
LANDMARC LEISURE CORPORATION LIMITED

Annual Report 2020-21

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LANDMARC LEISURE CORPORATION LIMITED

Reg. Office: 303, Raaj Chamber, 115 R.K. Paramhans Marg, (Old Nagardas Road),
Near Andheri Station Subway, Andheri – East, Mumbai – 400 069.

CIN: L65990MH1991PLC060535 | **Website:** www.llcl.co.in

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Landmarc Leisure Corporation Limited will be held on Thursday, 30th September, 2021 at 11.00 a.m. at 303, Raaj Chamber, 115 R.K. Paramhans Marg (Old Nagardas Road), Near Andheri Station Subway, Andheri East Mumbai - 400069 in view of the COVID-19 pandemic, the Annual General Meeting will be convened through Video Conferencing ("VC")/Other Audio-Visual Means ("OVAM") in compliance with the applicable provisions of Companies Act, 2013 and the rules notified there unto to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNT

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

2. APPOINTMENT OF MRS. VIDHI KASLIWAL (DIN: 00332144) AS NON-EXECUTIVE - NON INDEPENDENT DIRECTOR

To appoint a director in place of Mrs. Vidhi Kasliwal (DIN: 00332144) as non-executive - non independent director who retires by rotation and being eligible, offer herself for reappointment.

3. REAPPOINTMENT OF AUDITORS

"RESOLVED THAT pursuant to the provision of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. S K H D & Associates, Chartered Accountants (Firm Registration Number 105929W), be and are hereby reappointed as the Statutory Auditors of the Company to hold office for a further period of five (5) financial years (for FY 2021-2022 till FY 2025-2026);

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, directors 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 to give effect to this resolution."

SPECIAL BUSINESS:

4. REAPPOINTMENT OF MR. RUDRA NARAIN JHA (DIN: 00033291) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provision of Section 149, 196 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Rudra Narain Jha be and is hereby re-appointed as Independent Director of the Company for a further period of 5 (five) years, i.e. from April 12, 2022 to April 11, 2026.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

5. REAPPOINTMENT OF MR. SWETAMBER DHARI SINHA (DIN: 00040488) AS NONEXECUTIVE DIRECTOR

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

“**RESOLVED THAT** pursuant to the provision of Section 149, 196 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Swetamber Dhari Sinha be and is hereby re-appointed as nonexecutive Director of the Company for a further period of 5 (five) years, i.e. from June 17, 2022 to June 16, 2026.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

6. REAPPOINTMENT OF MR. MAHADEVAN RAMANATHAN KAVASSERY (DIN: 07485859) AS EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 196 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Mahadevan Ramanathan Kavassery be and is hereby reappointed as executive of the Company for a period of Three (3) years with effect from April 12, 2022 to April 11, 2025, with a remuneration of Rs. 59,920/- and on such terms and conditions as may be decided by the Board and Mr. Mahadevan Ramanathan Kavassery”

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

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

Place: Mumbai
Date: 14 August, 2021

**Mr. Mahadevan Kavassery
Whole Time Director**

NOTES:

1. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
2. The Company has appointed **NVB & Associates**, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process.
3. The result of the e-voting shall be declared by the Board of directors of the company.
4. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2021 to September 26, 2021 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
6. The e-voting period begins on September 27, 2021 at 10.00 a.m. and ends on September 29, 2021 at 5.00 p.m. During this period, shareholders' of the Company, holding shares as on the cut-off date i.e. September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
7. All documents referred to in this notice are open for inspection at the Registered Office of the Company between 11.00 am to 4.00 pm on any working day till the date of AGM.
8. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.
9. Pursuant to proviso to Regulation 40(1) of the Regulations, effective 1st April 2019, the Company is not permitted to process requests for transfer of securities, other than transmission or transposition of names in physical form. So, persons holding shares in physical form are requested to take actions for dematerialization of their holdings to ensure hassle free transactions in the shares.
10. Members may avail nomination facility in respect of their holdings. Those holding shares in physical format obtain the nomination form from the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
11. Members may note that as per the Secretarial Standard 2 notified by the Government, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting and hence there will be no distribution of packaged items in connection with the meeting.

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

Place: Mumbai
Date: August 14, 2021

**Mr. Mahadevan Kavassery
Whole Time Director**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4: Reappointment of Mr. Rudra Narain Jha (Din: 00033291) As An Independent Director**

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as Independent Directors. Mr. Rudra Narain Jha is an Independent Director of the Company. He was appointed w.e.f. April 12, 2022 for a further period of five years, i.e. upto April 11, 2026. The Board of Directors, recommended the reappointment of Mr. Rudra Narain Jha as an Independent Director of the Company for a period of five years, i.e. from April 12, 2022 to April 11, 2026, without any remuneration and not liable to retire by rotation. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice in writing for reappointment of Mr. Rudra Narain Jha as an Independent Director. The Board has undertaken due diligence of Mr. Rudra Narain Jha to determine his eligibility for appointment as Independent Director on the Board, based upon her qualification, expertise, track record, integrity etc.

Further, in the opinion of the Board, Mr. Rudra Narain Jha fulfills the conditions specified in the Act and the rules made there under, and that he is independent of management.

Profile of Mr. Rudra Narain Jha:

Mr. Rudra Narain Jha, is a graduate, and has over than a decade years of extensive experience in administration and management. He is not related to any other Director of the Company and is also not a Director in any other listed Company. He or his relatives do not hold any shares in the Company.

He is member of Audit committee, Nomination and remuneration committee and stakeholder grievance committee of the company

Memorandum of Interest:

Except Mr. Rudra Narain Jha, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution. The Board recommends passing the Resolution set out in the notice by way of Special Resolution to reappoint Mr. Rudra Narain Jha as Independent Director of the Company.

Item No. 5: Reppointment of Mr. Swetamber Dhari Sinha (Din: 00040488) As Non executive Director

Mr. Swetamber Dhari Sinha is reappointed as nonexecutive Director of the Company. He was reappointed w.e.f. June 17, 2022 for a further period of five years, i.e. upto June 16, 2026. The Board of Directors, recommended the reappointment of Mr. Swetamber Dhari Sinha as non executive Director of the Company for a further period of five years, i.e. from June 17, 2022 to June 16, 2026, without any remuneration and not liable to retire by rotation. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice in writing for reappointment of Mr. Swetamber Dhari Sinha as non executive. The Board has undertaken due diligence of Mr. Swetamber Dhari Sinha as nonexecutive to determine his eligibility for appointment as nonexecutive Director on the Board, based upon his qualification, expertise, track record, integrity etc.

Further, in the opinion of the Board, Mr. Swetamber Dhari Sinha fulfills the conditions specified in the Act and the rules made there under, and that he is independent of management.

Profile of Mr. Swetamber Dhari Sinha:

Mr. Swetamber Dhari Sinha, is a graduate, and has over than a decade years of extensive experience in administration and management. He is not related to any other Director of the Company and is also not a Director in any other listed Company. He or his relatives do not hold any shares in the Company.

He is member of Audit committee, Nomination and remuneration committee and stakeholder grievance committee of the company

Memorandum of Interest:

Except Mr. Swetamber Dhari Sinha, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution. The Board recommends passing the Resolution set out in the notice by way of Special Resolution to reappoint Mr. Swetamber Dhari Sinha as non executive Director of the Company.

Item No. 6: Reappointment of Mr. Mahadevan Ramanathan Kavassery (Din: 07485859) as Executive Director

The Board of Directors reappointed Mr. Mahadevan Ramanathan Kavassery as executive Director of the Company for a further period of three year with effect from April 12, 2022 to April 11, 2025, with a remuneration of Rs. 59,920/- and on such terms and conditions as may be decided by the Board and Mr. Mahadevan Ramanathan Kavassery and not liable to retire by rotation. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice in writing for reappointment of Mr. Mahadevan Ramanathan Kavassery as executive Director of the Company

Profile of Mr. Mahadevan Ramanathan Kavassery:

Mr. Mahadevan Ramanathan Kavassery has over than a decade years of education and entertainment sector. He is not related to any other Director of the Company and is also not a Director in any other listed Company. He or his relatives do not hold any shares in the Company.

Memorandum of Interest:

Except Mr. Mahadevan Ramanathan Kavassery, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the above resolution.

The Board recommends passing the Resolution set out in the notice by way of special resolution to reappoint Mr. Mahadevan Ramanathan Kavassery as executive Director of the Company with a remuneration of Rs. 59,920/- and on such terms and conditions as may be decided by the Board and Mr. Mahadevan Ramanathan Kavassery.

Dear Shareholder(s),

This is to inform you that the Company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new SEBI listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this, we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form, you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No.

PAN

E-mail ID

Telephone No.

Name and Signatures

Thanking you,

Yours Faithfully,

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

Place: Mumbai
Date: August 14, 2021

**Mr. Mahadevan Kavassery
Whole Time Director**

E-voting guidelines

The instructions for e-voting are as under:-

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 & January 13, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.llcl.co.in The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on September 27, 2021 at 10.00 a.m. and ends on September 29, 2021 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 i.e. September 23, 2021 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.

- (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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholder	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 held 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings 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 Shareholders holding shares in Demat Form and Physical Form
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	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.
OR Date of Birth (DOB)	<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 as mentioned in instruction (v).

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 Ltd** 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. 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required 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@llcl.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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1.The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- 2.The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3.Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4.Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5.Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6.Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7.Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at grievances@llcl.co.in The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at grievances@llcl.co.in These queries will be replied to by the company suitably by email.
- 8.Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

DIRECTORS' REPORT

To,

The Members of **Landmarc Leisure Corporation Limited**

Dear Shareholders,

Your Directors have pleasure in presenting their 30th Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March, 2021.

KEY FINANCIAL HIGHLIGHTS

(Rs. In Lakhs)

PARTICULARS	For the year ended 31.03.2021 (Audited)	For the year ended 31.03.2020 (Audited)
Total Income	3.02	124.54
Profit / Loss before Tax	(74.51)	(3.9)
Less: Provision for Taxation / Current Taxation Deferred Tax (Asset) / Liability	(2.96)	0.00
Profit After Tax	(71.55)	(3.9)
Other comprehensive Income	0.00	0.28
Earning per Equity shares:		
Basic	(0.01)	(0.00)
Diluted	(0.01)	(0.00)

FINANCIAL SUMMERY

The Company earned a Total Income of Rs. 3.02 Lakhs during the FY 2020-21, as compared to the Total Income of Rs. 124.54 Lakhs earned in the previous FY 2019-20. The Company's profit after tax for the Financial Year ended March 31, 2021 stood at Rs. (71.55) Lakhs as against a profit after tax of Rs. (3.9) Lakhs in the previous year.

DIVIDEND

The Board of Directors expressed their inability to recommend any dividend on equity shares for the year ended March 31, 2021.

CHANGES IN THE NATURE OF BUSINESS

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

BUY-BACK / SWEAT EQUITY / BONUS SHARES

The Company has neither bought back its shares nor has issued any sweat equity or Bonus shares during the year under review.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

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

EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the Employees.

CHANGE OF THE REGISTERED OFFICE OF THE COMPANY

There is no change in the registered office of the company.

SHARE CAPITAL

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

TRANSFER TO RESERVE

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

PUBLIC DEPOSITS

During the year, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

BOARD MEETINGS

The Board met five times during the financial year 2020-21. The details of the Board meetings are given in the Corporate Governance Report which forms part of this Annual Report. The intervening gap between any two Meetings was within the period prescribed under the Companies Act, 2013.

COMMITTEES OF THE BOARD OF DIRECTORS

Details of Committees of Board of Directors along with their terms of reference, composition and meetings held during the year, are included in the Corporate Governance Report, which forms part of this Annual Report. All the recommendations made by the Audit Committee were accepted by the Board.

INDEPENDENT DIRECTOR'S MEETING

The Board of Directors of the Company meets once in every Financial Year without the presence of Executive Directors and Management of the Company. The role of the Directors is as per the provisions of Companies Act, 2013 as well as the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CORPORATE GOVERNANCE REPORT

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts for the financial year ended 31st March, 2021 on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and

- that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board is in accordance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, with an appropriate combination of Executive Director, Non-Executive Directors and Independent Directors. The complete list of Directors of the Company has been provided as part of the Corporate Governance Report.

- a) During the year under review, Ms. Sanjoli Agarwal ceased to be Company Secretary w.e.f July 8, 2020
- b) During the year under review, Mr. Harshil Chheda was appointed as Company Secretary w.e.f November 12, 2020 and resigned w.e.f. May 22, 2021
- c) Subsequent to the year under review, Mr. Deepak Nangalia ceased to be CFO w.e.f June 30, 2021

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted the declaration of Independence, pursuant to the provisions of Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INTERNAL AUDITOR

M/s Rupal Motani & Associate is the Internal Auditor of the Company for the FY 2020-21. The Internal Auditor was appointed for a period of Five years from FY 2019-20 to FY 2023-24.

STATUTORY AUDITORS

M/s. S K H D & Associates, Chartered Accountants (Firm Registration Number – 105929W), were reappointed as the Statutory Auditors of the Company to hold office for a further period of five consecutive years from the conclusion of 31st Annual General Meeting until the conclusion of 36th Annual General Meeting pursuant to Section 139 of the Companies Act, 2013. Accordingly, M/s. S K H D & Associates, Chartered Accountants continues to hold the office of Statutory Auditors for the Financial Year 2025-26. The Statutory Auditors' Report to the Members for the year under review is qualified.

STATUTORY AUDITOR'S QUALIFICATION

The following were the qualified opinion stated by auditor in its report:

1. non-provision for doubtful Security deposit given by the Company and non-availability of confirmation, as the said Company has gone into Liquidation and liquidator has been appointed amounting to Rs. 1500 Lakhs, having consequential impact on the Loss for the year, Deposits and Provisions to the said extent
2. non reorganization of interest income on security deposit given to two parties as mutually agreed with both the body corporate amounting to Rs 73.76 Lakhs and Rs 295.91 Lakhs for the quarter and year ended respectively and total interest income not recognized since the time the said security deposit has been given by the Company amounting to Rs 4,528.76 Lakhs. Further the company has not provided till the date for rentals payable to the said Company amounting to Rs. 898.37 lakhs for the premises being used in lieu of the un-received interest income, rental expenses, loss and Deposit to the said extent.
3. the Company has during the quarter and year ended has not carried out Actuarial valuation as per the recommendations of Ind AS 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and instead provided for Gratuity on accrual basis as per Management Estimates. The amount of shortfall in such provision is currently unascertainable

since the Actuarial Valuation was not carried out. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.

4. no provision has been made towards doubtful recovery considered by us of pro rata security deposit (interest free) amounting Rs 1,218.28 Lakhs representing deposit given against unutilized vacant space forming part of the total deposit given by the Company in terms of the agreement having year-end balance of Rs 2,218.28 Lakhs, which is higher than space occupied by the Company, the management has also evaluated the deposit for the space occupied by them which should be approximately 1,000 Lakhs, thereby non provision against the excess deposit is having consequential impact on the Loss for the year which has been understated and Deposits which has been overstated to the extent of Rs. 1,218.28 Lakhs.
5. The company has paid an amount of Rs. 83.84 Lakhs to vendors from whom the services have been availed and bills are pending to be received. The said bills pertain to a film project which is under development however the impact of such on Capital work in progress and Advance to vendors in presently unascertainable in absence of bills.

MANAGEMENT RESPONSE ON QUALIFICATION

The Auditors' Report on the financial statement for the current year is self-explanatory, therefore does not require any further explanation.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143

There are no frauds reported by the Statutory Auditors of the Company under Section 143 (12).

SECRETARIAL AUDITOR

In terms of the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. Tariq Budgujar & Co, Practicing Company Secretaries, as Secretarial Auditors to conduct Secretarial Audit of the Company for the financial year 2020-21. The Secretarial Audit Report is annexed to this Report. The Secretarial Auditor's Report to the Members for the period under review is qualified.

SECRETARIAL AUDITOR'S QUALIFICATION

The following were the qualified opinion stated by auditor in its report:

1. SEBI had passed a Confirmatory Order dated June 05, 2018 confirming the Interim Order whereby the directions issued by Bombay Stock Exchange (BSE) dated December 22, 2017 to the Company for conducting Forensic Audit was to be considered. However, the Company has filed an appeal to the Hon'ble Securities Appellate Tribunal (SAT) on July 26, 2018 in this regard. In the hearings carried on October 11, 2018, SAT has rejected the request for stay on the forensic audit & directed to co-operate with the Forensic Auditor appointed by BSE on 22.12.2017. The Company has provided some details to the Forensic Auditor and further working on the requirements given by Forensic Auditor. The Company had a hearing before SAT on 08.02.2019 and the matter stands over to next hearing dated 12.03.2019 in which the Company and SEBI are directed to bring out the latest position relating to the ongoing forensic audit. Further, in the hearing dated 25.04.2019, an undertaking was given by BSE officials that the Forensic Audit Report will be issued before 15.06.2019. However the said report was not received by the Company. The Company, its current & then Directors along with CFO's have received a Notice from SEBI regarding the details furnished by Forensic Auditor to SEBI on 17.02.2020 and a legal counsel has been hired by the Company to respond on it. Response was filed by the Legal Counsel and a hearing was fixed for December 9, 2020 with WTM of SEBI for the same. Officials of the Company had attended the hearing with the Legal Counsel on December 9, 2020 and the matter is pending with SEBI. The Company had thereafter filed a Settlement application to SEBI on February 26, 2021, however the same was returned by SEBI vide its letter dated March 30, 2021. The Company has re-submitted

Settlement Application giving justification to the reason for rejecting the Settlement scheme with SEBI on April 6, 2021 and is awaiting revert on the same.

2. The Listed Entity has not paid listing fees to the Recognized Stock Exchange.

MANAGEMENT RESPONSE ON QUALIFICATION

The secretarial Audit report for the current year is self-explanatory, therefore does not require any further explanation and listing fees has not paid due to financial crises faced by the company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees or made investment beyond the limits mentioned under the provisions of Section 186 of the Companies Act, 2013. Details of loans granted, guarantees provided and investments made by the Company are provided under Notes forming part of financial statements.

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

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

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were in the ordinary and normal course of the business and at arm's length basis.. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with interest of the Company at large. The Company has formulated a Policy on Related Party Transaction and the same is available at the Company's website - www.llcl.co.in. The details of the related party transactions as per Indian Accounting Standards (Ind AS)- 24 are set out under Notes to the Financial Statements forming part of this report.

RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

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

VIGIL MECHANISM/WHISTLE BLOWER POLICY

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

CORPORATE SOCIAL RESPONSIBILITY

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

NOMINATION AND REMUNERATION POLICY

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

PARTICULARS OF EMPLOYEES

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

MANAGEMENT DISCUSSION AND ANALYSIS

The Company has made its mark in producing Marathi and documentary films which have been appreciated by the general public. It has produced a Marathi film and is planning it to be released very shortly. The company has also won awards in several categories at national and international level for its Marathi feature films. It also has plans to make feature films and web series in Hindi and other regional languages. The management discussion and analysis report is annexed to this Report.

INTERNAL FINANCIAL CONTROLS

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

WTD/ CFO CERTIFICATE:

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

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

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, the directors' individually as well as the evaluation of the working of its Committees. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee

meetings based on their knowledge, level of preparation and effective participation in Meetings, understanding of their roles as directors, etc. A separate meeting of the Independent Directors was also held during the year for the evaluation of the performance of non-independent Directors, performance of the Board as a whole and that of the Chairman. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed. The Directors expressed their satisfaction with the evaluation process.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

There is no proceedings pending under the insolvency and bankruptcy code, 2016 during the year

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

There is no one time settlement done with bank or any financial institution.

IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTORS REPORT SHALL EXPLAIN THE REASON THEREOF;

The company's script is suspended due to non-payment of annual listing fees.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Nothing is due and transferable

COVID-19 AND ITS IMPACT

During the year under review the covid-19 pandemic developed rapidly globally thereby forcing the government to enforce complete lock-down since March 24, 2020 of almost all economic activities except essential services which are allowed to operate with limited staff strength during the lock down period your company continued its operations by strictly adhering to the minimal staff strength requirement and maintaining social distance and other precautions as per government directions. The pandemic has drastically effected the operations and the financials of the company.

REGISTRATION WITH INDEPENDENT DIRECTORS DATABANK

The Independent directors of the company are yet to be registered with Independent director databank.

GENERAL

1. The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.
2. The Whole Time Director has not received any commission from the Company.
3. During the year under review, there were no reported instances of cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has in place a policy for prevention, prohibition and redressal of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure which is displayed on the website of the Company - www.llcl.co.in.
4. The Company has complied with the Secretarial Standards issued by The Institute of

Company Secretaries of India.

ACKNOWLEDGEMENTS

Your Directors would like to convey their appreciation to all the employees for their efforts and contribution during the year. Your Directors would like to thank and place on record their appreciation for the continued support and co-operation provided to your Company by its Shareholders, customers, suppliers, regulatory authorities, Auditors and its bankers.

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

Date: August 14, 2021
Place: Mumbai

**S. D. Sinha
Chairman
DIN: 00040488**

**REPORT ON CORPORATE GOVERNANCE
FOR THE YEAR ENDED ON 31ST MARCH, 2021**

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

Board of Directors:

- I. The Board of Directors of the Company ("Board") has an optimum combination of Executive and Non-Executive Directors with not less than fifty percent being Non-Executive Directors. The Board also comprises of one woman Director. The Composition and Category of the Board of Directors as on 31st March, 2021 are as follows:

Name of the Director	Designation	Executive/Non-Executive/ Independent
Mr. S.D. Sinha	Chairman	Non-Executive
Mr. K.R. Mahadevan	Whole-Time Director	Executive
Ms. Vidhi Kasliwal	Director	Non-Executive
Mr. R.N. Jha	Director	Non-Executive Independent
Mr. Jaljeet Kiran Ajani	Director	Non-Executive Independent

- II. During the financial year 2020-21, five meetings of the Board of Directors were held on the following dates: 08th July 2020, 31st July 2020, 14th September 2020, 12th November 2020 and 11th February 2020. The gap between two consecutive Board Meetings did not exceed one hundred and twenty days. **In view of MCA circular dated March 24, 2020. The gap between 2 board meetings exceeded 120 days, however, the same has been granted exemption in view of the current pandemic situation**

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

- III. The details of Directorship and Membership/Chairmanship of the committees of the Board held by the Directors as on 31st March, 2021 and their attendance at the meeting during the year are as follows:

Name of the Director	No. of Board Meetings held during the F.Y. 2020-21	No. of Board Meetings attended by the Director during the F.Y. 2020-21	Attendance at the Twenty Nine Annual General Meeting	No. of Directors hip in other companies	No. of Committee position held including the company#		Relationship with other Directors interest
					Chairman of the Committee	Member	
Mr. S.D. Sinha	5	5	Present	0	0	2	None of the Director is related to any other
Mr. K.R. Mahadevan	5	5	Present	0	0	0	

Ms. Vidhi Kasliwal	5	5	Present	1	0	1	Director of the Company
Mr. R.N. Jha	5	5	Present	5		2	
Mr. Jaljeet Kiran Ajani	5	5	Present	0		2	

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

#Directorship includes directorships held in Private Companies, Other Public Listed / Unlisted Companies and excludes directorship in Section 8 Companies, Foreign Companies, Limited Liability Partnerships and governing councils.

As on 31st March, 2021, the number of directorship/committee membership/ Chairmanship of all the Directors is within the respective limits prescribed under Companies Act, 2013 and that of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

IV. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has familiarized its Independent Directors with the business model of the Company, nature of the industry in which it operates, processes and policies, their roles, rights, responsibilities in the Company to provide them with better understanding of the business and operations so as to enable them to contribute effectively to the Company.

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

Board Skills, Capabilities and Experiences

The core skills / expertise / competencies identified by the Board pursuant to Regulation 34(3) read with

Schedule V of the SEBI Listing Regulations and available with the Board are as given below:

Director	Designation	Skills / Expertise / Competencies
Mr. S. D. Sinha	Non- Executive Director (Chairman)	<ul style="list-style-type: none"> • Leadership qualities • Industry knowledge and experience • Understanding of relevant laws, rules, regulations & policies • Corporate Governance • Financial Expertise • Risk Management • Global Experience / International Exposure • Behavioural Competencies • Information Technology
Mr. K. R. Mahadevan	Whole Time Director	<ul style="list-style-type: none"> • Leadership qualities • Industry knowledge and experience • Understanding of relevant laws, rules, regulations & policies • Corporate Governance • Financial Expertise • Risk Management • Global Experience / International Exposure • Behavioural Competencies

		<ul style="list-style-type: none"> Information Technology
Ms. Vidhi Kasliwal	Non- Executive Director	<ul style="list-style-type: none"> Leadership qualities Industry knowledge and experience Understanding of relevant laws, rules, regulations & policies Corporate Governance Financial Expertise Risk Management Global Experience / International Exposure Behavioural Competencies Information Technology
Mr. R. N. Jha	Independent Director	<ul style="list-style-type: none"> Leadership qualities Industry knowledge and experience Understanding of relevant laws, rules, regulations & policies Corporate Governance Financial Expertise Risk Management Global Experience / International Exposure Behavioural Competencies Information Technology
Mr. Jaljeet Kiran Ajani	Independent Director	<ul style="list-style-type: none"> Leadership qualities Industry knowledge and experience Understanding of relevant laws, rules, regulations & policies Corporate Governance Financial Expertise Risk Management Global Experience / International Exposure Behavioural Competencies Information Technology

V. MEETING OF INDEPENDENT DIRECTORS

As stipulated under the Code for Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on February 11, 2020.

The meeting was attended by all the Independent Directors.

VI. COMMITTEES OF THE BOARD:

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

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

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

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

A. AUDIT COMMITTEE

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

1. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.) the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditors independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control system;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee, if any.

Composition and Attendance at Meetings:

As on 31st March, 2021, the composition of the Audit Committee has been as under:

- a) Mr. R.N. Jha
- b) Mr. Jaljeet Kiran Ajani
- c) Mr. S.D. Sinha

During the financial year 2020-21, four meetings of Audit Committee were held on the following

dates:

31st July 2020, 14th September 2020, 12th November 2020 and 11th February 2021

Attendance of the Committee members is given hereunder:

Name of the Members	Designation	Category	No. of Meeting(s) Attended
Mr. R.N. Jha	Chairman	Non-Executive Independent Director	4
Mr. Jaljeet Kiran Ajani	Member	Non-Executive Independent Director	4
Mr. S.D. Sinha	Member	Non-Executive Director	4

Mr. R. N. Jha, Chairman of the Audit Committee was present at the last Annual General Meeting held on 22nd December, 2020.

B. NOMINATION AND REMUNERATION COMMITTEE

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

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

Composition and Attendance at Meetings:

As on 31st March, 2021, the composition of the Nomination and Remuneration Committee has been as under:

- a) Mr. Jaljeet Kiran Ajani
- b) Mr. R.N. Jha
- c) Mr. S.D. Sinha
- d) Ms. Vidhi Kasliwal

During the financial year 2020-21, one meeting of Nomination and Remuneration Committee were held on 12th November 2020

Attendance of the Committee members is given hereunder:

Name of the Members	Designation	Category	No. of Meeting(s) Attended
Mr. Jaljeet Kiran Ajani	Chairman	Non-Executive Independent Director	1
Mr. R.N. Jha	Member	Non-Executive Independent Director	1
Mr. S.D. Sinha	Member	Non-Executive Director	1
Ms. Vidhi Kasliwal	Member	Non-Executive Director	1

PERFORMANCE EVALUATION

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

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

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

Nomination and Remuneration Policy: As disclosed in the Directors' Report Annexure herein.

Details of remuneration paid to the Directors during the Financial Year 2020-21:

Name of the Members	Sitting Fees (Rs.)	Remuneration (Rs.)	Total (Rs.)	No. of Stock Options
Mr. S.D. Sinha	-	-	-	Nil
Mr. K.R. Mahadevan	-	5,62,000	5,62,000	Nil
Ms. Vidhi Kasliwal	-	-	-	Nil
Mr. R.N. Jha	-	-	-	Nil
Mr. Jaljeet Kiran Ajani	-	-	-	Nil

Non- Executive Directors

During the year under review, none of the Non-Executive Directors were paid by way of sitting fees, commission, or by any other way. The Company reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the financial year 2020-21.

C. STAKEHOLDER RELATIONSHIP COMMITTEE:

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

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

Composition and Attendance at Meeting

As on 31st March, 2021, the composition of Stakeholders' Relationship Committee has been as under:

- a) Mr. R.N. Jha
- b) Mr. Jaljeet Kiran Ajani
- c) Mr. S.D. Sinha

d) Ms. Vidhi Kasliwal

During the financial year 2020-21, two meetings of Stakeholders' Relationship Committee were held on the following dates: 12th November 2020 and 11th February 2021. Attendance of the Committee members is given hereunder:

Name of Director	Designation	Category	No. of Meeting(s) Attended
Mr. R.N. Jha	Chairman	Non-Executive Independent Director	2
Mr. Jaljeet Kiran Ajani	Member	Non-Executive Independent Director	2
Mr. S.D. Sinha	Member	Non-Executive Director	2
Ms. Vidhi Kasliwal	Member	Non-Executive Director	2

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

Name and Designation of Compliance Officer:

Subsequent to the year under review Mr. Harshil Chheda, Company Secretary & Compliance Officer (Appointed w.e.f November 12, 2020 and resigned w.e.f. May 22, 2021).

Email: grievances@llcl.co.in, Tel. No. 022-61669190

GENERAL BODY MEETINGS

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

Year	AGM/EOGM	Date	Time	Venue
2019 -2020	29 th AGM	22/12/2020	10.00 A.M	303, Raaj Chamber, 115 R.K. Paramhans Marg (Old Nagardas Road), Near Andheri Station Subway, Andheri - East, Mumbai - 400069
2018 -2019	28 th AGM	30/09/2019	10.00 A.M	303, Raaj Chamber, 115 R.K. Paramhans Marg (Old Nagardas Road), Near Andheri Station Subway, Andheri - East, Mumbai - 400069
2017 -2018	27 th AGM	24/09/2018	10.00 A.M	Victoria Memorial School for the Blind, Opp. Tardeo A/C Market, 73, Tardeo Road, Mumbai 400034.

During the financial year 2020-21, no Extra Ordinary General Meeting of the Company was held.

The Company had not passed any resolution through Postal Ballot during FY 2020-21. Further, currently, there is no proposal which is envisaged to be passed through Postal Ballot. If a Resolution is passed by way of Postal Ballot, the Company will follow the process as per regulatory requirements.

OTHER DISCLOSURES

- I. There were no materially significant related party transactions with the promoters, Directors etc. that may have potential conflict with the interests of the company at large. The policy on Related Party Transaction is available on the website of the Company-www.llcl.co.in.
- II. There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by BSE Limited, the Securities and Exchange Board of India or any other statutory authority, in relation to any matter related to capital markets, during last three years.
- III. There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the company.
- IV. A list of transaction with related parties as per Indian Accounting Standards (Ind AS)- 24 is mentioned in the Audited Accounts.
- V. **Vigil Mechanism/Whistle Blower Policy**
The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. In its endeavor to provide its employee(s), secure and fearless working environment, the Company has established the 'Vigil Mechanism Policy' for its Directors and Employees ("Policy").
The Policy is in line with the vision and objectives of the Company and should be read in conjunction with applicable regulations and existing policies and procedures of the Company. We confirm that during the financial year 2019-20 no employee of the Company was denied access to the Audit Committee. The Policy is placed on the Company's website i.e. www.llcl.co.in.
- VI. **Details of mandatory & non-mandatory requirements:** The Company has complied with the mandatory requirements of the Corporate Governance of the SEBI Listing Regulations relating to Corporate Governance except payment of annual listing fees to BSE Ltd due to financial crunches faced by the Company. The Company has not implemented all the non-mandatory requirements enlisted by way of annexure to the Listing Regulations except that the company has separate persons to the post of chairperson and Whole Time Director on its Board and the Internal Auditor may report directly to the Audit Committee as specified in Part E of Schedule II of Listing Regulations.
- VII. **The Company does not have any Subsidiary Company.**
- VIII. **Utilization of Funds:** During the year the Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- IX. **Certificate from Company Secretary in Practice:** A Certificate received from M/s Tariq Budgujar & Co, Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs (MCA) or any such statutory authority is enclosed to this report.
- X. **Recommendation of the Committees:** During the financial year ended March 31, 2020 the Board of Directors has accepted recommendations of the committees of the Board.
- XI. **Details of total fees paid to statutory auditors:** Total fees of Rs 3,40,000/- were paid by the Company to the statutory auditors "M/s. S K H D & Associates", Chartered Accountants for all services provided by them.
- XII. **Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** There were no reported instances of cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- XIII. The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- XIV. **Code of Conduct**

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

The Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2020-21. A declaration to this effect in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

The **Company's Code for prevention of Insider Trading** *inter alia* prohibits purchase/sale of securities of the Company by the designated person defined therein, while in possession of unpublished price sensitive information (UPSI). The Insider Trading Code in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective April 1, 2019, to regulate, monitor and report trading in securities of the Company includes policy & procedures for inquiry in case of leak of UPSI, and Code of Practices and Procedures for Fair Disclosure & Policy for determination of Legitimate Purpose. The Code, as amended is available on the website of the Company- www.llcl.co.in

XV. Management Discussion And Analysis Report

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

MEANS OF COMMUNICATION AND SHAREHOLDER INFORMATION

The quarterly, half yearly and annual financial results submitted to the Stock Exchanges in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were published in the English and Marathi language newspapers namely Financial Express & Mumbai Lakshadeep respectively. The financial results are also uploaded on the website of the Company www.llcl.co.in. News and updates as required under Regulation 30 of the SEBI Listing Regulations are submitted to BSE within the required time frame and is also placed on the website of the Company www.llcl.co.in.

Meeting and Presentation if given to the Institutional Investors / Analysts are disclosed to BSE as per Listing Regulations and is also displayed on the website of the Company www.llcl.co.in. During the year 2020-2021 no presentations were given to institutional investors/ analysts.

GENERAL SHAREHOLDER'S INFORMATION

Annual General Meeting

Date, time and venue	30 th September, 2021 at 11.00 a.m. 303, Raaj Chamber, 115 R.K. Paramhans Marg, Near Andheri Station Subway, Andheri East, Mumbai - 400069.
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Financial Year

The Company follows the period of April 1 to March 31, as the Financial Year. Tentative calendar of Board Meetings for the financial year 2021-22 is as under:

First Quarter Results	On or before August 14, 2021
Second Quarter and Half Year Results	On or before November 14, 2021
Third Quarter Results	On or before February 14, 2021
Fourth Quarter and Annual Results	On or before May 30, 2022

Due to outbreak of COVID-19 the above dates are subject to changes pursuant to extension provided by SEBI from time to time.

Date of Book Closure - 24th September, 2021 to 26nd September, 2021 (both days inclusive)

Dividend Payment Date - N.A.

Corporate Identity Number (CIN): L65990MH1991PLC060535

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

Listing Fees for FY 2019-20 has not been paid to BSE due to financial crunches faced by the company.

Market Price Data during Financial Year 2020-21:

Month	BSE	
	High (Rs.)	Low (Rs.)
April 2020	0	0
May 2020	0	0
June 2020	0	0
July 2020	0	0
August 2020	0	0
September 2020	0	0
October 2020	0	0
November 2020	0	0
December 2020	0	0
January 2021	0	0
February 2021	0	0
March 2021	0.42	0.37

Due to financial crunches the Company was unable to pay the listing fees to BSE Ltd & thus the securities are suspended from trading

Registrar and Share Transfer Agent

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

Share Transfer System

The Company's shares being in compulsory demat list are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the "Stakeholders Relationship Committee". The share transfer process is reviewed by the said committee. Effective April 01, 2019, SEBI barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form.

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

Categories of Shareholding pattern (as on 31st March, 2021):

Category	No. of Shares	Shareholding %
Promoters and their relatives/ Promoter Group Companies		
Individuals	2,75,99,966	3.45
Bodies Corporate	57,23,12,612	71.54
Public Shareholders		
Indian Public	6,07,63,758	7.59
Bodies Corporate	13,38,33,073	16.73
NBFCs registered with RBI	2,373	0.00
Financial Institutions /Banks	8	0.00
Clearing Members	46477	0.01
HUF	20,16,403	0.25
Non Resident Indians	34,14,648	0.43

Director's Relatives	682	0.00
Trust	10,000	0.00
Total	80,00,00,000	100.00

Details of Shareholders holding more than 1% holding

Shareholders Name	Shares	Percentage
Vidhi Holdings Private Limited	29,93,20,466	37.42
Rotunda Capital & Finance (India) Private Limited	11,37,99,034	14.22
Akhilesh Investfin Private Limited	9,64,88,263	12.06
Yashaswini Investments Company Private Limited	9,44,51,400	11.81
Hanumesh Investments Private Limited	8,20,52,483	10.26
Anuradha V. Kasliwal	2,15,99,966	2.70
Overskud Multi Asset Management Private Limited	82,25,235	1.03
Total	70,77,11,612	89.50

Dematerialization of shares and liquidity:

The Company's shares are traded compulsorily in demat mode under ISIN code INE394C01023. The National Securities Depository Limited (NSDL) and the Central Depository Services Ltd. (CDSL) are the depositories holding Company's share in demat mode. As on 31st March, 2021, a total of 79,94,90,700 equity shares aggregating to 99.94% of the issued, subscribed and paid-up equity share capital of the Company are in dematerialised form.

The Company's Equity Shares are regularly traded on BSE Limited. However due to non-payment of listing fees trading has been suspended.

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

Plant Location : Not Applicable

Commodity price risk or foreign exchange risk and hedging activities: The Company manages foreign exchange risk and hedges to the extent considered necessary, as and when required.

Address for Correspondence

Registrar and Share Transfer Agents : Bigshare Services Pvt. Ltd.

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

Office : Landmarc Leisure Corporation Limited

303, Raaj Chamber,
115 R. K. Paramhans Marg (Old Nagardas Road),
Near Andheri Station Subway,
Andheri East, Mumbai - 400069
Tel: +91 22 61669190/91/92 Fax: +91 22 61669193
Email: grievances@llcl.co.in

Credit Rating:

The Company has neither issued any debt instruments nor undertaken any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad. Hence, Company has not obtained any credit rating from any Credit Rating Agency.

DECLARATION- CODE OF CONDUCT

All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct as laid down by the Company in terms of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2021.

For Landmarc Leisure Corporation Limited

Place: Mumbai
Date: August 14, 2021

Sd/-
S. D. Sinha
Chairman

CERTIFICATION BY WHOLE-TIME DIRECTOR CUM CHIEF FINANCIAL OFFICER (C.F.O.) ON FINANCIAL STATEMENTS OF THE COMPANY

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

In compliance with Regulation 17(8) of SEBI (LODR) Regulations, 2015, we, the undersigned, in our respective capacities as the Whole Time Director cum Chief Financial Officer of Landmarc Leisure Corporation Limited ("the Company") to the best of our knowledge and belief hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee:
 - i) significant changes, if any, in internal control over financial reporting during the year;
 - ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: August 14, 2021

K.R. Mahadevan
Whole Time Director cum Chief Financial Officer

Certificate of Non- disqualification of Directors

This certificate is issued pursuant to clause 10(i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide circular dated May 9, 2018 of the Securities and Exchange Board of India.

We have examined the compliance of provisions of the aforesaid clause 10(i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the best of our information and according to the explanations given to us by the Company, and the declarations made by the Directors, we certify that none of the directors of Landmarc Leisure Corporation Limited ("the Company") CIN L65990MH1991PLC060535 having its registered office at 303, Raaj Chamber, 115 R. K. Paramhans Marg (Old Nagardas Road), Andheri East, Mumbai 400069 have been debarred or disqualified as on March 31, 2021 from being appointed or continuing as directors of the Company by SEBI/ Ministry of Corporate Affairs or any other statutory authority.

For **NVB & Associates**
Company Secretaries

Mumbai, September 1, 2021
UDIN: A012268C000869091

Proprietor

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development

The recent global economic situation has witnessed immense highs and lows including some unfortunate happenings. Timing is the most important factor while trading. This fluctuates on rapid basis. According to experts most of the time markets have overvalued or undervalued. With the help of Indian market today one need to test one's financial knowledge, analytical capabilities, thought process and mental strength.

Discussion on financial performance with respect to operational performance

During the year under review, the Company has incurred Profit after tax of Rs. (71.55) Lakhs as compared to the profit after tax of Rs. (3.9) Lakh earned during the previous financial year 2019-20. The Directors are hopeful that company will do better during the current year.

Segment-wise or product-wise performance

The Company is into single reportable segment only.

Outlook

The company remains confident of the long term growth prospects & opportunities ahead of it in its business.

Internal control system and adequacy

The system of internal control has been established to provide reasonable assurance of safeguarding assets, maintenance of proper accounting records in compliance with applicable Laws and Regulations to ensure reliability of financial statements and reports. The Statutory Auditors and the Audit Committee review all financial statements and ensure adequacy of internal control systems.

Opportunities and Threats

The strength of a company is known from sound advices. It also depends on the Government policies of taxation. Introduction of GST may give a big boost to the market.

Risks Management

Risk evaluation and management of risk is an ongoing process in the company.

Human Resources

The Company continues to have cordial relations with all the employees.

Details of Significant Changes in key financial ratios, along with detailed explanations therefor:

- (i) Debtors Turnover: 3.29 times
- (ii) Inventory Turnover: NIL (no inventory)
- (iii) Interest Coverage Ratio: NIL (no interest expenses)
- (iv) Current Ratio: 2.03:1
- (v) Debt Equity Ratio: 0.10 times
- (vi) Operating Profit Margin (%): -2530%
- (vii) Net Profit Margin (%): -2465%

Details of change in Return on Net Worth as compared to immediately previous financial year along with the detailed explanation thereof

RoNW (FY 2018-19): (0.05%)

RoNW (FY 2019-20): (0.89)%

Cautionary Statement

Statements in the Management discussion and analysis describing the company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and

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regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand/supply and prices, conditions in the domestic and overseas markets in which the company operates/ going to operate, changes in government regulations, tax laws and other statutes and other incidental factors.

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

Date: August 14, 2021
Place: Mumbai

**S. D. Sinha
Chairman
DIN: 00040488**

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

1. PREFACE:

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

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

2. AIMS AND OBJECTIVES:

This policy is intended to ensure that:

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

3. APPLICATION OF THIS POLICY:

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

4. DEFINITIONS:

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

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

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

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

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

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

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder or

in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Accounting Standards shall have the meanings assigned to them in these regulations.

5. GENERAL POLICY STATEMENT:

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

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

The Nomination and Remuneration Committee shall ensure that –

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

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

6.1 Appointment criteria and qualification:

- i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment on the basis of criteria laid down from time to time.
- ii. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.
- iii. Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules there under.

The Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director and Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term/ Tenure of Appointment

a) Managing Director/Whole Time Director/Manager

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

b) Independent Director

An Independent Director shall hold office for such term which should not exceed a maximum of five consecutive years on the Board of the Company, as may be recommended by the Committee and approved by the Board and shareholders and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board’s report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

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

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

6.3 Evaluation:

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

6.4 Removal:

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

6.5 Retirement:

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

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

(a) General Provisions

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

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

Remuneration

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

Minimum Remuneration

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

Provisions for Excess Remuneration

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

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

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

Profit Linked Commission

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

Stock Options

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

8. Amendments to the Policy

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

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

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

- a) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary and Whole Time Director during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 are as under:

b)

Sr. No.	Name of Director/KMP and designation	Remuneration of Director/KMP for Financial Year 2020-21 (Rs. in Lakhs)	% increase/ (decrease) in Remuneration for Financial Year 2020-21	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. K.R. Mahadevan Whole Time Director	7.19	19.84%	3.99
2.	Mr. Deepak Nangalia* Chief Financial Officer	4.8	12.94%	-
3.	Mr. Harshil Chheda * Company Secretary	3.28	6.84%	-

*Subsequent to the year under review, Mr. Harshil Chheda appointed as Company Secretary w.e.f November 12, 2020 and resigned w.e.f. May 22, 2021

* Subsequent to the year under review, Mr. Deepak Nangalia ceased to be act as CFO w.e.f June 30, 2021

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

In the financial year 2020-21, there was no increase in the median remuneration of employees.

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

There are five permanent employees on the rolls of Company as on 31st March, 2021.

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

There has been no increase in the salaries of employees other than the managerial personnel for the financial year i.e. 2020-21; and 13.21% increase is there in the managerial remuneration for the same financial year.

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

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

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

Date: August 14, 2021
Place: Mumbai

S. D. Sinha
Chairman
DIN: 00040488

Form No. MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

To

The Members,

Landmarc Leisure Corporation Limited

303, Raaj Chamber,

115, R.K Pramhans Marg,

Near Andheri Station Subway,

Andheri East, Mumbai-400069.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Landmarc Leisure Corporation Limited** (hereinafter called “**the Company**”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Landmarc Leisure Corporation Limited** (“the Company”) for the financial year ended on **31st March, 2021** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made

thereunder;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;

(Not Applicable to the Company during the Audit Period)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

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

The following laws were not applicable to the Company for the financial year ended on 31st March, 2021:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998;

I have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”);

I further report that:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these Secretarial Records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that the correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representations about the compliance of laws, rules and regulations and occurrence of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

I Further Report That:

1. The Listed Entity has delayed filing compliance under Reg 31 -Shareholding pattern, Reg 27(2)- Corporate Governance Report, and Reg 13(3) - Investor Grievance Report for June 2020 Quarter of SEBI (LODR) Regulations, 2015.
2. The Listed Entity has delayed filing compliance under Reg 31 -Shareholding pattern and Reg 13(3) - Investor Grievance Report for March 2021 Quarter of SEBI (LODR) Regulations, 2015.

3. The Listed Entity has delayed intimate to Stock Exchange for the Board Meeting conducted during September 2020 as per Reg 29 of SEBI (LODR). The BSE imposed penalty to the company for delayed intimation and on the same was waived off by the BSE on the request made by the company to the BSE through email dated Feb 10, 2021.
4. The Company has not paid custodial fees of NSDL.
5. The company has not paid Listing Fees of BSE.
6. SEBI had passed a Confirmatory Order dated June 05, 2018 confirming the Interim Order whereby the directions issued by Bombay Stock Exchange (BSE) dated December 22, 2017 to the Company for conducting Forensic Audit was to be considered. However, the Company has filed an appeal to the Hon'ble Securities Appellate Tribunal (SAT) on July 26, 2018 in this regard. In the hearings carried on October 11, 2018, SAT has rejected the request for stay on the forensic audit & directed to co-operate with the Forensic Auditor appointed by BSE on 22.12.2017. The Company has provided some details to the Forensic Auditor and further working on the requirements given by Forensic Auditor. The Company had a hearing before SAT on 08.02.2019 and the matter stands over to next hearing dated 12.03.2019 in which the Company and SEBI are directed to bring out the latest position relating to the ongoing forensic audit. Further, in the hearing dated 25.04.2019, an undertaking was given by BSE officials that the Forensic Audit Report will be issued before 15.06.2019. However the said report was not received by the Company. The Company, its current & then Directors along with CFO's have received a Notice from SEBI regarding the details furnished by Forensic Auditor to SEBI on 17.02.2020 and a legal counsel has been hired by the Company to respond on it. Response was filed by the Legal Counsel and a hearing was fixed for December 9, 2020 with WTM of SEBI for the same. Officials of the Company had attended the hearing with the Legal Counsel on December 9, 2020 and the matter is pending with SEBI. The Company had thereafter filed a Settlement application to SEBI on February 26, 2021, however the same was returned by SEBI vide its letter dated March 30, 2021. The Company has re-submitted Settlement Application giving justification to the reason for rejecting the Settlement scheme with SEBI on April 6, 2021 and is awaiting revert on the same.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors for the financial year under review. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For TARIQ BUDGUJAR & CO.,
COMPANY SECRETARIES**

**MOHAMMED TARIQ BUDGUJAR
(Proprietor)
AOC: 47471 COP: 17462
Place: Mumbai
Date: 21.05.2021
UDIN: A047471C000353579**

Independent Auditor's Report

To the Members of Landmarc Leisure Corporation Limited

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of **Landmarc Leisure Corporation Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity) and the Statement of Cash Flows for the year ended on that date, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of the matters described in the Basis of Qualified Section of our report, the aforesaid financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the India Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind As") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Our Qualified Opinion

- (i) Refer Note No. 33a.to the financial statement regarding non-provision for doubtful Security deposit given by the Company and non-availability of confirmation, as the said Company has gone into Liquidation and liquidator has been appointed amounting to Rs. 1500 Lacs, having consequential impact on the Loss for the year, Deposits and Provisions to the said extent.
- (ii) Refer Note No. 32 to the financial statement regarding non reorganization of interest income on security deposit given to two parties as mutually agreed with both the body corporate amounting to Rs 295.51 Lakhs and total interest income not recognized since the time the said security deposit has been given by the Company amounting to Rs 4,528.76 Lakhs. Further, the Company has not provided for rentals payable to the said company amounting to Rs. 898.37 Lakhs for the premises being used in lieu of the un-received interest income, having consequential impact on the Interest income, Rental expenses, Loss and Deposit to the said extent.
- (iii) Refer Note no. 34 to the financial statement that the Company has during the quarter and year ended has not carried out Actuarial valuation as per the recommendations of Ind AS 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and instead provided for Gratuity on accrual basis as per Management Estimates. The amount of shortfall in such provision is currently unascertainable since the Actuarial Valuation was not carried out. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.

- (iv) Refer Note no. 33 b. to the financial statement that the Company regarding no provision has been made towards doubtful recovery considered by us of pro rata security deposit (interest free) amounting Rs 1,218.28 Lakhs representing deposit given against unutilized vacant space forming part of the total deposit given by the Company in terms of the agreement having year-end balance of Rs 2,218.28 Lakhs, which is higher than space occupied by the Company, the management has also evaluated the deposit for the space occupied by them which should be approximately 1,000 Lakhs, thereby non provision against the excess deposit is having consequential impact on the Loss for the year which has been understated and Deposits which has been overstated to the extent of Rs. 1,218.28 Lakhs.
- (v) Refer Note no. 50 to the financial statement of the Company regarding the fact that the company has paid an amount of Rs. 83.84 Lakhs to vendors from whom the services have been availed and bills are pending to be received. The said bills pertain to a film project which is under development however the impact of such on Capital work in progress and Advance to vendors is presently unascertainable in absence of bills.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (CAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by the ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

- 1) Refer Note no. 49 to the financial statement of the Company which states that an outbreak of Corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. Based on the Company assessment of impact of COVID-19, including the second wave, on its liquidity position and on the recoverability and carrying values of its assets and has concluded that there is no significant impact on account of the same on its financial statement as at 31st March 2021. Further, the impact assessment of COVID 19 is a continuous process given the uncertainties associated with its nature and duration. The management will continue to monitor material changes to the future economic conditions which may have an impact on the operations of the Company.
- 2) Refer Note no. 48 to the financial statement of the Company which states that SEBI had passed a Confirmatory Order dated June 05, 2018 confirming the Interim Order whereby the directions issued by Bombay Stock Exchange (BSE) dated December 22, 2017 to the Company for conducting Forensic Audit was to be considered. However, the Company has filed an appeal to the Hon'ble Securities Appellate Tribunal (SAT) on July 26, 2018 in this regard. In the hearings carried on October 11, 2018, SAT has rejected the request for stay on the forensic audit & directed to co-operate with the Forensic Auditor appointed by BSE on 22.12.2017. The Company has provided some details to the Forensic Auditor and further working on the requirements given by Forensic Auditor. The Company had

a hearing before SAT on 08.02.2019 and the matter stands over to next hearing dated 12.03.2019 in which the Company and SEBI are directed to bring out the latest position relating to the ongoing forensic audit. Further, in the hearing dated 25.04.2019, an undertaking was given by BSE officials that the Forensic Audit Report will be issued before 15.06.2019. The Company has not received any further communication from the BSE on the said matter nor received any aforesaid report. The Company, its current and then director, and KMPS have received a Notice from SEBI regarding the details furnished by Forensic Auditor to SEBI on 17.02.2020, the Company has request extension of time to reply to the said notice and have appointed a legal counsel to respond on it. Further a response was filed by the Legal Counsel and a hearing was fixed for 9th December'2020 with SEBI which was attended by Officials of the Company and the matter is pending with SEBI. In the meanwhile, Company is in discussion with Legal Counsel has decided to file a Settlement Scheme with SEBI for which application for the Company has already been made.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have nit determined the following matter to be the Key audit matter to be communicated in our Report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard expect that stated in Basis of Qualified Opinion and Emphasis of Matter above.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total Comprehensive Income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and

application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As a part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional scepticism throughout the Audit.

We also:

- Identify and assess the risk of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis of our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing an opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of accounts.
 - d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Ind As specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
- f) On the basis of the written representations received from the Directors as on 31st March, 2021 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”. Our report expresses an modified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(6) of the Act, as amended Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company does not have long-term contracts including derivative contracts requiring provision for material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S K H D & Associates**
Chartered Accountants
Firm Registration No. 105929 W

Hemanshu Solanki
Partner
Membership No. 132835
UDIN : 21132835AAAABZ7749

Mumbai, dated 30th June 2021

Annexure A to the Auditors' Report

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

1. **Fixed Assets**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment's.
- (b) The Company has a regular program of physical verification of its Property, Plant and Equipment's by which all fixed assets are verified in a phased manner over a period of three years. No material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable properties.

2. **Inventory**

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

3. **Loans to parties of Directors' interest**

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

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

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

5. **Acceptance of Deposits**

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

6. **Maintenance of Cost Records**

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

7. **Undisputed & Disputed Statutory Dues.**

As per the records verified by us, the Company is generally regular in depositing the undisputed statutory dues involving Provident Fund, Income tax, Service Tax and Value Added Tax with the appropriate authorities during the year under review, and there were no outstanding undisputed statutory dues with the Company for a period of more than six months as at the close of the year except Tax deducted at source amounting to

Rs 15.73 Lacs and Employee State Insurance amounting to Rs. 0.20 Lacs. The provisions of the statutes governing Wealth Tax, Customs Duty, Investor Education and Protection Fund, Excise Duty and Cess are, as explained to us, not applicable to the Company during the year under review.

As per the records of the Company and based on information and explanation given to us, there are no disputed dues except Income Tax and Service Tax aggregating to Rs 109.77 Lacs as given below:

Assessment Year	Amount (Rs in Lacs)	Forum where dispute is pending
2006-2007	16.74	Commissioner of Income Tax (Appeals)
2010-2015	93.03	Commissioner of Central Excise (Appeals)

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

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

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

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

10. **Frauds on or by the Company**

During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company or its officers/employees, noticed or reported during the year, nor have we been informed of such case by the management.

11. **Managerial Remuneration**

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

12. **Nidhi Companies**

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

13. **Related Party Transactions**

As per the information and explanations given during the course of our verification, in our opinion, all transactions with the related parties made by the Company were in compliance with Sections 177 and 188 of the Act, to the extent applicable to the Company during the year. The relevant details in respect of the same have been appropriately disclosed as per the requirements of the Indian Accounting Standards (Ind AS)-24.

14. **Preferential Issue**

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

15. **Non-cash Transactions with Directors, etc.**

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

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

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

For **S K H D & Associates**
Chartered Accountants
Firm Registration No. 105929 W

Hemanshu Solanki
Partner
Membership No. 132835
UDIN : 21132835AAAABZ7749

Mumbai, dated 30th June 2021

Annexure B to the Independent Auditor's Report of even date on the financial statement of the Landmarc Leisure Corporation Limited

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

We have audited the internal financial controls over financial reporting of **Landmarc Leisure Corporation Limited** ("the Company") as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company comprising of the Balance Sheet as at March 31st, 2021, the Statement of Profit and Loss and the Cash Flow Statement for the period then ended.

Management's Responsibility for Internal Financial Controls:

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

Auditors' Responsibility:

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

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

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

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

Meaning of Internal Financial Controls over Financial Reporting:

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting:

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

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2021, Subject to Loans, Other Financial Asset and Expenses and its documentation based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S K H D & Associates
Chartered Accountants
Firm Registration No. 105929 W

Hemanshu Solanki
Partner
Membership No. 132835
UDIN : 21132835AAAABZ7749

Mumbai, dated 30th June 2021

Landmarc Leisure Corporation Limited

Balance Sheet as at March 31, 2021

(Rs. in Lacs)

Particulars	Note	As at 31-Mar-21	As at 31-Mar-20
I. ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	0.61	1.31
(b) Capital Work-in-progress	3	300.02	254.12
(c) Other Intangible Assets	4	-	-
(d) Financial assets			
(i) Investments	5 [i]	0.00	0.00
(ii) Loans			
(iii) Other financial assets	5 [ii]	3,000.44	3,000.44
(e) Deferred Tax assets		1.67	1.31
(f) Other non-current assets	6	10.52	24.97
Total Non-current Assets		3,313.27	3,282.16
(2) Current assets			
(a) Inventories	7	0.05	0.05
(b) Financial assets			
(i) Investments	5 [iii]	7.64	0.36
(ii) Trade receivables	8	9.95	12.28
(iii) Cash and cash equivalents	9	27.06	28.72
(iv) Bank Balances other than Cash and cash equivalents	10	-	-
(v) Loans	11	295.15	-
(vi) Other financial assets	12	718.28	718.28
(c) Other Current assets	13	138.77	161.82
Total Current Assets		1,196.91	921.50
TOTAL ASSETS		4,510.17	4,203.66
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	8,000.00	8,000.00
(b) Other equity	15	(4,911.97)	(4,840.42)
Total Equity		3,088.03	3,159.58
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	574.09	337.59
(ii) Other financial liabilities	17	254.00	254.00
(b) Provisions	18	4.62	3.18
(c) Deferred tax liabilities (net)		-	-
(d) Other non-current liabilities		-	-
Total Non-current Liabilities		832.71	594.77
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	344.81	191.41
(ii) Trade payables	20	227.44	235.79
(iii) Other financial liabilities			
(b) Provisions	21	-	0.04
(c) Other Current Liabilities	22	17.19	22.08
Total Non-current Liabilities		589.44	449.32
TOTAL EQUITY AND LIABILITIES		4,510.17	4,203.66

Significant accounting policies

1

The accompanying notes are an integral part of these financial statements.

For S K H D & Associates
Chartered Accountants

For Landmarc Leisure Corporation Limited

Hemanshu Solanki
Partner
Membership No. - 132835
Mumbai, 30th June 2021

Director

Director

C.F.O.

C.S.

Landmarc Leisure Corporation Limited

Statement of Profit and Loss for the Year Ended 31st March, 2021

Particulars	Notes	Year ended 31st March 2021 (Rs. in Lacs)	Year ended 31st March 2020 (Rs. in Lacs)
Income			
I. Revenue from Operations	23	1.06	122.73
II. Other Income	24	1.96	1.81
III. Finance Income	25	-	-
III. Total Revenue (I+II)		3.02	124.54
IV. Expenses			
Operational Expenses	26	10.87	60.37
Change in Inventories	27	-	-
Employee benefit expenses	28	27.01	32.57
Finance Cost	29	3.69	1.79
Depreciation and amortization	2 & 4	0.70	0.75
Other expenses	30	35.27	32.94
Total Expenses (IV)		77.54	128.43
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	(74.51)	(3.90)
VI. Exceptional & Extraordinary Items		-	-
VII. Profit/(Loss) before tax (III - IV)		(74.51)	(3.90)
VIII. Tax expense:			
1. Current Tax		-	-
2. Taxes for earlier years		(2.60)	-
3. Deferred Tax		(0.36)	-
IX. Profit/(Loss) for the period (VII - VIII)		(71.55)	(3.90)
X. Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans		-	0.28
(b) Equity instruments through Other Comprehensive Income			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
(a) Remeasurements of net defined benefit plans			
(b) Equity instruments through Other Comprehensive Income			
(iii) Items that will be reclassified to profit or loss			
(a) Debt instruments through Other Comprehensive Income			
(b) Income tax relating to items that will be reclassified to profit or loss			
Other Comprehensive Income for the year (X)		-	0.28
XI. Total Comprehensive Income for the year (IX+X)		(71.55)	(3.61)
XII. Earning per Equity Share			
(1) Basic		(0.01)	(0.00)
(2) Diluted		(0.01)	(0.00)

Significant accounting policies

The accompanying notes are an integral part of these financial statements.

1

For S K H D & Associates
Chartered Accountants

For Landmarc Leisure Corporation Limited

Hemanshu Solanki
Partner
Membership No. - 132835

Director

Director

C.F.O.

C.S.

Mumbai, 30th June 2021

Landmarc Leisure Corporation Limited

Cash Flow Statement for the Year Ended 31st March, 2021

<u>PARTICULARS</u>	<u>For the year ended 31.03.2021</u>	<u>For the year ended 31.03.2020</u>
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax & extra ordinary items	(71.55)	(3.90)
Adjustments for:		
Depreciation	0.70	0.75
Profit/Loss on sale of Fixed Assets	-	-
Profit/Loss on Fair value of Investments	-	-
Impairment of Fixed Assets	-	-
Provision for employee benefits	1.04	-
Share of Loss of Investment of Investor	-	-
Sundry Balance Written back	-	-
Interest (net) & Dividend Income	1.96	1.81
	3.70	2.56
	(67.85)	(1.34)
Operating Profit before Working Capital Changes		
Adjustments for:		
(Increase)/Decrease in Stock-in Trade	-	-
(Increase)/Decrease in Trade and Other Receivables	2.32	(9.12)
(Increase)/Decrease in Loans & Advances	-	2.00
Increase/(Decrease) in Current Liabilities	(4.88)	1.84
(Increase)/Decrease in Other Current Assets and Non current Asset	37.50	(110.55)
Increase/(Decrease) in Trade Payable	(8.36)	23.70
(Increase)/Decrease in Miscellaneous Expenses (Assets)	-	26.58
	26.58	(92.13)
Cash Generated From Operations	(41.26)	(93.47)
Income Tax Paid(net of refund)	-	-
Net Cash Inflow/(Outflow)before Extraordinary Items	(41.26)	(93.47)
Prior Period Adjustment	-	-
Net Cash flow From Operating Activities (A)	(41.26)	(93.47)
B. Cash Flow from Investing Activities:		
Purchase of Fixed Assets	-	(0.38)
Sale of Fixed Assets	-	-
Purchase Investments	(7.29)	(0.02)
Investment in Capital WIP	(45.89)	(114.27)
Interest (net) & Dividend Income	(1.96)	(1.81)
Net Cash From Investment Activities (B)	(55.15)	(116.47)
C. Cash Flow from Financing Activities:		
Loan Taken During the year	153.40	502.18
Loan Repaid During the year	(58.65)	(280.59)
Net Cash Used in Financing Activities (C)	94.75	221.60
Net Increase / (Decrease) in Cash & Cash Equivalent (A+B+C)	(1.66)	11.65
Cash & Cash Equivalent as on 01.04.2020	28.72	17.06
Cash & Cash Equivalent as on 31.03.2021	27.06	28.72

As per our attached report of even date

For S K H D & Associates
Chartered Accountants

For Landmarc Leisure Corporation Limited

Hemanshu Solanki
Partner
Membership No. - 132835

Director

Director

C.F.O.

C.S

Mumbai, 30th June 2021

Landmarc Leisure Corporation Limited

Note 1: Significant Accounting Policies and Notes on Accounts –31st March 2021

1. Significant Accounting Policies:

1.1 Basis of preparation, measurement and significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a. Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant provisions of the Companies Act, 2013 ("the Act"). These are the Company's first Ind AS financial statements and accordingly, Ind AS 101, 'First-time Adoption of Indian Accounting Standards' has been applied. The policies set out below have been consistently applied during the year presented.

Applicability of new and revised IND AS

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements. There are no other Indian Accounting Standards that have been issued as at 31 March 2019, but were not mandatorily effective except as stated below:

Recent Accounting Pronouncements effective for the periods beginning on or after 1st April 2019

1) Ind AS 116, Leases

On March 30, 2019, the Ministry of Corporate affairs notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is accounting periods beginning on or after April 1, 2019.

The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application. Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:
 - ❖ Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application.

Or

- ❖ An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to the lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods.

The Company is carrying out the possible impact of Ind AS 116 and will adopt the standard from April 01, 2019, being its effective date.

2) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over

Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition-

Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 –Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and

Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company is carrying out the possible impact of Ind AS 12 and will adopt the standard from April 01, 2019, being its effective date.

Amendment to Ind AS 12 – Income taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is carrying out the possible impact of Ind AS 12 and will adopt the standard from April 01, 2019, being its effective date.

3) Amendment to Ind AS 19 – plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee

Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is carrying out the possible impact of Ind AS 19 and will adopt the standard from April 01, 2019, being its effective date.

b. Revenue recognition

Ind AS 115 - Revenue from Contracts with Customers

The Company has adopted Ind AS 115 Revenue from contracts with Customers with effect from April 01, 2018 which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The standard replaces most of the current revenue recognition guidance. The core principle of the new standard is for companies to recognize revenue when the control of the goods and services is transferred to the customer as against the transfer of risk and rewards. As per

the Company's current revenue recognition practices, transfer of control happens at the same point as transfer of risk and rewards thus not effecting the revenue recognition. The amount of revenue recognised reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

As per the result of evaluation of contracts of the relevant revenue streams, it is concluded that the impact of this change is immaterial to the Company and hence no accounting changes have been done.

(i) Satellite & Theatrical Rights

Satellite & Theatrical Rights are recognized by the company at the time of sale of the rights.

(ii) Interest income

Interest Income is recognized on accrual basis.

(iii) Dividend Income

Revenue is recognized by the company on receipt basis.

(iv) Rental Income

Rental income is recognized on accrual basis.

c. Historical cost convention

The financial statements have been prepared under the historical cost convention, as modified, to the extent applicable, by the following:

i. Defined benefit plans – plan assets that are measured at fair value;

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

I. Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

II. Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

III. Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The assets and liabilities reported in the Balance Sheet are classified on a "current/non-current basis", with separate reporting of assets held for sale and liabilities. Current assets, which include cash and cash equivalents, are assets that are intended to be realized, sold or consumed during the normal operating cycle of the Company or in the 12 months following the Balance Sheet date; Current liabilities are liabilities that are expected to be settled during the normal operating cycle of the Company or within the 12 months following the close of the financial year.

e. Foreign currency translation:

i. Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in 'Indian Rupees' (INR), which is the Company's functional and the Company's presentation currency

ii. Transactions and balances

(I) Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

(II) All exchange differences arising on reporting of short term foreign currency monetary items at rates different from those at which they were initially recorded are recognised in the Statement of Profit and Loss.

(III) Non-monetary items denominated in foreign currency are stated at the rates prevailing on the date of the transactions / exchange rate at which transaction is actually effected.

f. Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. Expenditure incurred on assets which are not ready for their intended use comprising direct cost, related incidental expenses and attributable borrowing cost are disclosed under Capital Work-in- Progress.

Transition to Ind AS:

On transition to Ind AS, the Company has elected to avail historical cost of all of its property, plant and equipment recognised as at April 1, 2017 as deemed cost.

Depreciation methods, estimated useful lives and residual value:

Depreciation is provided to the extent of depreciable amount on Straight Line Method (SLM) based on useful life of the assets as prescribed in Part C of Schedule II to the Companies Act, 2013.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

g. Impairment of non-financial assets

Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's or cash generating unit's carrying amount exceeds its recoverable amount and is recognised in the Statement of Profit and Loss.

h. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, demand deposits with banks, short-term balances (with an original maturity of three months or less from date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

i. Investments and other financial assets

i. Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

iii. Transition to Ind AS:

On transition to Ind AS, the Company has elected to avail at historical cost of all of its financial assets recognized as at April 1, 2017.

iv. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

v. Derecognition of financial assets

A financial asset is derecognised only when:

I. the rights to receive cash flows from the asset have expired, or

II. the company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

j. Trade Receivables

Transition to Ind AS:

Trade receivables are recognized at historical cost as at April 1, 2017 as deemed cost.

k. Inventories

Transition to Ind AS:

On transition to Ind AS, the Company has elected to avail historical cost of all of its inventories recognised as at April 1, 2017 as deemed cost.

l. Financial liabilities

I. Classification as debt or equity

i. Debt and equity instruments issued by the company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

ii. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

II. Initial recognition and measurement

i. All financial liabilities are recognised initially at historical cost

ii. The Company's financial liabilities include borrowings from group companies and trade payables.

III. Subsequent measurement

The measurement of financial liabilities depends on their classification.

IV. Transition to Ind AS

On transition to Ind AS, the Company has elected to avail historical cost of all of its financial liabilities recognised as at April 1, 2017 as deemed cost.

V. Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

m. Provisions, Contingent Liabilities and Contingent Assets:

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the timevalue of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed as contingent liability.

Contingent Assets:

A contingent asset is disclosed, where an inflow of economic benefits is probable.

n. Income tax

Income tax expense comprises current and deferred taxes. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

o. Earnings per share

In determining earnings per share, the company considers the net profit after tax and includes the post tax effect of any extraordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

p. Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

q. Use of Estimates

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

r. Current versus non-current classification

The assets and liabilities reported in the Balance Sheet are classified on a “current/non-current basis”, with separate reporting of assets held for sale and liabilities. Current assets, which include cash and cash equivalents, are assets that are intended to be realized, sold or consumed during the normal operating cycle of the Company or in the 12 months following the Balance Sheet date; Current liabilities are liabilities that are expected to be settled during the normal operating cycle of the Company or within the 12 months following the close of the financial year. The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- ❖ Expected to be realised or intended to be sold or consumed in normal operating cycle
 - ❖ Held primarily for the purpose of trading
 - ❖ Expected to be realised within twelve months after the reporting period, or
 - ❖ Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.
- Liability is current when:
- ❖ It is expected to be settled in normal operating cycle
 - ❖ It is held primarily for the purpose of trading
 - ❖ It is due to be settled within twelve months after the reporting period, or
 - ❖ There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

s. Cost Recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Company are broadly categorised in purchase of goods, employee benefit expenses, finance costs, depreciation and amortisation and other operating expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other operating expenses mainly include fees to its external consultants, cost of running its facilities, travel expenses, communication costs, allowances for delinquent receivables and advances and other expenses. Other expenses is an aggregation of costs which are individually not material such as commission and brokerage, recruitment and training, entertainment etc.

Landmarc Leisure Corporation Limited

Notes to the financial statements as of and for the period ended March 31, 2021

(Rs. in Lacs)			
	Particulars	As at 31-Mar-21	As at 31-Mar-20
3	<u>Capital Work-in-progress</u>		
	Opening Balance	254.11	139.85
	Add: Expenditure incurred during the year		
	Advertisement & Promotion	2.00	0.49
	Boarding & Lodging	-	12.55
	Food & Refreshment	-	6.29
	Other Related Expenses	0.03	-
	Production Expenses	18.26	77.34
	Release Expenses	-	-
	Technician Fees	33.75	59.66
	Travelling Expenses	-	13.73
	Less: transferred to profit & loss account	(8.13)	(55.79)
	Total	300.02	254.12
5 [i]	<u>Investments</u>		
	Investment in equity instruments designated at Fair Value Through Other Comprehensive Income		
	<u>Quoted - Non Trade</u>		
	9,100 (2012: 9,100) Shares of Niryat Sam (Apparels) India Ltd.	0.00	0.00
	9,600 (2012: 9,600) Shares of Ucil Leasing Ltd.	0.00	0.00
	40,000 (2012: 40,000) Shares of Umred Agro Complex Ltd.	0.00	0.00
	Total [A]	0.00	0.00
	<u>Unquoted</u>		
	10,000 (2012: 10,000) Shares of Dewas Soya Ltd.	0.00	0.00
	100 (2012: 100) Shares of Bombay Mercantile Bank Ltd	0.00	0.00
	Total [B]	0.00	0.00
	Total [A+B]	0.00	0.00
5 [iii]	<u>Quoted - Trade</u>		
	16983.177 units of HDFC Low Duration Fund - Regular Plan - Growth	7.64	0.36
	Total [C]	7.64	0.36
	Current	7.64	0.36
	Non-Current	0.00	0.00
	Aggregate amount of quoted investment [Market Value]	7.64	0.36
	Unquoted Investments	0.00	0.00
5 [ii]	<u>Other financial assets</u>		
	Security Deposit		
	Deposits	3,000.44	3,000.44
	Total Other Financial Assets	3,000.44	3,000.44
	Current	-	-
	Non-Current	3,000.44	3,000.44
	Total	3,000.44	3,000.44
6	<u>Other non-current assets</u>		
	Advance Income Tax, TDS & Refund Receivable	10.52	24.97
	Total	10.52	24.97

7	<u>Inventories</u>		
	Finished goods (at lower of cost and net realisable value)	0.05	0.05
	Total	0.05	0.05
8	<u>Trade Receivables</u>		
	Trade Receivables	9.95	12.28
	Total	9.95	12.28
	Trade receivables		
	Secured, considered good	-	-
	Unsecured, considered good	9.95	12.28
	Doubtful	15.40	15.40
	Total	25.35	27.68
	Impairment Allowance (allowance for bad and doubtful debts)		
	Unsecured, considered good	-	-
	Doubtful	(15.40)	(15.40)
	Total	(15.40)	(15.40)
	Total Trade receivables	9.95	12.28
	No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. For terms and conditions relating to related party receivables, Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days.		
9	<u>Cash & Cash Equivalents</u>		
	Cash in Hand	1.32	0.08
	Balance with Banks	25.74	28.63
	Total	27.06	28.72
10	<u>Bank Balance other than Cash & Cash Equivalents</u>		
	Deposits with original maturity of less than three months	-	-
	Total	-	-
11	<u>Loans</u>		
	Intercompany Deposits	295.15	-
	Total	295.15	-
12	<u>Other financial assets</u>		
	Advances recoverable in Cash or Kind	718.28	718.28
	Total	718.28	718.28
13	<u>Other Current Assets</u>		
	Advance Recoverable from Statutory Authority	54.93	49.39
	Loans and advances to Employees	-	-
	Advance to suppliers	83.84	112.44
	Prepayments	-	-
	Total	138.77	161.82
16	<u>Non-Current Borrowings</u>		
	Loan from Related Party	574.09	337.59
	Total	574.09	337.59
17	<u>Non-Current Other financial liabilities</u>		
	254000 0% Redeemable Cumulative Preference Shares of Rs.100/- each fully paid up	254.00	254.00
	Total	254.00	254.00
18	<u>Non-Current Provisions</u>		
	Provision for Gratuity (unfunded)	4.41	3.01
	Provision for Leave Encashment (unfunded)	0.21	0.17
	Total	4.62	3.18
19	<u>Borrowings - Current Liabilities</u>		
	From Others (Unsecured)	344.81	191.41

	Total	344.81	191.41
20	<u>Trade Payables - Current Liabilities</u>		
	Trade Payables	227.44	235.79
	Total	227.44	235.79
21	<u>Current Provisions</u>		
	Provision for Gratuity	-	-
	Provision for Leave Encashment	-	0.04
	Other Provision	-	-
	Total	-	0.04
22	<u>Other Current Liabilities</u>		
	Other payables	0.12	0.56
	Statutory dues payable	17.07	21.52
	Advance from Customers	-	-
	Other Advances	-	-
	Total	17.19	22.08

Landmarc Leisure Corporation Limited

2 Property, Plant And Equipment	Plant and Equipment	Furniture and Fixtures	Office equipment	Leasehold improvements	Total
	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)
Cost Or Valuation					
At 31 March 2019	85.43	342.73	525.68	109.10	1,062.94
Additions	0.27	-	0.11	-	0.38
Acquisition Of A Subsidiary (Note 36)	-	-	-	-	-
Disposals	-	-	-	-	-
Discontinued Operations (Note 21)	-	-	-	-	-
Revaluation Recognised In OCI	-	-	-	-	-
At 31 March 2020	85.70	342.73	525.79	109.10	1,063.32
Additions	-	-	-	-	-
Acquisition Of A Subsidiary (Note 36)	-	-	-	-	-
Disposals	-	-	-	-	-
Discontinued Operations (Note 21)	-	-	-	-	-
Revaluation Recognised In OCI	-	-	-	-	-
At 31 March 2021	85.70	342.73	525.79	109.10	1,063.32
Depreciation And Impairment					-
At 31 March 2019	84.41	342.70	525.04	109.10	1,061.25
Depreciation Charge For The Year	0.49	0.03	0.24	-	0.76
Adjustments	-	-	-	-	-
Disposals	-	-	-	-	-
At 31 March 2020	84.90	342.73	525.27	109.10	1,062.01
Depreciation Charge For The Year	0.36		0.34		0.70
Adjustments	-	-	-	-	-
Disposals	-	-	-	-	-
At 31 March 2021	85.26	342.73	525.62	109.10	1,062.71

Net Book Value	Plant and Equipment	Furniture and Fixtures	Office equipment	Leasehold improvements	Total
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	
At 31 March 2021	0.44	-	0.17	-	0.61
At 31 March 2020	0.79	-	0.52	0.00	1.31

4.00 Intangible Assets	Film Satellite Rights	Total
	₹ in Lacs	₹ in Lacs
At 31 March 2020	400.00	400.00
At 31 March 2021	400.00	400.00
Amortisation And Impairment		
At 31 March 2019	400.00	400.00
Amortisation	-	-
Adjustments	-	-
At 31 March 2020	400.00	400.00
Amortisation	-	-
Adjustments	-	-
At 31 March 2021	400.00	400.00
Net Book Value		
At 31 March 2021	-	-
At 31 March 2020	-	-

Revaluation of plant & machinery

The assets stated above have been valued at historical cost basis.

Landmarc Leisure Corporation Limited

Statement of Changes in Equity for the year ended 31st March 2021

(Rs. in Lacs)

(14) Equity Share Capital	As at 31.03.2021		As at 31.03.2020	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the reporting period	80,00,00,000	8,000	80,00,00,000	8,000
Add: Forfeited Shares	-	-	-	-
Less: Investments in Shares	-	-	-	-
Balance at the end of the reporting period	80,00,00,000	8,000	80,00,00,000	8,000

(15) Other Equity	Reserves & Surplus					Equity Instruments through Other Comprehensive Income		Total
	Share Premium	Profit & Loss A/c						
Balance as at 31st March 2020	570.00	(5,407.98)				(2.44)		(4,840.42)
Profit for the year	-	(71.55)				-		(71.55)
Other Comprehensive Income for the year	-	-				-		-
Deferred Tax Liability of Other Comprehensive Income for the year	-	-				-		-
Issue of Bonus Shares	-	-				-		-
Dividends	-	-				-		-
Dividend to Trust for Investment in Shares	-	-				-		-
Corporate Dividend Tax on Dividends	-	-				-		-
Transfer to Debenture Redemption reserve	-	-				-		-
Transfer to General Reserve	-	-				-		-
Provisions of Earlier years - (Short)/Excess	-	-				-		-
Transfer to General Reserve on redemption of debentures	-	-				-		-
Additions/(deletions) during the year - FVTOCI	-	-				-		-
Amortisation during the year	-	-				-		-
Balance as at 31st March 2021	570.00	(5,479.53)	-	-	-	(2.44)	-	(4,911.97)
Balance as at 31st March 2019	570.00	(5,404.08)				(2.44)		(4,836.52)
Profit for the year	-	(3.90)				-		(3.90)
Other Comprehensive Income for the year	-	-				-		-
Deferred Tax Liability of Other Comprehensive Income for the year	-	-				-		-
Issue of Bonus Shares	-	-				-		-
Dividends	-	-				-		-
Dividend to Trust for Investment in Shares	-	-				-		-
Corporate Dividend Tax on Dividends	-	-				-		-
Transfer to Debenture Redemption reserve	-	-				-		-
Transfer to General Reserve	-	-				-		-
Provisions of Earlier years - (Short)/Excess	-	-				-		-
Transfer to General Reserve on redemption of debentures	-	-				-		-
Additions/(deletions) during the year - FVTOCI	-	-				-		-
Amortisation during the year	-	-				-		-
Balance as at 31st March 2020	570.00	(5,407.98)	-	-	-	(2.44)	-	(4,840.42)

Significant accounting policies

The accompanying notes are an integral part of these financial statements.

1

For S K H D & Associates
Chartered Accountants

For Landmarc Leisure Corporation Limited

Hemanshu Solanki
Partner
Membership No. - 132835

Director

Director

C.F.O.

C.S.

Mumbai, 30th June, 2021

Landmarc Leisure Corporation Limited

Notes to the financial statements for the period ended March 31, 2021

(Rs. in Lacs)

Note 23: Revenue From Operations

Particulars	Year Ended 31-Mar-21		Year Ended 31-Mar-20	
Sales & Service Income	1.25		10.30	
Less: VAT/Service Tax/GST Recovered/Discount Allowed	(0.19)	1.06	(1.57)	8.73
Revenue from Films	-		124.20	
Less: VAT/Service Tax/GST Recovered	-	-	(10.20)	114.00
Total		1.06		122.73

Note 24: Other Income

Particulars	Year Ended 31-Mar-21	Year Ended 31-Mar-20
Dividend Income		
Dividend Income- From Mutual Funds	0.02	0.02
Short Term Gain on Sale of Shares	0.18	-
Unrealized Gain on Investments	0.10	-
Interest on Income Tax Refund	0.69	1.79
Balance Written Back	0.99	-
Miscellaneous Income	-	-
Total	1.96	1.81

Note 25: Finance Income

Particulars	Year Ended 31-Mar-20	Year Ended 31-Mar-19
Interest Income		
From Intercompany Deposits & Banks	-	-
Total	-	-

Note 26: Operational Expenses

Particulars	Year Ended 31-Mar-21	Year Ended 31-Mar-20
Cost of Production	8.15	55.81
Electricity Expenses	2.41	3.95
House Keeping & Laundry Charges	0.31	0.62
Total	10.87	60.37

Note 27: Change in Inventories

Particulars	Year Ended 31-Mar-21	Year Ended 31-Mar-20
Closing Stock	0.05	0.05
Less : Opening Stock	0.05	0.05
Change in Inventories	-	-

Note 28: Employee Benefit Expenses

Particulars	Year Ended	Year Ended
-------------	------------	------------

	31-Mar-21	31-Mar-20
Salaries and Incentives	18.66	24.75
Director's Remuneration	5.62	6.25
Staff Welfare Expenses	-	-
Contributions to Provident & Other funds	2.73	1.58
Total	27.01	32.57

Note 29: Finance costs

Particulars	Year Ended 31-Mar-21	Year Ended 31-Mar-20
Bank Charges	0.81	1.34
Interest / Rates & Taxes	2.88	0.46
Total	3.69	1.79

Note 30: Other expenses

Particulars	Year Ended 31-Mar-21	Year Ended 31-Mar-20
Advertising & Marketing Expenses	4.71	7.84
Auditor's Remuneration	3.40	3.60
Commission & Brokerage	-	0.05
Conveyance Expenses	0.83	0.76
Food & Refreshment	0.57	0.96
Internet Charges	0.37	1.24
Labour Charges	(2.25)	2.75
Legal & Professional Expenses	15.67	4.69
Membership & Subscription	0.39	0.33
Office Expenses	4.00	4.63
Postage & Telegram Expenses	0.05	0.38
Printing & Stationery	0.24	1.49
Repairs & Maintenance	6.38	3.33
Telephone Expenses	0.91	0.89
Total	35.27	32.94

II. **Notes on Accounts:**

31. **Contingent Liabilities:**

- a. Disputed income tax liabilities –Rs. 16.74 Lacs (Previous Year –Rs. 16.74 lacs) and Service Tax 93.03 Lacs(Previous Year –Rs. 93.03 lacs).
- b. Contingent Liabilities as may arise due to delayed/non-compliance of certain fiscal statutes – Amount Unascertainable (Previous year-Amount Unascertainable).
32. The Management of the Company has decided to reduce its focus of Wellness activities and concentrate on Films, Media and TV Channel business. Accordingly, it has been decided to terminate the Company's agreements with two parties to whom security deposits have been given and utilize the resources so realized for Entertainment business. Accordingly, the Company is in discussions with both the parties for the refund of the said security deposit along with interest after necessary adjustments if any as agreed mutually. On the said grounds, the Company has requested SEBI to withdraw forensic audit & also uplift the restriction on promoters as well as directors to not to transfer or sell the shares held by them, though our promoter do not intend to sell any share. Further the Company has not recognized interest income amounting to Rs. 4528.76 lacs on the security deposit given. The Company has not provided for rentals payable to one of the Company amounting to Rs.898.37 for the premises being used in lieu of the unreceived interest income. In case of one of the Company, provisional liquidator has been appointed. In respect of the other Company, only principal recovery is currently being done and based on conservative approach, the Company has decided to recognise the said income only on receipt basis of such income. Further, the Company also contemplates certain adjustments from the said Companies which is currently under discussion.
33. a. Read together with Note 32 above the Company in the earlier years, the Company had given an interest-free Security Deposit of Rs 1,500 Lacs to Shree Ram Urban Infrastructure Ltd (SRUIL) as per Memorandum of Understanding (MoU) for establishment and running of wellness centre in the upcoming project of SRUIL, as per the terms of which the Company is entitled to share revenue with SRUIL/society for a specific period. However, the Company was in advanced discussion with the said party for refund of deposit but now the Company has gone into liquidation and provisional liquidator has been appointed.
- b. Read together with Note 32 above the Company had entered into a Revenue Sharing Agreement for occupying commercial spaces of SKM Real Infra Limited (formerly SKM Fabrics (Andheri) Ltd.) (SKM). As per the Agreement, the Company had given an interest-free Security Deposit to SKM in relation to running business of Wellness Academy, other allied activities and Films, Media and TV Channel etc. The Company had acquired larger space in the past and thus on non-usage of such larger spaces, the same was returned to SKM and certain portion of deposit was received back from SKM. The closing balance of the said deposit as on 31st March 2021 is Rs. 2,218.28 lakhs which is higher than the space occupied by the Company. The Management has evaluated that the deposit for the space occupied by the Company should be approximately Rs. 1,000 lakhs. Hence, the Company is in advanced discussion with SKM for proportionate refund i.e., Rs. 1218.28 lakhs and is hopeful for recovery in near future.
34. The Company has not carried out actuarial valuation as per the recommendations of Ind AS 15 issued by ICAI, and instead provided for Gratuity on accrual basis as per Management Estimates. The management is of the opinion that the provision created in the books is sufficient considering the number of employees & it has provided the same in current year on ad-hoc basis. Provision towards retirement benefits has been considered in the Company's books, as per the recommendations of the Indian Accounting Standard - 15, Employee Benefits given in table below: -

Net employee benefit expenses (recognized in Employee cost)

Particulars	31.03.2021 (Rs.)		31.03.2020 (Rs.)	
	Gratuity	Leave encashment	Gratuity	Leave encashment

Current Service Cost	1,40,199	-	-	-
Total included in "Employee Benefit Expenses"	1,40,199	-	-	-

Balance Sheet

Details of provision for Gratuity & Leave Encashment

Particulars	31.03.2021 (Rs.)		31.03.2020 (Rs.)	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Liability at the end of the year	4,41,346	20,691	3,01,147	16,774
Amount in Balance Sheet	4,41,346	20,691	3,01,147	16,774

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

Particulars	31.03.2021 (Rs.)		31.03.2020 (Rs.)	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Liability at the beginning of the year	3,01,147	16,774	3,01,147	16,774
Current Service Cost	1,40,199	3,917	-	-
Benefits paid/adjustment	-	-	-	-
Liability at the end of the year	4,41,346	20,691	3,01,147	16,774

35. In the opinion of the Board, Current&Non-current Assets and Loans and Advances have a value on realization in the ordinary course of business, at least equal to the amounts at which they are stated and adequate provision has been made for all known liabilities.

36. Certain balances appearing under certain heads of Other Financial Asset, Trade receivable, Loans, Other Financial Asset, Other Current Asset, Trade Payable are as per books of accounts and as such are subject to consequential adjustments, which may arise on receipt of confirmations and/or completion of reconciliations.

37. Directors' Remuneration:

Remuneration of Directors (Including Managing Director) is as under:

Particulars	(Rs. in Lacs)	
	Current Year (Rs.)	Previous Year (Rs.)
Remuneration including other benefits	5.62	6.25
Company's Contribution to Provident Fund, ESIC & Bonus	0.70	1.50
Total	6.32	7.75

38. (a). Provision for current tax has been made as per the law stated in the Income Tax Act, 1961.

(b). No Deferred Tax Assets have been recognised in the accounts by the Company in respect of brought forward losses under the Income Tax Act, 1961, keeping in view the prudence aspect.

39. Related Party Disclosure

As per Indian Accounting Standard - 24 Related Party Disclosures as prescribed under Companies (Accounting Standard) Rules, 2006, the Company's related parties and transactions are disclosed below:

i. Holding/Subsidiary - None

- ii. Investing parties/promoters having significant influence on the Holding Company directly or indirectly – None
- iii. Key Management Personnel:
 - (a) K.R.Mahadevan- Whole Time Director
 - (b) Vidhi Kasliwal
 - (c) Deepak R. Nangalia – Chief Financial Officer
- iv. Relatives of Key Management Personnel:
 - (a) Vikas Kasliwal
 - (b) Arnav Vikas Kasliwal
 - (c) Dhruv Vikas Kasliwal
 - (d) R S Kasliwal
- v. Enterprises over which key management personnel and their relatives exercise significant influence where the Company has entered into transactions during the year:
 - (a) Shree Ram Urban Infrastructure Limited
 - (b) K U Enterprises Pvt Ltd

(Rs. in Lacs)

Particulars	Key Management Personnel	Enterprises over which key management personnel and their relatives exercise influence	Closing Balances
Remuneration & Perquisites	10.51 (14.82)	-	0.92 (1.03)
Unsecured Loan repaid	-	-	574.09 (337.59)
Unsecured Loan taken		236.50 -	
Deposits	-	-	1,500 (1,500)

40. Basic & Diluted Earnings per Share:

Basic and Diluted earnings per share is calculated as under (Rs. In Lacs):

Particulars	2020-21	2019-20
Numerator – Profit as per the Statement of Profit & Loss (Rs.)	(71.55)	(3.90)
Preference Dividend	-	-
Amount available to Equity Shareholders	(71.55)	(3.90)
Denominator- No. of Equity Share outstanding	8000.00	8000.00
Nominal value of share (in Rs.)	1.00	1.00
Basic & Diluted Earnings per Share (Rs.)	(0.009)	(0.00)

41. Fair value measurements

(a) Financial instruments by category

The Company does not have any financial assets or liabilities which are measured at FVTPL or FVOCI they are measured at Amortised cost.

(Rs. in lacs)

Particulars	2020-21	2019-20
Financial assets		
Investments	7.64	0.36
Other financial assets	3,718.72	3,718.72

Trade receivables	9.95	12.28
Loans	295.15	-
Cash and cash equivalents	27.06	28.72
Total financial assets	4,058.53	3,760.07
Financial liabilities		
Trade payables	227.44	235.79
Borrowings	918.90	528.99
Other financial liabilities	254.00	254.00
Total financial liabilities	1,400.34	1,018.79

Carrying value of all the above financial assets and financial liabilities as at March 31, 2021, and March 31, 2020 approximate the fair value because of their short-term nature. Difference between carrying amounts and fair values of the said assets and liabilities subsequently measured at amortized cost is not significant in each of the years presented.

(b) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(c) Valuation technique used to determine fair values

The carrying amount of current financial assets and liabilities are considered to be the same as their fair values, due to Difference between carrying amounts and fair values of the said assets and liabilities subsequently measured at amortized cost is not significant in each of the years presented.

The fair value of security deposits and borrowings has been considered same as carrying value since there have not been any material changes in the prevailing interest rates. Impact on account of changes in interest rates, if any has been considered immaterial.

Note

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities which are included in level.

There were no transfers between any levels during the year.

42. Financial risk management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, financial assets measured at	Aging analysis	Diversification of bank deposits

	amortised cost.		
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

(a) Credit risk

The company is exposed to credit risk, which is the risk that counterparty will default on its contractual obligation resulting in a financial loss to the company. Credit risk arises from cash and cash equivalents and financial assets carried at amortised cost

Credit risk management

Credit risk is managed at company level depending on the policy surrounding credit risk management. For banks and financial institutions, only high rated banks/institutions are accepted. Generally, all policies surrounding credit risk have been managed at company level.

(b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operation of the company in accordance with practice and limits set by the company.

Maturities of financial liabilities

The amounts disclosed in the below are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Rs. in Lacs)

March 31, 2021	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	-	574.09	-	574.09
Loans from Others	344.81	-	-	344.81
Creditors for supplies and services related Party	-	124.87	-	124.87
Creditors for supplies and services others	25.71	76.86	-	102.57
Other financial liabilities	-	254.00	-	254.00
Total financial liabilities	378.87	793.32	-	1,400.34

March 31, 2020	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	-	337.59	-	337.59
Loans from Others	191.40	-	-	191.40
Creditors for supplies and services related Party	-	124.87	-	124.87
Creditors for supplies and services others	34.06	76.86	-	110.92
Other financial liabilities	-	254.00	-	254.00

Total financial liabilities	225.46	793.32	-	1,018.78
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43. Capital Management

(a) Risk Management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors capital on basis of total equity on a periodic basis. Equity comprises all components of equity includes the fair value impact. The following table summarizes the capital of the Company:

Particulars	March 31, 2021	March 31, 2020
Equity	8000.00	8000.00

43. Outstanding amounts payable to Micro, Small and Medium Enterprises included under Current Liabilities, as per the information available with the Company and relied upon by the Auditors - Nil (Previous Year-Nil).
44. The Company had issued 2,54,000 0% Redeemable Cumulative Preference Shares of Rs. 100/- each fully paid-up amounting to Rs. 254.00 Lacs which was due for redemption on 30th January 2018. The said Preference Shares were not redeemed as per the provisions of the Companies Act, 2013. However, the Company has further extended the redemption for five years and has taken this for approval of members in previous AGM.
46. Travelling expenses include Directors' travelling expenses (foreign & domestic) of Rs. 0.00Lacs (Previous Year - Rs. 0.00Lacs).
47. The Company in the current year deals in only one segment i.e. Film Production and Presentation and hence there are no reportable segments during the year.
48. During the financial year 2018-19, SEBI had passed a Confirmatory Order dated June 05, 2018 confirming the Interim Order whereby the directions issued by Bombay Stock Exchange (BSE) dated December 22, 2017 to the Company for conducting Forensic Audit was to be considered. However, the Company has filed an appeal to the Hon'ble Securities Appellate Tribunal (SAT) on July 26, 2018 in this regard. In the hearings carried on October 11, 2018, SAT has rejected the request for stay on the forensic audit & directed to co-operate with the Forensic Auditor appointed by BSE on 22.12.2017. The Company has provided some details to the Forensic Auditor and further working on the requirements given by Forensic Auditor. The Company had a hearing before SAT on 08.02.2019 and the matter stands over to next hearing dated 12.03.2019 in which the Company and SEBI are directed to bring out the latest position relating to the ongoing forensic audit. Further, in the hearing dated 25.04.2019, an undertaking was given by BSE officials that the Forensic Audit Report will be issued before 15.06.2019. However the said report was not received by the Company. The Company, its current & then Directors alongwith CFO's have received a Notice from SEBI regarding the details furnished by Forensic Auditor to SEBI on 17.02.2020 and a legal counsel has been hired by the Company to respond on it. Response was filed by the Legal Counsel and a hearing was fixed for 9th December'2020 with WTM of SEBI for the same. Officials of the Company have attended the hearing with the Legal Counsel on 9th December'2020 and the matter is pending with SEBI. In the meanwhile, Company is in discussion with Legal Counsel has decided to file a Settlement Scheme with SEBI for which application for the Company has been made.
49. The outbreak of Corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company has carried out a detailed study to assess the impact of COVID-19, including the second wave, on its liquidity position and on the

recoverability and carrying values of its assets and has concluded that there is no significant impact on account of the same on its financial statement as at 31st March 2021. The impact assessment of COVID 19 is a continuous process given the uncertainties associated with its nature and duration. The management will continue to monitor material changes to the future economic conditions which may have an impact on the operations of the Company.

51. The Company has paid amounts of Rs. 83.84 lakhs to Vendors from whom the services have been availed and bills are not received. The Management is in talks with vendors for the regularization of the same. However, there is no impact on the Profit & Loss Account as all the expenses are relating to film projects which are under development.

52. **Auditors' Remuneration:** **(Rs. In Lacs)**

Particulars	Current Year	Previous Year
Audit Fees	1.30	1.30
Tax Audit Fees	1.00	1.00
Certification and other matters (Included under legal & professional fees)	1.10	1.53
Total	3.40	3.83

53. Previous year's figures have been regrouped / rearranged wherever considered necessary.

For and On behalf of the Board

Mumbai, 30th June 2021

Director
Director
C.F.O.
C.S.