

LANDMARC

Leisure Corporation Limited

Corporate Identification No. (CIN): L65990MH1991PLC060535

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

Tel: 022-61669190; **Email:** grievances@llcl.co.in;

Website: www.llcl.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Notice is hereby given to the members of Landmarc Leisure Corporation Limited (the “**Company**”) that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re- enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of remote electronic voting (“**remote e- voting**”).

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022, 03/2022 dated May 5, 2022, 10/22 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (the “**MCA Circulars**”), SEBI Circular No. EBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (the “**SEBI Circulars**”), and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. **May 16, 2025**.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through Central Depository Services Limited (“**CDSL**”), to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. **May 16, 2025** will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The remote e- voting period commences on Thursday, May 22, 2025, at 10:00 a.m. and ends on Friday, June 20, 2025, at 5:00 p.m. The remote e-voting module shall be disabled by CDSL

for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company's website at www.llcl.co.in, website of stock exchanges (BSE Limited) at www.bseindia.com and website of CDSL at www.cdslindia.com

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice.

The Board of Directors on Tuesday, May 20, 2025, has appointed M/s NVB & Associates, (COP No. 16069), Practicing Company Secretary, as scrutinizer (the **"Scrutinizer"**) to conduct the postal ballot e-voting process in a fair and transparent manner.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer's Report will be made available on the website of the Company at <https://llcl.co.in/> and website of CDSL at www.cdslindia.com and shall also be intimated to the stock exchange(s), where the shares of the Company are listed. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. June 20, 2025. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

ITEM OF SPECIAL BUSINESSES REQUIRING CONSENT OF MEMBERS THROUGH POSTAL BALLOT IS AS UNDER

Special Business:

Item No. 1

TO APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time ("SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time ("SEBI Listing Regulations"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), BSE Limited (the "Stock Exchange") on which equity shares of the Company is listed and/ or any other competent authorities (hereinafter collectively referred to as "Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members")

be and is hereby accorded to create, offer, issue and allot up to 18,00,00,000 (Eighteen Crores) Equity Shares having a face value of Re. 1/- (Rupee One Only) at an issue price of Rs. 1.11/- (One Rupee and Eleven Paise only) per Equity Share, determined in accordance with Chapter V of SEBI ICDR Regulations, by way of preferential allotment to the below mentioned persons ("Proposed Allottees"), aggregating to Rs. 19,98,00,000/- (Rupees Nineteen Crores Ninety Eight Lakh Only) ("Consideration") by way of preferential allotment to the below mentioned persons ("Proposed Allottees").

The details of the Proposed Allottees and the maximum number of equity shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name	Category	No. of Equity Shares proposed to be issued
1	Aplaya Fashion Limited	Non-Promoter	92,00,000
2	Chintan Mehta	Non-Promoter	92,00,000
3	M Entertainment Private Limited	Non-Promoter	2,51,00,000
4	Franklin Leasing and Finance Limited	Non-Promoter	2,75,00,000
5	Great Fin Leasing & Credit Limited	Non-Promoter	3,70,00,000
6	Gyandeep Financial Advisory Private Limited	Non-Promoter	2,75,00,000
7	Starrose Dealer Private Limited	Non-Promoter	1,85,00,000
8	Vandana Agarwal	Non-Promoter	1,30,00,000
9	Vishnu Kumar Agarwal	Non-Promoter	1,30,00,000
TOTAL			18,00,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of determining floor price of Equity Shares shall be **Wednesday, May 21, 2025**, being the date 30 days prior to the date on which the meeting of Members is being held i.e. **Friday, June 20, 2025**, to consider the proposed preferential issue;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer letter in Form PAS-4 as prescribed under the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT pursuant to the provisions of Section 42, 62(1)(c) and any other related provisions of the Act and rules and regulations made thereunder, the members hereby accord their approval to the record of private placement offer to be maintained by the Company in Form PAS-5 with details of the Proposed Allottees to whom Equity Shares are proposed to be offered on a preferential allotment basis by way of private placement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and to finalize and execute all deeds, documents and writings as may

be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

Item No. 2

TO APPROVE RE-APPOINTMENT OF MR. MAHADEVAN RAMANATHAN KAVASSERY (DIN: 07485859) AS A WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) AND APPROVAL OF HIS REMUNERATION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the provisions of Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, and such other permissions, sanction(s) as may be required, and in line with the recommendation of the Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Mahadevan Ramanathan Kavassery (DIN: 07485859) as a Whole-Time Director and Chief Financial Officer (CFO) of the Company with effect from April 12, 2025 for a period of three years i.e. upto April 11, 2028, to perform duties assigned to him by the Board of Directors from time to time on such terms and conditions as may be mutually decided by and between the Board and Mr. Mahadevan Ramanathan Kavassery;

RESOLVED FURTHER THAT on the recommendation of Audit Committee and Nomination & Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for payment of remuneration amounting to Rs. 7,68,000/- per annum (excluding Perquisites) to Mr. Mahadevan Ramanathan Kavassery. The remuneration payable to Mr. Mahadevan Ramanathan Kavassery may be revised from time to time by the Board of Directors that may be formed for this purpose.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Director, the above remuneration excluding the commission amount payable on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion, deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

Registered Office:

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

Website: www.llcl.co.in

Email: grievances@llcl.co.in

By Order of the Board of Directors
For LANDMARC LEISURE CORPORATION LIMITED

Sd/-

K. R. Mahadevan
Whole Time Director
DIN: 07485859
Mumbai, May 20, 2025

Notes:

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant Rules made thereunder, setting out material facts is annexed herewith hereto.
2. **In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members,** whose email addresses are registered with the Company or with the depository(ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, May 16, 2025. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with Bigshare Services Pvt. Ltd, Registrar and Transfer Agent of the Company, by writing them on info@bigshareonline.com.
3. The Notice shall also be uploaded on the website of the Company at www.llcl.co.in and on the website of Central Depository Services Limited ("CDSL") at www.cdslindia.com and on the website of BSE Limited at www.bseindia.com All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Friday, May 16, 2025 being the 'cut-off date' fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purpose only.
6. **The voting period will commence from Thursday, May 22, 2025 at 10:00 a.m. IST and ends on Friday, June 20, 2025 at 5:00 p.m. IST. The e-voting module shall be disabled by CDSL for voting thereafter.**
7. The Board of Directors of the Company has appointed M/s. NVB & Associates, Practicing Company Secretary (ACS 12268, CP 16069), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Whole- Time Director of the Company or any person authorized by them. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting i.e. on or before Tuesday, June 24, 2025. The Resolutions, if passed by requisite majority shall be deemed to have been passed on, Friday, June 20, 2025, being the last date specified by the Company for e-voting.
9. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.llcl.co.in and on the website of CDSL at www.cdslindia.com

10. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/S Bigshare Services Pvt. Ltd, Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059, Email: info@bigshareonline.com in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
11. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to nithish@nvba.in with a copy marked to helpdesk.evoting@cdslindia.com

PROCEDURE FOR REMOTE E-VOTING

- a. The remote e-voting period commences from 10:00 a.m. (IST) on Thursday, May 22, 2025, and ends at 05:00 p.m. (IST) on Friday, June 20, 2025. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, May 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e- voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- c. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- d. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 10:00 a.m. (IST) on Thursday, May 22, 2025, and ends at 05:00 p.m. (IST) on Friday, June 20, 2025. 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 Friday, May 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by

	<p>sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant LANDMARC LEISURE CORPORATION LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; grievances@ilcl.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Registered Office:

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

Website: www.llcl.co.in

Email: grievances@llcl.co.in

By Order of the Board of Directors
For LANDMARC LEISURE CORPORATION LIMITED

Sd/-

K.R. Mahadevan

Whole Time Director

DIN: 07485859

Mumbai, May 20, 2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO**Item No. 1****To Approve Issue of Equity Shares on Preferential Basis:**

The growing business of our Company requires funds for its various requirements. The Company thinks that one way of achieving this would be through the preferential allotment of Equity Share. Members may note that the Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used for Expansion of Business and working capital and general corporate purpose.

Accordingly, the Company proposes to issue up to 18,00,00,000 (Rupees Eighteen Crores Only) Equity Shares of face value of Re. 1/- (Rupee One Only) each ("Subscription Shares"), at a minimum issue price of issue price of Re. 1.11/- (One Rupee and Eleven Paise only) each payable in cash, subject to higher price computed under ICDR regulations for cash on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter. The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue the Subscription Shares on preferential basis. The relevant details and other material facts in connection thereto are provided hereunder:

1) *The object / purpose of the preferential issue:*

The Company is undertaking an issue and allotment of up to 18,00,00,000 (Eighteen Crores) Equity Shares, the proceeds of which will be primarily used for Expansion of Business and working capital and general corporate purpose.

2) *The total number of Equity Share or other securities to be issued:*

The Board intends to offer, issue and allot up to 18,00,00,000 (Eighteen Crores) Equity Shares of the Company having face value of Re.1/- (Rupee One Only) each.

3) *The price or price band at/within which the allotment is proposed:*

The Company proposes to offer, issue and allot Subscription Shares at minimum issue price of Re. 1.11/- (One Rupee and Eleven Paise only) per Equity Share each payable in cash, as computed under ICDR regulations computed as on relevant date i.e., May 21, 2025.

4) *Relevant date with reference to which the price has been arrived at:*

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the

above mentioned allottees is May 21, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. June 20, 2025)

5) Name and address of Valuer who performed valuation:

According to Regulation 166A of SEBI (ICDR), Regulation, any preferential issue, which may result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

As the regulation is applicable to proposed issue, the company has taken valuation report from Mr. Ajaykumar Sukhadiya (Registered Valuer) having registered office at Office no. 03, 2nd Floor, Rajendra Park CHS Ltd, Station Road, Goregaon (W), Mumbai- 400062 and the same report is available on the website of Company at link <https://llcl.co.in/>

The Relevant Date for purpose of Valuation shall be considered as May 21, 2025.

6) Amount which the Company intends to raise by way of issue of Equity Shares:

Minimum issue price of Re. 1.11/- (One Rupee and Eleven Paise only) per Equity Share each payable in cash, subject to higher price computed under ICDR regulations computed as on relevant date i.e., Wednesday, May 21, 2025.

7) Basis on which the price has been arrived at along with report of the registered valuer:

The Equity Shares of the Company are listed on BSE Limited. The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations. In case of infrequently traded shares, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies as per the provisions of ICDR regulations.

In terms of the provisions of Regulation 165 of the SEBI ICDR Regulations, the Company has obtained a valuation report before the relevant date from an independent registered valuer for determining the price. The price determined through Valuation report by Mr. Ajay Kumar Sukhadiya, Registered Valuer (IBBI/RV/06/2020/12814) i.e., Re. 1.11/- per equity share. The said report is available on the website of the Company at <https://llcl.co.in/>.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees minimum issue price of Re. 1.11/- (Rupee One and Eleven Paise Only) per Equity Share each payable in cash as per relevant date.

8) The class or classes of persons to whom the allotment is proposed to be made:

Sr. No	Name of the proposed Allottee	Category
1	Aplaya Fashion Limited	Non-Promoter
2	Chintan Mehta	Non-Promoter
3	M Entertainment Private Limited	Non-Promoter
4	Franklin Leasing and Finance Limited	Non-Promoter
5	Great Fin Leasing & Credit Limited	Non-Promoter

6	Gyandeep Financial Advisory Private Limited	Non-Promoter
7	Starrose Dealer Private Limited	Non-Promoter
8	Vandana Agarwal	Non-Promoter
9	Vishnu Kumar Agarwal	Non-Promoter

9) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

No person from Promoters or Promoters Group, directors or key managerial personnel or senior Management of the company is intending to subscribe to the offer. The proposed allotment of Equity shares is also to be made to the proposed allottees as mentioned in the resolution who are belonging to the category other than promoters – Public Category.

10) The proposed time within which the allotment shall be completed:

The Company will complete the allotment pursuant to the Preferential Issue within a period of 15 (fifteen) days from the date when the Shareholders' Resolution approving this Preferential Issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

11) The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottee:

Details of the proposed allottee*

Name of the proposed Allottee	Category	Number of Equity Shares	Pre-issue Shareholding		Post-issue Shareholding	
			Pre-issue Holding	% of Total Equity Capital	Post-issue Holding	% of Total Equity Capital
Aplaya Fashion Limited	Non-Promoter	92,00,000	0	0	92,00,000	0.94
Chintan Mehta	Non-Promoter	92,00,000	0	0	92,00,000	0.94
M Entertainment Private Limited	Non-Promoter	2,51,00,000	0	0	2,51,00,000	2.56
Franklin Leasing and Finance Limited	Non-Promoter	2,75,00,000	0	0	2,75,00,000	2.81
Great Fin & Leasing	Non-Promoter	3,70,00,000	0	0	3,70,00,000	3.78

Credit Limited						
Gyandeep Financial Advisory Private Limited	Non-Promoter	2,75,00,000	0	0	2,75,00,000	2.81
Starrose Dealer Private Limited	Non-Promoter	1,85,00,000	0	0	1,85,00,000	1.89
Vandana Agarwal	Non-Promoter	1,30,00,000	0	0	1,30,00,000	1.33
Vishnu Kumar Agarwal	Non-Promoter	1,30,00,000	0	0	1,30,00,000	1.33
Total		18,00,00,000	0	0	18,00,00,000	18.39

**The post preferential percentage of shareholding has been calculated assuming 18,00,00,000 Equity Shares are allotted.*

12) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

13) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

14) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

Not Applicable

15) Pre and Post Issue Shareholding pattern of the Company*:

Sr. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares held	%	No. of Shares held	%
A	Promoters and Promoters Group holding				
1	Indian				
	a) Individuals/HUF	2,75,99,966	3.45%	2,75,99,966	2.82%
	b) Others (Body Corporate)	57,23,12,612	71.54%	57,23,12,612	58.40%
2	Foreign				

	Sub-Total (A)	59,99,12,578	74.99%	59,99,12,578	61.22%
B	Non-Promoters / Public holding				
1	Institutional Investors				
2	Non-Institution				
	a) Individuals				
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	4,76,08,720	5.95%	4,76,08,720	4.86%
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	9,07,79,193	11.35%	12,59,79,193	12.86%
	b) Foreign Companies				
	c) Body Corporate (others)	5,37,58,257	6.72%	19,85,58,257	20.26%
	d) Clearing Member				
	e) NRI	17,87,755	0.22%	17,87,755	0.18%
	f) Any Other	61,53,497	0.77%	61,53,497	0.63%
	Sub-Total (B)	20,00,87,422	25.01%	36,70,87,422	38.78%
	Total (A)+(B)	80,00,00,000	100.00%	98,00,00,000	100.00%

**The post preferential percentage of shareholding has been calculated assuming that 18,00,00,000 Equity Shares are allotted*

16) Identity of the Natural Person who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottee:

Sr. No.	Name	Ultimate Beneficial owners
1.	Aplaya Fashion Limited	1. Vandana Agarwal 2. Vishnu Kumar Agarwal
2.	M Entertainment Private Limited	1. Pomila Gupta 2. Sunil Gupta
3.	Franklin Leasing and Finance Limited	1. Sujata Das
4.	Great Fin Leasing & Credit Limited	1.Vivek Gupta 2.Asis Banerjee
5.	Gyandeep Financial Advisory Private Limited	1. Kalpana Agarwal 2. Kabrimal Agarwal
6.	Starrose Dealer Private Limited	1. Soni Shaw 2. Bablu Shaw

17) Undertakings:

- a) The Company shall re-compute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- b) As the equity shares have been listed on a recognized Stock Exchange(s) for a period less than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is applicable.
- c) As the equity shares have been listed on a recognized Stock Exchange(s) for a period more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is applicable.

18) Practicing Company Secretary Certificate:

The certificate from M/s. NVB & Associates, Practicing Company Secretaries certifying that the proposed preferential issue is being made in accordance with the requirements contained in Chapter V the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the website of the Company which can be accessed at the link www.lcl.co.in

19) Lock-in Period:

The Subscription Shares allotted pursuant to the Preferential Issue to Non-Promoter be subject to applicable lock-in and transfer restrictions under Regulation 167 and 168 of the ICDR Regulations.

20) Other disclosures

- a) The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Subscription Shares is for a cash consideration.
- d) Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

- e) Neither the Company nor any of its directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

21) Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower.

None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

22) Status of the allottee

Name of Allottee	Current Status	Proposed Status
Aplaya Fashion Limited	-	Public
Chintan Mehta	-	Public
M Entertainment Private Limited	-	Public
Franklin Leasing and Finance Limited	-	Public
Great Fin Leasing & Credit Limited	-	Public
Gyandeep Financial Advisory Private Limited	-	Public
Starrose Dealer Private Limited	-	Public
Vandana Agarwal	-	Public
Vishnu Kumar Agarwal	-	Public

The consent of the Members is sought for the issue of Equity Share in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's Equity Shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out in the accompanying Notice.

None of the Directors, Manager, and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

Notes:

- (1) The pre-issue shareholding pattern is as on the basis of latest shareholding pattern filed for the quarter ended March 31, 2025.
- (2) Post shareholding structure may change depending upon any other corporate action in between.

Item No. 2**TO APPROVE RE-APPOINTMENT OF MR. MAHADEVAN RAMANATHAN KAVASSERY (DIN: 07485859) AS A WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) AND APPROVAL OF HIS REMUNERATION**

Based on the recommendation of the Nomination and Remuneration Committee in its meeting held on April 11, 2025 and the Board of Directors in its meeting held May 20, 2025 respectively, approved the appointment of Mr. Mahadevan Ramanathan Kavassery (DIN: 07485859) as a Whole-Time Director and Chief Financial Officer of the Company for a period of 3 years upto April 11, 2028.

He is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has given all the necessary declarations and confirmation including their consent to be appointed on the Board of the Company.

The Directors shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies Act, 2013.

The Company also seeks the approval of the members by way of special resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the re-appointment of Mr. Mahadevan Ramanathan Kavassery (DIN: 07485859) as a Whole- Time Director and Chief Financial Officer of the Company with the fixation of remuneration not exceeding Rs. 7,68,000 /-. The revision in remuneration would be effective from April 1, 2025.

In term of the requirements as per sub-clause (IV) of the proviso to sub paragraph (B) of Paragraph (1) of Section II of Part II of Schedule V to the Act, the brief profile of Mr. Mahadevan Ramanathan Kavassery is given hereinunder:

Mr. K.R. Mahadevan has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint him as a Whole-time Director and Chief Financial Officer of the Company.

Mr. Mahadevan Ramanathan Kavassery is a Diploma in AC has varied industry experience of nearly 33 years mostly in the entertainment industry. He is looking after the day-to-day management of the Company as Whole-time Director of the Company.

The board proposes the resolution No. 2 for the approval of the Members.

Memorandum of Interest:

Except for Mr. Mahadevan Ramanathan Kavassery none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 2 respectively.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below for Mr. Mahadevan Ramanathan Kavassery

I. General Information

1. **Nature of Industry:** The Company is in the business of wellness, education and entertainment sectors. The company is into production of films.
2. **Date or expected date of commencement of commercial production:** February 27, 1991
3. **In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
4. **Financial Performance based on given indicators**

Particulars	2023-24	2022-23
Revenue from Operations	49.55	106.69
Other Income	2.69	0.87
Total Income	52.24	107.56
Less: Expenses	126.53	458.03
Net Profit/Loss Before Tax	(74.29)	(350.47)
Current Tax	0.47	-
Net Profit/Loss After Tax	(74.76)	(350.47)

5. **Foreign Investments and Collaborations:** The Company has not made any Foreign Investments nor entered into any collaborations during the last year

II. Information about the Appointees

1. **Background Details:** Mr. Mahadevan Ramanathan Kavassery is a Diploma in AC has varied industry experience of nearly 30 years mostly in the entertainment industry. He is looking after the day-to-day management of the Company as Whole-time Director of the Company

2. **Past remuneration:** Mr. Mahadevan Ramanathan Kavassery (DIN: 07485859) – Rs. 7,19,040 /- per annum.

3. **Shareholding:** Mr. Mahadevan Ramanathan Kavassery (DIN: 07485859) – NIL

4. **List of Directorship held in other Companies:** Mr. Mahadevan Ramanathan Kavassery (DIN: 07485859) – NIL

5. **Recognition and Awards:** Not Applicable

6. **Job profile Suitability:** Mr. Mahadevan Ramanathan Kavassery is a Diploma in AC has varied industry experience of nearly 33 years mostly in the entertainment industry. He is looking after the day-to-day management of the Company as Whole-time Director of the Company.

7. **Remuneration proposed:** As stated herein above

8. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Mahadevan Ramanathan Kavassery, the remuneration proposed to be paid commensurate with the remuneration packages paid to their similar counterparts in other companies.

9. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. Mahadevan Ramanathan Kavassery, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors. Also except this Company he does not receive remuneration from any other company.

III. Other Information

1. Reasons of inadequate profits:

The Company is into film production and is unable to generate enough revenue from distribution of film.

2. Steps taken or proposed to be taken for improvement

The company proposes to enter into other area of entertainment to increase its revenue.

3. Expected increase in productivity and profits in measurable terms:

Company proposes to venture into newer market and area of entertainment

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel will be mentioned in the Annual Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2025.

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; - Salary and Travel allowance
- (ii) details of fixed component and performance linked incentives along with the performance criteria; - No performance linked incentives
- (iii) service contracts, notice period, severance fees; and - Notice Period - 3 Months and No Severance Fees;
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable – Not Applicable

Registered Office:

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

Website: www.llcl.co.in

Email: grievances@llcl.co.in

By Order of the Board of Directors
For LANDMARC LEISURE CORPORATION LIMITED

Sd/-
K.R. Mahadevan
Whole Time Director
DIN: 07485859
Mumbai, May 20, 2025