

## 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

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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](http://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

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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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• 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.</li><li>• 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.</li></ul>
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"><li>• 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.</li></ul>

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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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

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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**

**Place: Mumbai.  
Date: 02<sup>nd</sup> August, 2017**

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

## Route Map

