

# Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,  
Tardeo Main Road, Tardeo,  
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattvirendra1945@yahoo.co.in

## Scrutinizer's report

### [Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**LANDMARC LEISURE CORPORATION LIMITED**  
"Avadh" Avadesh Parisar,  
Shree Ram Mills Premises,  
Gate no.2,  
Worli,  
Mumbai – 400 018.

### SUBJECT: SCRUTINIZER'S REPORT ON THE ELETRONIC VOTING IN RESPECT OF MATTERS SET - OUT IN THE NOTICE OF 24th ANNUAL GENERAL MEETING.

Dear Sir,

I VIRENDRA G. BHATT, a Company Secretary in whole-time practice, have been appointed by the Board of Directors of **LANDMARC LEISURE CORPORATION LIMITED** (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the Twenty-Fourth Annual General Meeting of the members of the Company, to be held on Friday April 17 , 2015 at 10.00 a.m. at Victoria Memorial School, Opp. Tardeo A.C. Market, Tardeo Road, Mumbai – 400 034.

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice to the 24<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services

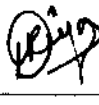
Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

V. G. BHATT

2. Further to the above, I submit my report as under :-

- i. The e-voting remained open from on 11th April, 2015 (10.00 a.m.) to 13th April, 2015 (6.00 p.m.).
- ii. The members of the Company as on the " cut off " date i.e. 6<sup>th</sup> March,2015 were entitled to vote on the resolutions .(Resolutions No. 1 to 7 as set out in the notice of the Twenty-Fourth AGM of the Company)
- iii. The votes cast were unblocked on 13th April, 2015 around 6 p.m. in the presence of 2 witnesses, Sana Karvinkar and Riya Devulkar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature:   
Name: Sana Karvinkar

Signature:   
Name: Riya Devulkar

- iv. Thereafter the details containing, inter – alia, list of Equity Share Holders, who voted "For" and "Against", each of the resolutions that were put to vote, generated from the e-voting website of Central Depository Services (India) Limited i.e www.evotingindia.com and based on such reports generated, the results of the e-voting is as under:.

**A. Resolution No. 1:-**

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended 31<sup>st</sup> December, 2014.

(i). Voted in favour of the resolution:

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	3	290	100%
Poll at AGM	713959986	713959986	100%

(ii). Voted against the resolution:

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	-	-	-
Poll at AGM	-	-	-



(iii) Not voted :

	Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
E-Voting	-	-
Poll at AGM	-	-

**Table showing Bifurcations of promoters and Public Holders:**

Promoter/ Public	No. of shares held  (1)	No. of Votes polled  (2)	% of votes polled on outstan ding shares  (3)=[(2)/ (1)]*100	No. of votes- In Favour  (4)	No. of votes- Against  (5)	% of votes in favour on votes polled  (6)=[(4)/( 2)]*100	% of votes against on votes polled  (7)=[(5)/ (2)]*100
Promoter & Promoter Group	599912578	599912578	100%	599912578	0	100%	0%
Public Institutional Holders	0	0	0%	0	0	0%	0%
Public- Others	200087422	114047698	56.99%	114047698	0	100%	0%
<b>TOTAL</b>	<b>800000000</b>	<b>713960276</b>	<b>89.25%</b>	<b>713960276</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

The above Resolution is passed unanimously.



**B. Resolution No. 2:-**

Re-appointment of Ms. Vidhi Kasiwal who retires by rotation and, being eligible, offers himself for re-appointment.

**(i) Voted in favour of the resolution**

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	3	290	100%
Poll at AGM	713959986	713959986	100%

**(ii) Voted against the resolution**

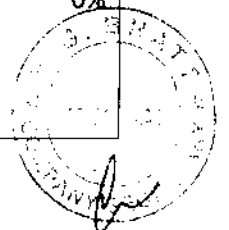
	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	-	-	-
Poll at AGM	-	-	-

**(iii) Not voted :**

	Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
E-Voting	-	-
Poll at AGM	-	-

**Table showing Bifurcations of promoters and Public Holders:**

Promoter/ Public	No. of shares held  (1)	No. of Votes polled  (2)	% of votes polled on outstan ding shares  (3)=[(2)/ (1)]*100	No. of votes- In Favour  (4)	No. of votes- Against  (5)	% of votes in favour on votes polled  (6)=[(4)/( 2)]*100	% of votes against on votes polled  (7)=[(5)/ (2)]*100
Promoter & Promoter Group	599912578	599912578	100%	599912578	0	100%	0%



Public Institutional Holders	0	0	0%	0	0	0%	0%
Public- Others	200087422	114047698	56.99%	114047698	0	100%	0%
<b>TOTAL</b>	<b>800000000</b>	<b>713960276</b>	<b>89.25%</b>	<b>713960276</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

The above Resolution is passed unanimously .

**C. Resolution No.3:-**

Appointment of M/s Shyam Malpani & Associates, Chartered Accountants as the Statutory Auditors of the Company for 5 years.

(i). Voted in favour of the resolution

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	3	290	100%
Poll at AGM	713959986	713959986	100%

(ii). Voted against the resolution

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	-	-	-
Poll at AGM	-	-	-

(iii) Not voted :

	Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
E-Voting	-	-
Poll at AGM	-	-



**Table showing Bifurcations of promoters and Public Holders:**

Promoter/ Public	No. of shares held  (1)	No. of Votes polled  (2)	% of votes polled on outstan ding shares  (3)=[(2)/ (1)]*100	No. of votes- In Favour  (4)	No. of votes- Against  (5)	% of votes in favour on votes polled  (6)=[(4)/( 2)]*100	% of votes against on votes polled  (7)=[(5)/ (2)]*100
Promoter & Promoter Group	599912578	599912578	100%	599912578	0	100%	0%
Public Institutional Holders	0	0	0%	0	0	0%	0%
Public- Others	200087422	114047698	56.99%	114047698	0	100%	0%
<b>TOTAL</b>	<b>800000000</b>	<b>713960276</b>	<b>89.25%</b>	<b>713960276</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

The above Resolution is passed unanimously .

**D. Resolution No.4:-**

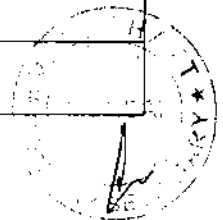
To Appoint Shri. S.P. Banerjee as an Independent Director of the Company for 5 years.

(i). Voted in favour of the resolution

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	3	290	100%
Poll at AGM	713959986	713959986	100%

(ii). Voted against the resolution

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	-	-	-
Poll at AGM	-	-	-



(iii) **Not voted :**

	Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
E-Voting	-	-
Poll at AGM	-	-

**Table showing Bifurcations of promoters and Public Holders:**

Promoter/ Public	No. of shares held  (1)	No. of Votes polled  (2)	% of votes polled on outstan ding shares  (3)=[(2)/ (1)]*100	No. of votes- In Favour  (4)	No. of votes- Against  (5)	% of votes in favour on votes polled  (6)=[(4)/( 2)]*100	% of votes against on votes polled  (7)=[(5)/ (2)]*100
Promoter & Promoter Group	599912578	599912578	100%	599912578	0	100%	0%
Public Institutional Holders	0	0	0%	0	0	0%	0%
Public- Others	200087422	114047698	56.99%	114047698	0	100%	0%
<b>TOTAL</b>	<b>800000000</b>	<b>713960276</b>	<b>89.25%</b>	<b>713960276</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

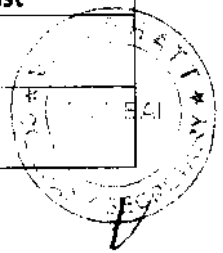
The above Resolution is passed unanimously .

**E. Resolution No.5:-**

To Appoint Shri. Samsher Garud as an Independent Director of the Company for 5 years.

(i). Voted in favour of the resolution

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	3	290	100%
Poll at AGM	713959986	713959986	100%



(ii). Voted against the resolution

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	-	-	-
Poll at AGM	-	-	-

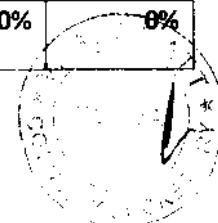
(iii) Not voted :

	Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
E-Voting	-	-
Poll at AGM	-	-

**Table showing Bifurcations of promoters and Public Holders:**

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of votes polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of votes- In Favour (4)	No. of votes- Against (5)	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter & Promoter Group	599912578	599912578	100%	599912578	0	100%	0%
Public Institutional Holders	0	0	0%	0	0	0%	0%
Public- Others	200087422	114047698	56.99%	114047698	0	100%	0%
<b>TOTAL</b>	<b>800000000</b>	<b>713960276</b>	<b>89.25%</b>	<b>713960276</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

The above Resolution is passed unanimously.





**F. Resolution No.6:-**

To Appoint Shri. S.D.Sinha as Whole-Time Director of the Company for 3 years.

(iii). Voted in favour of the resolution

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	3	290	100%
Poll at AGM	713959986	713959986	100%

(iv). Voted against the resolution

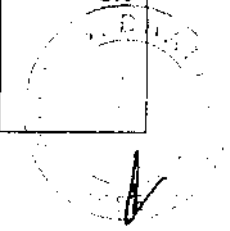
	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	-	-	-
Poll at AGM	-	-	-

(iv) Not voted :

	Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
E-Voting	-	-
Poll at AGM	-	-

**Table showing Bifurcations of promoters and Public Holders:**

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of votes polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of votes- In Favour (4)	No. of votes- Against (5)	% of votes in favour on votes polled (6)=[(4)/( 2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter & Promoter Group	599912578	599912578	100%	599912578	0	100%	0%



<b>Public Institutional Holders</b>	0	0	0%	0	0	0%	0%
<b>Public- Others</b>	200087422	114047698	56.99%	114047698	0	100%	0%
<b>TOTAL</b>	<b>800000000</b>	<b>713960276</b>	<b>89.25%</b>	<b>713960276</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

The above Resolution is passed unanimously .

**G. Resolution No.7: -**

To Adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(v). Voted in favour of the resolution

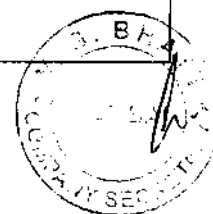
	Number of members voted	No of votes casted by them	% of total number of valid votes cast
<b>E-Voting</b>	3	290	100%
<b>Poll at AGM</b>	713959986	713959986	100%

(vi). Voted against the resolution

	Number of members voted	No of votes casted by them	% of total number of valid votes cast
<b>E-Voting</b>	-	-	-
<b>Poll at AGM</b>	-	-	-

(v) Not voted :

	Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
<b>E-Voting</b>	-	-
<b>Poll at AGM</b>	-	-



**Table showing Bifurcations of promoters and Public Holders:**

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of votes polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of votes- In Favour (4)	No. of votes- Against (5)	% of votes in favour on votes polled (6)=[(4)/( 2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter & Promoter Group	599912578	599912578	100%	599912578	0	100%	0%
Public Institutional Holders	0	0	0%	0	0	0%	0%
Public- Others	200087422	114047698	56.99%	114047698	0	100%	0%
<b>TOTAL</b>	<b>800000000</b>	<b>713960276</b>	<b>89.25%</b>	<b>713960276</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

The above Resolution is passed unanimously.

Date: 17<sup>th</sup> April, 2015  
Place: Mumbai

Thanking You

Yours faithfully  


Virendra G. Bhatt  
Practicing Company Secretary

C.P. No. 124 / ACS 1157