounting principles in India, provisions of the Companies Act, 2013 (the Act) and comply in material aspects with the accounting standards notified under the Act read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

2. Income Recognition

- (i) Management Consultancy fees and royalty are recognised on accrual basis.
- (ii) Income from wellness centre (SPA) activities is recognised on accrual basis. Discounts offered to the customers are shown separately as expenses.
- (iii) Sales (including licensing of Programs/ Films/ Movie rights) are recognised when the delivery is completed
- (iv) Interest income is recognised on a time proportion basis taking into account outstanding and applicable interest rates.
- (v) Dividend income is recognized on receipt basis.

3. Fixed Assets

- i) Fixed assets are stated at cost of acquisition /construction including all costs attributable to bringing the assets to their working condition, less accumulated depreciation.
- ii) Assets individually costing less than Rs. 5,000/- are fully depreciated in the year of purchase.
- iii) Pre-operative expenditure incurred during the construction period is capitalized under the relevant Fixed Asset, upon commencement of the commercial operations, in accordance with the generally accepted accounting principles.

4. Depreciation/Amortisation

- (i) Depreciation is provided on fixed assets as per the Straight Line Method at the rates and in the manner stipulated in Schedule XIV to the Companies Act, 2013 except for Mobile Handsets in respect of which, the Company adopts writing off the entire value in three years from the date of their acquisition (i.e., at 33 1/3% per annum). The Company estimates that the recoverable value at the end of specified period would be insignificant in respect of those assets.
- (ii) Satellite Rights in respect of a feature film are amortised in ten equal annual instalments.
- (iii) Leasehold improvements are amortized over the period of primary lease term (36 months).

5. Investments

All investments are classified as Long Term Investments and are carried at the cost of acquisition. Permanent diminution in the book value of long-term investments with reference to the market value and other relevant factors is recognized and charged to the Statement of Profit and Loss.

6. Borrowing Costs

Borrowing costs attributable to the acquisition/construction of a qualifying asset are capitalised as part of the cost of such assets, upto the period assets are ready for their intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

7. Accounting for Taxes on Income

Provision for Current tax is made as per the relevant provisions applicable under the Income Tax Act, 1961. Deferred tax asset/liability arising on account of timing difference and capable of reversal in subsequent periods is recognized using the tax rates and tax provisions that have been enacted or substantively enacted as at the Balance Sheet date.

8. Inventories

Body Care products and accessories are carried at the lower of the Cost or Net Realisable Value.

9. Retirement Benefits

Liability for Gratuity and leave encashment is provided for in the accounts on the basis of actuarial valuation.

10. Earnings per Share

Basic earning per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events of subsequent issue of shares.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

11. Impairment of Assets

The Company identifies assets to be impaired based on cash generating unit concept at the year end in terms of paragraphs 5 to 13 of the Accounting Standard -28 for the purpose of arriving at Impairment loss there on, if any, being the difference between the book value and recoverable value of relevant assets. Impairment loss when crystallizes is charged against the revenue of the year.

12. Contingent Liabilities and Provisions

Disputed liabilities and claims against the Company including claims raised by the revenue authorities pending in appeal for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes on accounts.

However, present obligation as a result of a past event with possibility of outflow of resources, when reliably estimated, is recognised in accounts, wherever applicable.

13. Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

LANDMARC LEISURE CORPORATION LTD

Notes forming part of the financial statements as at 31st March 2017

PARTICULARS	As at	As at
	31/03/2017	31/03/2016
	Amount (₹)	Amount (₹)
2 Share Capital		
Authorised		
994,000,000 Equity Shares of Rs.1/- each	994,000,000	994,000,000
(Previous Year 994,000,000 Equity Shares of Rs.1/- each)		
10,60,000 0 % Redeemable Cumulative Preference Shares of Rs.100/- each	106,000,000	106,000,000
(Previous Year 10,60,000 1 % Redeemable Cumulative Preference Shares of Rs.100/- each)		
	1,100,000,000	1,100,000,000
Issued, Subscribed and Paid-up		
800,000,000 Equity Shares of Re.1/- each fully paid up	800,000,000	800,000,000
(Previous Year 800,000,000 Equity Shares of Re.1/- each fully paid up)		
254000 0 % Redeemable Cumulative Preference Shares of Rs.100/- each fully paid up	25,400,000	25,400,000
(Previous Year 254000 1 % Redeemable Cumulative Preference Shares of Rs.100/- each fully paid up)		
	825,400,000	825,400,000

Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.

Equity Shares

Particulars	Number		Amt. (in Rs)	
	Number	Amt. (in Rs)	Number	Amt. (in Rs)
Shares outstanding at the beginning of the year	800,000,000	800,000,000	800,000,000	800,000,000
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	800,000,000	800,000,000	800,000,000	800,000,000
Preference Shares				
Particulars	Number	Amt. (in Rs)	Number	Amt. (in Rs)
Shares outstanding at the beginning of the year	254,000	25,400,000	254,000	25,400,000
Reclassified during the year into 0% Redeemable Cumulative Preference Shares	-	-	-	-
Shares outstanding at the end of the year	254,000	25,400,000	254,000	25,400,000

Details of shareholders holding more than 5% shares in the Company

Particulars	No. of		% of	
	Shares held	% of holding	Shares held	% of holding
Vidhi Holdings Pvt Ltd	299320466	37.42	299320466	37.42
Ethic Financial Service Pvt Ltd	56899517	7.11	56899517	7.11
Meritorious Financial Services Pvt Ltd	56899517	7.11	56899517	7.11
Akhilesh Investfin Pvt. Ltd.	96488263	12.06	96488263	12.06
Yashaswini Investments Company Pvt. Ltd.	94451400	11.81	94451400	11.81
Hanumesh Investments Pvt. Ltd.	82052483	10.26	82052483	10.26

3 Reserves & Surplus

Particulars	As at	
	31.03.2017	31.03.2016
Securities Premium	57,000,000	57,000,000
Statement of Profit & Loss		
Opening balance	(472,971,045)	(443,888,787)
Add: Profit/ (Loss) for the year	(45,700,892)	(29,082,258)
Less: Retained Earning	-	-
Less: Income tax of earlier years	(518,671,937)	(472,971,045)
	(461,671,937)	(415,971,045)

Notes forming part of the financial statements as at 31st March 2017

<u>PARTICULARS</u>	As at 31/03/2017 Amount (₹)	As at 31/03/2016 Amount (₹)
4 Long Term Borrowings		
Unsecured , Interest Free		
Loan from a related party	29,764,916	2,000,000
Others	-	-
	<u>29,764,916</u>	<u>2,000,000</u>
5 Deferred Tax Liability (Net)		
Deferred Tax Liability		
Related to Fixed Assets	-	535,862
Deferred Tax Assets		
Disallowance under the Income Tax Act, 1961	-	(535,862)
	<u>-</u>	<u>-</u>
6 Other Long-term Liabilities		
Rent Deposit	-	-
	<u>-</u>	<u>-</u>
5 Long term provisions		
Provision for Gratuity (unfunded)	55,877	144,434
Provision for Leave Encashment (unfunded)	62,387	42,586
	<u>118,264</u>	<u>187,020</u>
6 Short-term borrowings		
Un Secured		
Loan From Related Party	-	19,431,730
Loan From Others	21,114,000	1,344,000
	<u>21,114,000</u>	<u>20,775,730</u>
7 Trade payables		
For Goods	-	128,511
For Expenses	19,917,748	21,233,080
	<u>19,917,748</u>	<u>21,361,590</u>
8 Other current liabilities		
Current maturities of long term borrowing (Refer Note No. 4)	-	-
Other payables	1,494,362	877,409
Statutory dues payable	1,685,881	1,873,992
Advance from Customers	187,417	187,417
Other Advances	17,500,000	17,500,000
	<u>20,867,660</u>	<u>20,438,818</u>
9 Short term provisions		
Provision for Gratuity	198	2,618
Provision for Leave Encashment	14,720	4,544
Other Provision	22,922	22,922
	<u>37,840</u>	<u>30,084</u>
11 Pre-Operative Expenditure Pending Allocation		
Opening Balance	32,695,470	6,709,047
Add: Expenditure incurred during the year		
Advertisement & Promotion	5,247,001	-
Boarding & Lodging	271,004	1,484,533
Food & Refreshment	1,518,889	1,093,173
Other Related Expenses	1,151,506	247,537
Production Expenses	8,768,604	11,118,986
Release Expenses	3,752,018	-
Technician Fees	9,208,933	13,979,976
Travelling Expenses	595,697	177,553
Less: transferrd to profit & loss account	(36,013,999)	(2,115,335)
	<u>27,195,123</u>	<u>32,695,470</u>

Notes forming part of the financial statements as at 31st March 2017

Note - 10 :
Amount (in ₹)

FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01.04.2016	Additions / Capitalised	Deductions	As at 31.03.2017	Upto 01.04.2016	Provided for the year	Adjustment	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
I- Tangible Assets										
Computer & Printer	33,426,807	59,000	-	33,485,807	33,371,919	40,466	-	33,412,385	73,422	54,888
Electrical Equipments	3,191,119	-	-	3,191,119	1,925,306	348,863	437,809	2,711,978	479,141	1,265,813
Office Equipment	18,992,956	25,000	25,000	18,992,956	18,991,728	1,227	-	18,992,956	-	1,228
Plant & Machinery	5,351,475	-	-	5,351,475	3,720,955	1,142,151	488,369	5,351,475	-	1,630,520
Furniture & Fixures	34,272,376	-	-	34,272,376	28,689,952	3,799,845	1,773,366	34,263,162	9,214	5,582,425
LeaseHold Improvements	10,910,475	-	-	10,910,475	10,682,469	-	228,006	10,910,475	-	228,006
II- Inangible Assets										
Film Satellite Rights	40,000,000	-	-	40,000,000	20,023,492	3,995,302	-	24,018,794	15,981,206	19,976,508
TOTAL	146,145,207	84,000	25,000	146,204,207	117,405,820	9,327,855	2,927,550	129,661,225	16,542,982	28,739,387
Previous Year	147,889,840	183,308	731,078	147,342,069	103,863,613	15,189,213	450,144	118,602,682	28,739,387	-

Notes forming part of the financial statements as at 31st March 2017

PARTICULARS	As at 31/03/2017 Amount (₹)	As at 31/03/2016 Amount (₹)
12 Non-current investments		
Investment in Equity Shares		
Quoted, Non trade, Long Term, at cost		
Nil (2012: 5,000) Shares of Dlink Industries	-	
9,100 (2012: 9,100) Shares of Niryat Sam (Apparels) India Ltd.		
Cost	91,000	
Less: Diminution	72,800	18,200
9,600 (2012: 9,600) Shares of Ucil Leasing Ltd.		
Cost	96,000	
Less: Diminution	95,600	400
40,000 (2012: 40,000) Shares of Umred Agro Complex Ltd.		
Cost	1,000,000	
Less: Diminution	920,000	80,000
	-	98,600
Unquoted, Non trade, Long Term, at cost		
10,000 (2012: 10,000) Shares of Dewas Soya Ltd.	100,000	100,000
100 (2012: 100) Shares of Bombay Mercantile Bank Ltd	3,000	103,000
	201,600	201,600
13 Long term Loans and Advances		
(Unsecured, Considered good, unless stated otherwise)		
Deposits	300,042,004	300,042,004
	300,042,004	300,042,004
14 Current investments		
Quoted investment		
Investment in Mutual Fund		
64052.26 units of HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Daily Dividend(Reinvest) (NAV = Rs 6,49,669.30)	649,669	3,099,588
	649,669	3,099,588
15 Inventories		
(As taken valued and certified by a director):		
Finished Goods	5,282	5,282
	5,282	5,282
16 Trade receivables		
(Unsecured, Considered good)		
Outstanding for a period Less than six months	2,350,018	501770
Outstanding for a period exceeding six months	-	3,500
Considered Doubtful	1,540,000	1,540,000
Less: Provision for Doubtful Debts	(1,540,000)	(1,540,000)
Less: Written Off During the Year		
Other Debts	-	-
	2,350,018	505,270
17 Cash and cash equivalents		
Cash in Hand	91,982	62,380
Balance with Banks		
In Current account	1,200,618	2,686,992
In Deposit account (with maturities more than 3 months and less than 12 months)	1,800,000	3,000,618
	3,092,600	2,749,372

LANDMARC LEISURE CORPORATION LTD

Notes forming part of the financial statements as at 31st March 2017

<u>PARTICULARS</u>	<u>As at 31/03/2017 Amount (₹)</u>	<u>As at 31/03/2016 Amount (₹)</u>
18 Short-term loans and advances		
(Unsecured, Considered good)		
Other Short Term loans and advances:		
Advance Income Tax, TDS & Refund Receivable	175,503	873,421
Service Tax Credit Receivable	4,607,619	3,709,559
VAT Input Receivable	547,346	508,317
Advance to Suppliers	1,012,137	-
Other Advances	472,102	786,086
Business Advances	98,647,628	100,196,628
	<u>105,462,334</u>	<u>106,074,010</u>
19 Other Current Assets		
Prepaid expenses	6,880	110,205
	<u>6,880</u>	<u>110,205</u>
20 Revenue from operations		
Sales & Service Income	912,372	1,479,752
Less: VAT/ Service Tax Recovered/Discount allowed	(119,005)	793,367
Revenue form Films	9,326,894	(151,636)
Less: Service Tax Recovered	-	4,580,000
Royalty Fees	-	(580,000)
Less: Service Tax Recovered	-	3,545,806
	<u>10,120,261</u>	<u>8,470,766</u>
21 Other income		
Dividend	50,081	114,621
Interest	68,425	64,896
Sundry Balance w/Back	982,077	169,122
Miscellaneous Income	850	2,075
	<u>1,101,433</u>	<u>350,714</u>
22 Changes in Inventories		
Closing stock		
Finished Goods	5,282	5,282
Less:		
Opening stock	5,282	303,546
Finished Goods	-	298,264
23 Operational expenses		
Electricity Expenses	513,680	667,289
House Keeping & Laundry Charges	69,966	9,702
Rent Paid	-	3,142,650
Cost of Production	36,013,999	2,115,335
	<u>36,597,645</u>	<u>5,934,976</u>
24 Employee benefit expense		
Salaries to Staff	1,727,894	3,266,119
Contribution to Provident & Other Funds	146,714	262,443
Directors' Remuneration	620,000	750,000
Staff Welfare Expenses	-	25,610
	<u>2,494,608</u>	<u>4,304,172</u>
25 Financial Costs		
Bank Charges	36,943	38,458
Interest	16,128	549,911
	<u>53,071</u>	<u>588,369</u>

Notes forming part of the financial statements as at 31st March 2017

PARTICULARS	As at 31/03/2017 Amount (₹)	As at 31/03/2016 Amount (₹)
26 Other expenses		
Auditor's Remuneration	367,250	607,364
Sitting Fees	11,000	8,245
Conveyance	175,482	306,332
Postage and Telegrams	58,343	96,335
Telephone Expenses	54,843	120,008
Internet Charges	107,254	174,367
Impairment of Fixed Assets	2,927,550	185,694
Filing & Stamp Duty	145,627	177,086
Labour Charges	30,150	7,550
Loss On Sale Of Assest	17,952	-
Office Expenses	124,718	372,269
Legal & Professional Expenses	355,783	4,804,978
Lodging & Boarding	57,209	95,768
Retainership Charges	1,045,167	2,479,583
Rates & Taxes	803,793	1,176,114
Refreshments	193,201	208,457
Sundry Expenses	539,319	787,026
Swachh Bharat Cess	-	12,573
Social Media Expenses	319,449	122,340
Advertisement & Marketing Expenses	198,902	163,996
Membership & Subscription	111,484	41,684
Printing & Stationery	82,716	272,815
Provision for Doubtful Debts	-	210,000
Repairs & Maintenance	552,460	635,885
Foreign Exchanges Loss	6,626	-
	<u>8,286,278</u>	<u>13,066,469</u>

LANDMARC LEISURE CORPORATION LTD

Notes on Accounts (continued)

Note 27:- Computation of Earnings / (Loss) Per Share:

Particulars	Current Year	Previous Year
Amounts used as numerator – Profit/(Loss) for the year (Rs.)	(4,57,00,892)	(2,90,82,258)
Preference dividend	-	-
Amount available to Equity Shareholders	(4,57,00,892)	(2,90,82,258)
No. of Equity Shares used as denominator (Nos.)	80,00,00,000	80,00,00,000
Nominal value per Equity Share (Re.)	1.00	1.00
Earnings / (Loss) Per Share(Rs.)	(0.06)	(0.04)

Note 28:- Contingent liabilities

- Arrears of dividend on Redeemable Cumulative Preference Shares – Nil (Previous Year – Rs. Nil).
- Contingent Liabilities as may arise on account of non/delayed compliance of certain fiscal statutes – Amount unascertainable (Previous Year – Amount unascertainable).

Note 29:- 2,54,000 0% Redeemable Cumulative Preference Shares of Rs. 100/- each fully paid up amounting to Rs. 254.00 Lakhs due to be redeemable at 30th January 2013 (as extended previously) are further extended for redemption after 5 years i.e. up to 30th January 2018 pursuant to the provisions of section 106 of the Companies Act 1956.

Note 30:- Unsecured loans from a body corporate under the same group (interest free) are repayable on demand. Certain portion of the said loan is considered as long term debt by the Company, keeping in view the purpose and the tenure, as agreed upon with the lender body corporate.

Note 31:- a) The Company has provided liability for gratuity and leave encashment payable to its eligible employees as per actuarial valuation, in line with the recommendations of the Accounting Standard -15, Employee Benefits. Following are the details in respect of gratuity (Non-funded):

Statement of Profit and Loss

Net employee benefit expenses (recognized in Employee cost)

Particulars	31.03.2017 (Rs.)		31.03.2016 (Rs.)	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Current Service Cost	1,44,808	1,27,650	60,000	100,000
Total included in "Employee Benefit Expenses"	1,44,808	1,27,650	60,000	100,000

Balance Sheet

Details of provision for Gratuity & Leave Encashment

Particulars	31.03.2017 (Rs.)		31.03.2016 (Rs.)	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Liability at the end of the year	56,075	77,107	147,052	47,130
Amount in Balance Sheet	56,075	77,107	147,052	47,130

Changes in the present value of the defined benefit obligation are as follows:

Particulars	31.03.2017 (Rs.)		31.03.2016 (Rs.)	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Liability at the beginning of the year	1,47,052	47,130	4,47,007	2,35,680
Current Service Cost	1,44,808	1,27,650	60,000	1,00,000
Benefits paid/adjustment	2,35,785	97,673	3,59,955	2,88,550
Liability at the end of the year	56,075	77,107	1,47,052	47,130

Principal actuarial assumptions as at the Balance Sheet date:

Particulars	31.03.2017 (Rs.)		31.03.2016 (Rs.)	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Discount Rate	6.77%	6.77%	7.96%	7.96%
Expected Rate of Return on Assets	0%	0%	0%	0%
Salary Escalation Rate (p.a.)	7.50%	7.50%	6.00%	6.00%
Employee Attrition Rate	15.00%	15.00%	2.00%	2.00%
Retirement Age	60 Years	60Years	58 Years	58Years

Note 32:- In the earlier years, the Company has given an interest-free Security Deposit of Rs. 1,500 Lakhs to Shree Ram Urban Infrastructure Ltd. (SRUIL) as per Memorandum of Understanding (MoU) for establishment and running of wellness centre in the upcoming project of SRUIL, as per the terms of which the Company is entitled to share revenue with SRUIL/society for a specific period.

Note 33:- During the previous years, the Company has incurred Publicity and Promotion expenses including Satellite rights, in respect of a feature film amounting to Rs. 740.28 Lakhs, of which, the management is of the view that Rs. 400.00 Lakhs would represent the future economic benefit of the satellite rights and has accordingly capitalised the same under Intangible assets. Due to capitalising the same, the fixed assets are over stated to the extent of Rs. 159.81 Lakhs (Previous Year Rs. 199.76 Lakhs).

Note 34:- Based on a revenue sharing agreement entered into between the Company and SKM Real Infra Limited (formerly SKM Fabrics (Andheri) Ltd.) (SKM) the Company has given an interest free deposit of Rs. 25.13 Crores (Previous year – Rs. 23.75 Crores) in relation to the Wellness Academy and other allied activities being set up in the portion of commercial premises developed by SKM.

Note 35:- Certain balances under the heads of unsecured borrowing, Trade Receivables, Loans and Advances and Trade payables are subject to confirmation and consequential reconciliation, if any. The necessary adjustments in the respective accounts will be carried out in the year such reconciliation /confirmation takes place.

Note 36:- In the opinion of management, Current Assets, Loans and Advances are expected to realize at the values represented in the financial statements in the normal course of business and adequate provision has been made for all known liabilities.

Note 37:- Travelling expenses include Directors' Travelling expenses (foreign & domestic) of Rs. 0.24 Lakhs (Previous Year – Rs. 1.18 Lakhs).

Note 38:- a. No provision for Current tax for year has been considered, in view losses incurred by the Company during the year.

b. Deferred tax asset is not recognised in the Current year as it is considered to be virtually uncertain of realisation..

Note 39:- As per the requirements of Section 22, there are no Micro and Small Enterprise to whom the Company owes dues, which are outstanding more than 45 days as at 31st March, 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The same has been taken on the basis of information provided by the Company and relied upon by the Auditors.

Note 40:- Auditors' Remuneration:

(Rs. In Lakhs)

Particulars	Current Year	Previous Year
Audit Fees	1.30	1.25
Tax Audit Fees	1.00	0.75
Certification and other matters (Included under legal & professional fees)	0.75	4.07
Total	3.05	6.07

LANDMARC LEISURE CORPORATION LTD

Note 41:- Directors' Remuneration:

Remuneration of Directors (Including Managing Director) is as under: (Rs. In Lakhs)

Particulars	Current Year	Previous Year
Remuneration to Whole Time Director	6.20	7.50
Provident Fund Contribution	0.72	0.90
Sitting Fees paid to Directors	0.11	0.08
Total	7.03	8.48

Note 42:- Leased out Premises:

The Company does not have any premises on operating lease basis as on the end of the year.

Note 43:- The Company has identified three reportable Segments viz, Management Consultancy, Wellness business and Landmarc Films. Segments have been identified and reported taking into account nature of services rendered by the Company, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company, with the following additional disclosures for segment reporting:

Sr. No.	Particulars	Management Consultancy		Wellness Business		Landmarc Films		Unallocable		Total	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Segment Revenue										
	External Turnover	1.01	1.75	8.34	35.76	102.53	53.38	0.34	(2.68)	112.22	88.21
	Inter Segment Turnover	-	-	-	-	-	-	-	-	-	-
	Gross Turnover	1.01	1.75	8.34	35.76	102.53	53.38	0.34	(2.68)	112.22	88.21
	Less: VAT/ Service Tax Recovered	-	-	-	-	-	-	-	-	-	-
2	Net Turnover	1.01	1.75	8.34	35.76	102.53	53.38	0.34	(2.68)	112.22	88.21
	Segment Result before Interest and Taxes	(27.07)	(52.20)	(61.62)	(118.12)	(359.71)	(114.05)	(9.14)	(10.07)	(457.53)	(294.44)
	Less: Interest Expenses	0.03	11.39	-	-	0.13	0.41	-	-	0.16	11.81
	Add: Interest Income	0.50	0.59	-	-	0.18	0.06	-	-	0.68	0.65
	Add: Exceptional Item	-	-	-	-	-	-	-	-	-	-
	Profit Before Tax	(26.61)	(63.01)	(61.62)	(118.12)	(359.65)	(114.40)	(9.14)	(10.07)	(457.01)	(305.60)
	Current Tax	-	-	-	-	-	-	-	-	-	-
	Deferred Tax	-	-	-	-	-	-	-	(14.78)	-	(14.78)
	Profit After Tax	(26.61)	(63.01)	(61.62)	(118.12)	(359.65)	(114.40)	(9.14)	4.71	(457.01)	(290.82)
	Other Information										
3	Segment Assets	107.32	299.31	1,500.22	1,570.17	461.47	497.96	2,486.48	2,374.78	4,555.48	4,742.22
	Segment Liabilities	163.33	165.94	54.80	63.15	189.70	190.86	-	0.23	407.83	420.18
	Depreciation	0.10	0.43	40.67	77.05	52.51	74.41	-	-	93.28	151.89

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

b. Segment assets & liabilities represent assets & liabilities in respected segments. Tax related assets & other liabilities that cannot be allocated to a segment as a reasonable basis have been disclosed as "Unallocable".

The Company deals only in one geographical area i.e. India hence there is no secondary segment as reportable.

Note 44:- Related party Disclosure

(i) Key Management personnel

- (a) K.R.Mahadevan- Whole Time Director
- (b) Vidhi Kasliwal
- (c) Deepak R. Nangalia - Chief Financial Officer
- (d) Kamlesh Sondigala - Company Secretary

(ii) Relatives of Key Management Personnel

- (a) Vikas Kasliwal
- (b) Arnav Vikas Kasliwal
- (c) Dhruv Vikas Kasliwal
- (d) R S Kasliwal

(iii) Subsidiaries & Fellow Subsidiaries

None

(iv) Associates

None

(v) Enterprises over which key management personnel and their relatives exercise significant influence where the Company has entered into transactions during the year:

- a) Shree Ram Urban Infrastructure Limited
- b) AS Parivar
- c) Yashaswini Investment Company Pvt Ltd
- d) K U Enterprises Pvt Ltd
- e) Dhvani Terefabs Exports Pvt Ltd

(Rs in Lakhs)

Particulars	Key Management Personnel	Relative of KMP	Enterprises over which key management personnel & their relatives exercise influence	Closing Balances
Remuneration & Perquisites	12.66 (19.77)			1.57 (1.54)
Business Advance Taken		(115.00)	-	175.00 (175.00)
Travelling Expenses	0.23 (0.14)	-	-	
Unsecured Loans Repaid	-	-	196.32 (175.00)	297.65 (241.02)
Unsecured Loans taken	-	-	279.65 (139.36)	
Deposits				

Notes:

- (a) Related party relationships are as per the information provided by the Company and relied upon by the auditors.
- (b) Previous year's figures are given in brackets.

LANDMARC LEISURE CORPORATION LTD

Note 45:- Disclosure as regards Accounting Standard-29 (Provisions, Contingent Liabilities and Contingent Assets). (Rs in Lakhs)

Particulars	Opening balance as on 01-04-2016	Provision during the year	Payment / Adjustment during the year	Closing Balance as on 31-03-2017
Provision for Gratuity	1.47	1.45	2.36	0.56
Provision for Leave Encashment	0.47	1.28	0.98	0.77

Note 46:- SBN Reporting

Particulars	SBNs		Other denominations notes		Total	
	Denomination	Amount	Denomination	Amount	Denomination	Amount
Closing cash in hand as on 08.11.2016	1000	50,000			1000	50,000
	500	50,000			500	50,000
			100	100,000	100	100,000
			50	26,000	50	26,000
			20	40	20	40
			10	10	10	10
			2	14	2	14
		100,000		126,064		226,064
Transactions between 9th November 2016 and 30th December 2016						
Add: Withdrawal from bank accounts	2000	264,000			2000	264,000
		-	100	10,000	100	10,000
		264,000		10,000		274,000
Add: Receipts for permitted transactions		-		-		-
Add: Receipts for non-permitted transactions		-		-		-
Less: Paid for permitted transactions	2000	250,000			2000	250,000
			100	50,000	100	50,000
			50	550	50	550
			20	20	20	20
			2	8	2	8
		250,000		50,578		300,578
Less: Paid for non-permitted transactions		-		-		-
Less: Deposited on bank accounts	1000	50,000		-	1000	50,000
	500	50,000		-	500	50,000
		100,000		-		100,000
Closing cash in hand as on 30.12.2016						

Note 47:- The Company has written off Fixed assets worth Rs. 29.28 lakhs of Wellness Spa business in current financial year based on the physical verification carried out as at the year. The same is grouped under the head other expenses.

Note 48:- In the previous year, the Company vide circular resolution date 25th January 2016 and in accordance with provision of section 2(41) and other applicable provision of the Companies Act, 2013 has filed an application to Register of Companies for extension of the financial year for preparation of accounts covering a period of 15 months i.e. from 1st January 2015 to 31st March 2016 in view to Comply with the Companies Act 2013 where in it is required to have a uniform accounting year.

Note 49:- In the previous year the Company has changed its accounting year from January to March the previous financials have been made for 15 Months i.e. 1st January, 2015 to 31st March, 2016 and hence the amounts of the current year are not comparable with the previous year. Previous year figures have been grouped / regrouped as current year financials.

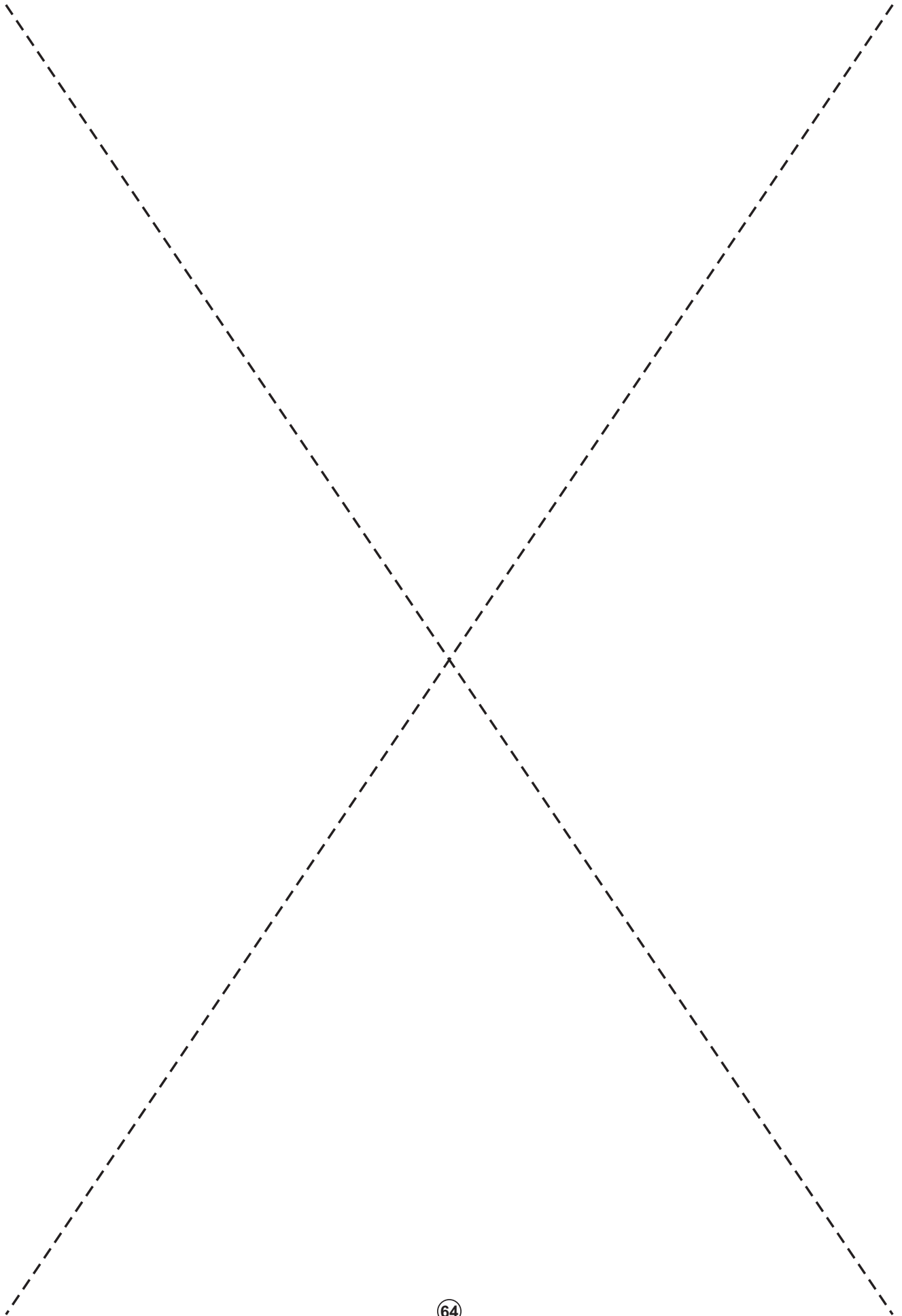
Note 50:- In the previous year the Company has completed its assignment to make a documentary on making of "Memoirs of Prem Ratan Dhan Payo" and in the Current year Company has Completed its assignment of making of film "Vazandar" and hence the Preoperative expenses of the same have been transferred to statement of profit and loss account of the respective financial years. Details of the same are given below.

Name of Project	Memoirs of Prem Ratan Dhan Payo	Vazandar
Particulars	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Net Revenue	40.00	64.27
Cost of Production		
Advertisement & Promotion	-	65.27
Boarding & Lodging	-	14.15
Food & Refreshment	0.43	10.24
Other Related Expenses	0.07	17.61
Production Expenses	4.91	85.70
Release Expenses	-	31.88
Technician Fees	15.30	124.82
Travelling Expenses	0.44	10.47
Total	21.15	360.14
Net Profit/(Loss)	18.85	(259.87)

For and on behalf of the Board

Mumbai,
Dated 30th May 2017

Chairman Whole Time Director C.F.O. CS



LANDMARC LEISURE CORPORATION LIMITED

CIN NO: L65990MH1991PLC060535

"AVADH" Avadhesh Parisar, Shree Ram Mills Premises, G.K.Marg, Worli, Mumbai-400018

TEL.:22-61404900/ 61669190 FAX : 22-61669193

• E-mail : grievances@llcl.co.in • Website: www.llcl.co.in

ANNUAL GENERAL MEETING ON 26TH SEPTEMBER, 2017**ATTENDANCE SLIP**

(To be handed over at the entrance of the Meeting Hall)

Sr. No.

Name and Address of the Shareholder	
Joint holder(s)	
Regd. Folio/DP ID & Client ID	
Number of Shares held	

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the Twenty Sixth Annual General Meeting of the Company being held on Tuesday, September 26, 2017 at 10.00 a.m. at Victoria Memorial School, Opp. Tardeo A.C Market, Tardeo Road, Mumbai-400 034.

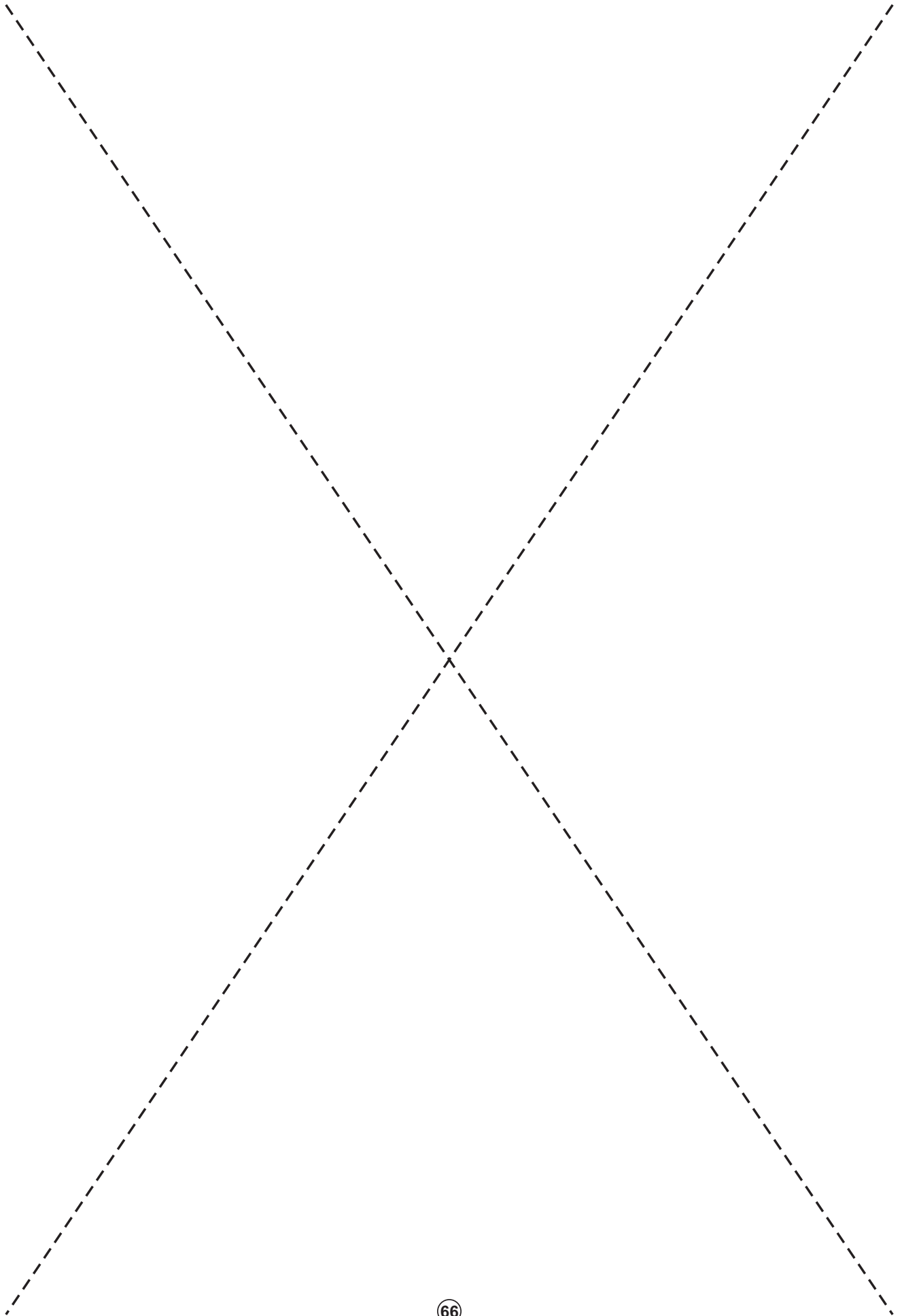
Name of the Shareholder(s)/Proxy(s)
(in **BLOCK** Letters)

Signature of the Shareholder(s)/Proxy(s)

Note: Shareholder/Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance of the venue of the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/ PIN



LANDMARC LEISURE CORPORATION LTD

LANDMARC LEISURE CORPORATION LIMITED

CIN NO: L65990MH1991PLC060535

"AVADH" Avadhesh Parisar, Shree Ram Mills Premises, G.K.Marg, Worli, Mumbai-400018

TEL.:22-61404900/ 61669190 FAX : 22-61669193

• E-mail : grievances@llcl.co.in •Website: www.llcl.co.in

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered Address:

E-mail Id:

Folio No. / Client Id:

DP ID:

I / We, being the Member(s) of..... shares of the above named Company hereby appoint:

1. Name :

Address:

E-mail Id :Signature:or failing him

2. Name :

Address:

E-mail Id :Signature:or failing him

3. Name :

Address:

E-mail Id :Signature:or failing him

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Sixth Annual General Meeting of the Company, to be held on Tuesday, September 26, 2017 at 10.00 a.m. at Victoria Memorial School, Opp. Tardeo A.C Market, Tardeo Road, Mumbai – 400 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution
Ordinary Business	
1.	Adoption of audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2.	Re-appointment of Ms. Vidhi Vikas Kasliwal (DIN: 00332144) as a Director retiring by rotation.
3.	Appointment of M/s. S K H D & Associates, Chartered Accountants (Firm Registration Number – 105929W) as Statutory Auditors of the Company.
Special Business	
4.	Appointment of Mr. Anand Padmanabha Palaye (DIN: 07639932) as an Independent Director of the Company.
5.	Approve the limit of Borrowings pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.
6.	Approve the Related Party Transactions as specified under 188(1)(a) to 188(1)(g) and as per SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

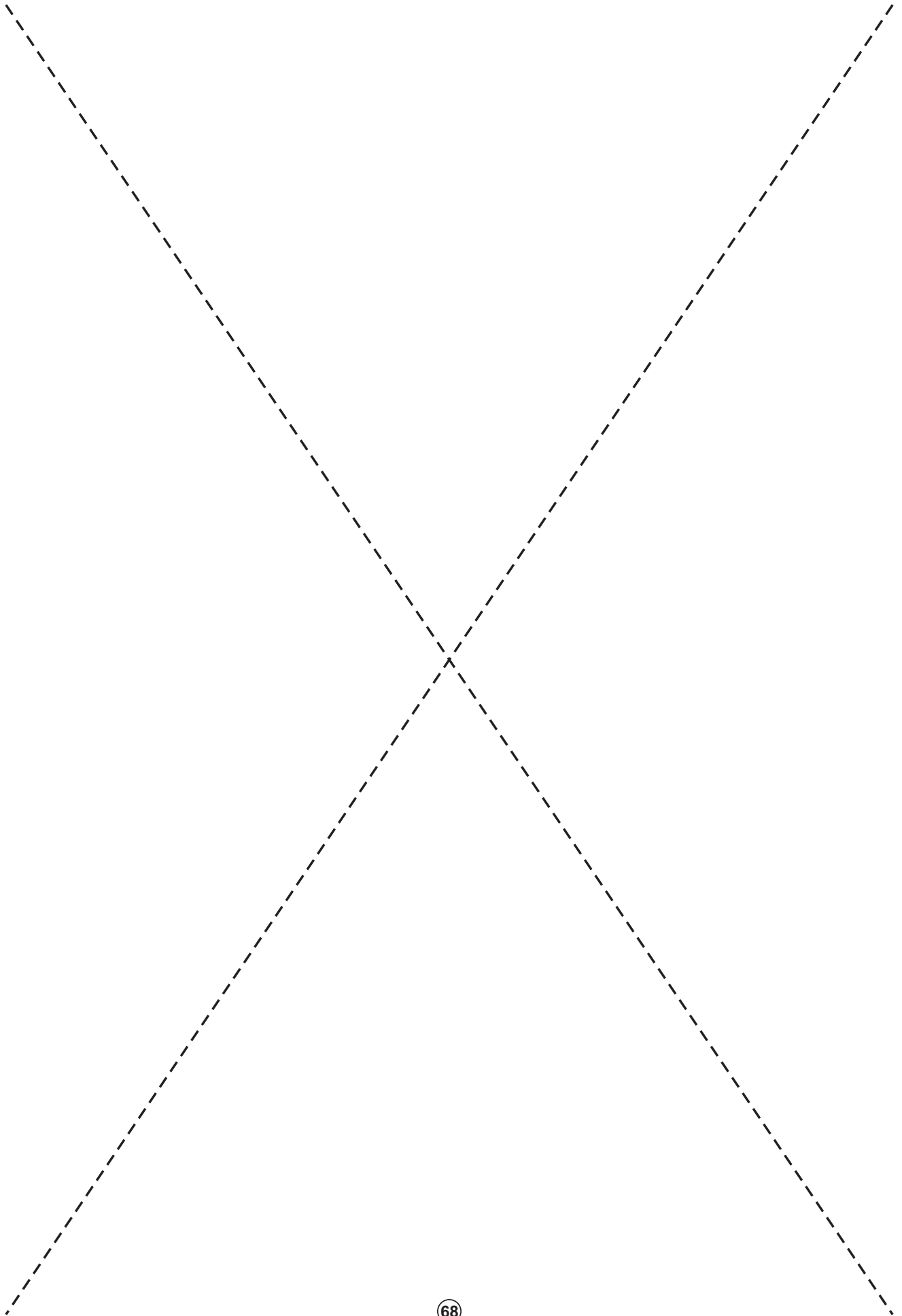
Signed this day of September, 2017

Signature of the Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



LANDMARC LEISURE CORPORATION LIMITED

CIN NO: L65990MH1991PLC060535

"AVADH" Avadhesh Parisar, Shree Ram Mills Premises, G.K.Marg, Worli, Mumbai-400018

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FORM NO. MGT-12**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

Sr.No.	Particulars	Details
1.	Name of the first Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Equity

I / We hereby exercise my / our vote in respect of the following resolutions to be passed at the Twenty Sixth Annual General Meeting (AGM) of the Company to be held on **Tuesday, September 26, 2017** at **10.00 a.m.** in respect of businesses as stated in the Notice dated August 02, 2017, by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate boxes given below:

Sr.No.	Item No.	No. of shares held	I / We assent to the resolution [FOR]	I / We dissent to the resolution [AGAINST]
1.	Adoption of audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.			
2.	Re-appointment of Ms. Vidhi Vikas Kasliwal (DIN: 00332144) as a Director retiring by rotation.			
3.	Appointment of M/s. S K H D & Associates, Chartered Accountants (Firm Registration Number - 105929W) as Statutory Auditors of the Company.			
4.	Appointment of Mr. Anand Padmanabha Palaye (DIN: 07639932) as an Independent Director of the Company.			
5.	Approve the limit of Borrowing pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013			
6.	Approve the Related Party Transactions as specified under 188(1)(a) to 188(1)(g) and as per SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015			

Place:

Date:

Signature of the Shareholder

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. The Ballot Form is provided for the benefit of the members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting i.e. either through e-voting or by ballot or by physically voting at the AGM. If a member casts multiple votes, then voting done through e-voting shall be considered valid. In case a member casts votes by ballot and also physically votes at the AGM, then the votes cast by ballot shall be considered valid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system, the votes cast by ballot and the votes cast on poll at the AGM to declare the final result for each of the resolutions forming part of the Notice of the AGM.
4. Please complete and sign the Ballot Form and send it so as to reach the Scrutinizer Mr. Virendra Bhatt, Practising Company Secretary (Membership No. ACS: 1157) on or before 25th September, 2017 [5.00 p.m. IST]. No other form or photocopy thereof is permitted.
5. Ballot Forms received after 25th September, 2017 shall be strictly treated as if the reply from the members has not been received.
6. The Ballot Form should be signed by the member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney holder (POA) may vote on behalf of a member, mentioning the registration no. of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of votes by Ballots not permitted through proxy.
7. In case the shares are held by companies, trusts, etc., the duly completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / Authorization.
8. Votes should be cast in case of each resolution, either in favor or against by putting the tick (?) mark in the appropriate column provided in the Ballot Form.
9. The voting rights of the shareholders shall be in proportion of the share held by them in the paid-up equity share capital of the Company as on 19th September, 2017 and as per the Register of Members of the Company.
10. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in serial no. 4 above.
11. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms shall be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which make it difficult for the Scrutinizer to identify either the member or as to whether the votes are cast in favor of or against or if the signature cannot be verified.
12. The decision of the Scrutinizer on the validity of a Ballot Form shall be final and binding.

BOOK POST

To.

if undelivered please return to:

Bigshare Services Pvt. Ltd.
E/2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (E), Mumbai - 400 072