
COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To

The Board of Directors

Landmarc Leisure Corporation Ltd

CIN: L65990MH1991PLC060535

303, Raaj Chamber, 115 R.K. Paramhans Marg (Old Nagardas Road),
Near Andheri Station Subway, Andheri - East, Mumbai - 400069

I, Nithish Bangera, proprietor of NVB & Associates, Practising Company Secretary have been appointed in the board meeting dated May 20, 2025, by Landmarc Leisure Corporation Ltd (hereinafter referred to as 'Company'), having CIN L65990MH1991PLC060535 and having its Registered Office at 303, Raaj Chamber, 115 R.K. Paramhans Marg (Old Nagardas Road), Near Andheri Station Subway, Andheri - East, Mumbai - 400069, Maharashtra to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, issue, offer and allot, on a preferential basis 18,00,00,000 equity shares of face value of INR 1/- (Rupee One only) each ("Equity Shares") for cash, at an issue price of Rs. 1.11/- (Rupees One and Eleven Paise only) per Equity Share (including a premium of INR 0.11/- per Equity Share), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of upto Rs. 19,98,00,000/- on such terms and conditions and in such manner as may be finalized by the Board, to the Proposed Allottee. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on May 20, 2025.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottees;

- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price is May 21, 2025
- vi. The statutory registers of the Company and List of shareholders issued by RTA:
 - a. to note that the equity shares are fully paid up
 - b. None of the proposed allottees hold any shares in the Company are in dematerialised form.
- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;
- viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees during the 90 trading days preceding the relevant date;
- ix. Permanent Account Numbers of the proposed allottees
- x. Draft notice of postal ballot, Explanatory Statement
 - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
 - b. to verify the lock-in period as required under Regulation 167 of the Regulations
 - c. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- xi. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 1.11
- xii. Verified the relevant statutory records of the company to confirm that:
 - a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority, if any.
 - b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of

Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

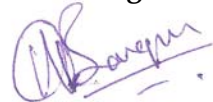
Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

**For NVB & Associates
Practising Company Secretaries**



**Nithish Bangera
Proprietor**



**COP no. 16069
M. No. 12268**

**Place: Mumbai
Date: May 21, 2025**

**UDIN: A012268G000401184
Peer Review No.: 1692/2022**

Annexure IV

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 18,00,00,000 Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Nithish Bangera, proprietor of NVB & Associates, Practising Company Secretary have verified the relevant records and documents of **Landmarc Leisure Corporation Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) Below mentioned proposed allottees does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.

- 1. Aplaya Fashion Limited
- 2. Chintan Mehta
- 3. M Entertainment Private Limited
- 4. Franklin Leasing and Finance Limited
- 5. Great Fin Leasing & Credit Limited
- 6. Gyandeep Financial Advisory Private Limited
- 7. Starrose Dealer Private Limited
- 8. Vandana Agarwal
- 9. Vishnu Kumar Agarwal

- c) None of the allottee holds any share in the company hence there is no lock-in for the pre-preferential shareholding in accordance with Regulation 167 (6) SEBI (ICDR) Regulations,

2018. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Total Number of Shares:

Sr. No.	Name of Proposed Allottee	Quantity	Pre-preferential holding	Lock-in details	
				From	To
1.	Aplaya Fashion Limited	-	-	-	-
2.	Chintan Mehta	-	-	-	-
3.	M Entertainment Private Limited	-	-	-	-
4.	Franklin Leasing and Finance Limited	-	-	-	-
5.	Great Fin Leasing & Credit Limited	-	-	-	-
6.	Gyandeep Financial Advisory Private Limited	-	-	-	-
7.	Starrose Dealer Private Limited	-	-	-	-
8.	Vandana Agarwal	-	-	-	-
9.	Vishnu Kumar Agarwal	-	-	-	-

- d) None of the proposed allottees belonging to promoter(s) or the promoter group. And is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the

NVB & Associates

1316, Dalamal Towers,
Free Press Journal Marg,
Nariman Point, Mumbai 400 021

Practising Company Secretaries
Mob. +91 8097793779
Email – nithish@nvba.in

company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.

- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2025-26 is more than 5% of the post issue fully diluted share capital of the issuer.

For NVB & Associates
Practising Company Secretaries



Nithish Bangera
Proprietor

COP no. 16069
M. No. 12268

Place: Mumbai
Date: May 21, 2025

UDIN: A012268G000402121
Peer Review No.: 1692/2022

Annexure V

To,
The Chief General Manager
Listing Operation, BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment 18,00,00,000 Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

1. I, Nithish Bangera, proprietor of NVB & Associates, Practising Company Secretary, hereby certify that the minimum issue price for the proposed preferential issue of Landmarc Leisure Corporation Limited, based on the pricing formula prescribed under Regulation 164 / 165 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs. 1.11/- per share.
2. The relevant date for the purpose of said minimum issue price is May 21, 2025.
3. The workings for arriving at such minimum issue price or valuation report from Independent Registered Valuer have been attached herewith.
4. The highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date on BSE Limited
5. We hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

OR

~~We hereby certify that the Articles of Association of the issuer provides for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018 then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Accordingly, we have calculated the floor price which worked out as Rs. _____. [kindly provide the detailed working of the same]~~

NVB & Associates

1316, Dalamal Towers,
Free Press Journal Marg,
Nariman Point, Mumbai 400 021

Practising Company Secretaries
Mob. +91 8097793779
Email – nithish@nvba.in

For NVB & Associates
Practising Company Secretaries



Nithish Bangera
Proprietor

COP no. 16069
M. No. 12268

Place: Mumbai
Date: May 21, 2025

UDIN: A012268G000402163
Peer Review No.: 1692/2022