

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF LANDMARC LEISURE CORPORATION LIMITED WILL BE HELD ON MONDAY, 24TH SEPTEMBER, 2018 AT 10.00 A.M. AT VICTORIA MEMORIAL SCHOOL, OPP. TARDEO A.C. MARKET, TARDEO ROAD, MUMBAI – 400 034 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Swetamber Dhari Sinha (DIN: 00040488) who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Ramesh Kumar Sidana (DIN : 08179947) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 26th July, 2018 and holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment, be and is hereby appointed as an ‘Independent Director’ of the Company for a period of five years from the date of his appointment, viz., 26th July, 2018, and the term shall not be subject to retirement by rotation.”

4. **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 55 and all other applicable provisions, if any, of the Companies Act, 2013, and the applicable laws, rules, regulations, guidelines, clarifications and approvals issued by any statutory body or regulatory authority and subject to such approvals /consents /permissions/ sanctions as may be required in accordance with applicable laws, rules, regulations and guidelines and subject to such conditions as such bodies or authorities may impose at the time of granting their approvals /consents /permissions /sanctions and which may be agreed to by the Board of Directors of the Company (the ‘Board’ which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this Resolution), consent of the members be and is hereby accorded to the Board to roll over 2,54,000 (Two Lakhs Fifty four thousand) 0% cumulative redeemable preference shares (rate of interest reduced from 1% to 0%) of face value Rs. 100/- (Rupees hundred only) each fully paid up allotted on 31.01.2003 to Mr. Vikas S. Kasliwal and Mrs. Anuradha V. Kasliwal which are due for redemption on 30.01.2018 (as extended previously) to the intent that the said preference shares will be redeemed at a later date as hereafter stated;

RESOLVED FURTHER THAT the said preference shares shall continue to carry a preferential right to dividend of 0% (zero percent) per annum;

RESOLVED FURTHER THAT the said preference shares shall be redeemable on the expiry of five years from the date of roll over (i.e. five years from 30.01.2018) with an option to the Company /preference shareholders to redeem the same at any time earlier than the date of redemption;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take all actions and do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to the issue and allotment of the said shares and to resolve and settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and utilization of proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit.”

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

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

**Place : Mumbai
Date : 26th July, 2018**

LANDMARC LEISURE CORPORATION LTD

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument appointing the Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the AGM. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

2. The Explanatory Statement pursuant to section 102 of the Companies Act 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Corporate members intending to send their authorized representative(s) to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive).
5. Documents in respect of items referred to in the accompanying Notice, Explanatory Statement, Annual Report, Attendance Slips & Proxy Forms are available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. upto the date of the AGM on all working days (except Saturday, Sunday and Public Holidays). The Annual Report including the above said documents are also available on Company's website : www.llcl.co.in
6. Members are requested to:-
 - a) Intimate changes, if any, in their registered address at the earliest.
 - b) Furnish PAN with Income Tax Ward/Range/District to the Company.
 - c) Quote ledger folio nos. in all the correspondence with the Company and the Transfer Agent. In case shares are held in dematerialized mode, please quote the DP ID No. and client ID in all the correspondence.
 - d) Send the queries, if any, at least 7 (Seven) days in advance of the meeting so that the information can be made available at the meeting.
7. Members holding shares in Electronic (Demat) Form are advised to inform the particulars of their bank account, change of address and Email ID's to their respective Depository Participants only. The Company or its Registrar and Share Transfer Agents cannot act on request received directly from the members holding shares in Electronic Form for changes in any bank mandate or other particulars etc., and such instructions shall be given directly to the Depository Participants by the members.
8. Details of the Director(s), pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of Director(s) seeking appointment, re-appointment and continuation of Directorship at this AGM is given as an Annexure to this Notice.
9. The Members may note that M/s. S K H D & Associates, Chartered Accountants (Firm Registration Number – 105929W), were appointed as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of 26th Annual General Meeting until the conclusion of 31st Annual General Meeting. As per the provisions of Act and rules framed thereunder, the said appointment of the Statutory Auditors was required to be ratified at every Annual General Meeting. However, Ministry of Corporate Affairs, by way of the Companies (Amendment) Act, 2017, has omitted the first proviso to Section 139 of the Act, requiring ratification of appointment of Statutory Auditors. The said amendment was made effective on May 07, 2018. Accordingly, agenda for ratification of appointment of Statutory Auditors is not included in this Notice of AGM.
10. Electronic copy of Annual Report for the financial year 2017-18 and Notice calling the 27th AGM of the Company inter alia indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form is also being sent to all Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of Annual Report for the financial year 2017-18 and Notice of the 27th AGM of the Company inter alia indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in and copies of the

Annual Report at the AGM.

12. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
13. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

Bigshare Services Pvt. Ltd.

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East, Mumbai 400059, Tel No. +91 022 62638200,

Fax No. +91 022 62638299

Email: info@bigshareonline.com

14. The Securities and Exchange Board of India ("SEBI") has mandated submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
15. Members holding shares in physical form are requested to furnish PAN, particulars of their bank account, in case the same have not been sent earlier and file demat request with Registrar and Share Transfer Agents to get their shares dematerialized. Amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only w.e.f. December 5, 2018.
16. a. In accordance to the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to its Members facility for voting through electronic means ("E-voting") on the resolutions proposed to be passed at the AGM. The Company has engaged Central Depository Services (India) Limited ("CDSL"), an agency authorized by the Ministry of Corporate Affairs for providing e-voting platform.
 - b. The Members may cast their votes through E-voting from a place other than the venue of the AGM ("Remote E-voting").
 - c. Voting through physical ballot paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by Remote E-voting shall be able to cast their vote by physical ballot paper at the Meeting.
 - d. The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.
17. Any person who becomes a Member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e. 17th September, 2018, may obtain the User ID and password for Remote E-voting by sending request at grievances@lcl.co.in.
18. Mr. Anil S. Tiwari, Practicing Chartered Accountant (ACA: 169330) has been appointed as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.
19. The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 2 (two) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman.
The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.lcl.co.in and on the website of CDSL and shall also be communicated to BSE Limited.
20. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
21. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
22. Members desirous of obtaining any information as regards to Accounts are requested to write to the Company at least one week before the AGM so that the information required will be made available at the AGM.
23. The Company is concerned about the environment and utilizes natural resources in a sustainable

LANDMARC LEISURE CORPORATION LTD

way. To support "Green Initiative", the Members are requested to update their email address, with their concerned Depository Participant to enable us to send you necessary documents/communication via email. Members who hold shares in physical form are requested to register their e-mail address with Bigshare Services Private Limited, Registrar and Share Transfer Agents.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders for voting electronically are as under:-

1. The remote e-voting period begins on Thursday, September 20, 2018 at 9.00 a.m. and ends on Sunday, September 23, 2018 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Monday, September 17, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Log on to the e-voting website www.evotingindia.com
3. Click on "Shareholders/Members tab"
4. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

| For Members 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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits, enter the required number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN |
| Dividend Bank Details OR Date of Birth (DOB)# | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records for the said demat account or folio in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the Depository or Company, please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field. |

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN relevant for "Landmarc Leisure Corporation Limited" on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. **Note for Non-Individual shareholders and Custodians**
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 emailed 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.
20. In case of any queries or issues regarding e-voting, Members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

The Board of Directors of the Company ("Board"), based on the recommendation of Nomination and Remuneration Committee, at its meeting held on 26th July, 2018 has appointed Mr. Ramesh Kumar Sidana (DIN: 08179947) as an Additional Director on the Board of Company with effect from 26th July, 2018, under Independent Director category. Pursuant to the provisions of the Section 161(1) of the Companies Act, 2013, Mr. Ramesh Kumar Sidana holds office as Additional Director upto the date of the ensuing Annual General Meeting.

Mr. Ramesh Kumar Sidana is proposed to be appointed as an Independent Director under the provisions of Section 149 of the Act to hold office for a period of five (5) consecutive years from the date of his appointment subject to the approval of the Members at the ensuing AGM.

Mr. Ramesh Kumar Sidana is a graduate in Arts. He has vast experience in the film industry. Ramesh Kumar Sidana, alias Vicky Sidana is a casting director and has worked as an actor in many films in the past few years. He has done several number of projects. Mr. Sidana made a foray into casting direction with Rajshri Productions' Isi Life Mein. He has worked on very profitable projects since then.

The Company has received a declaration from Mr. Ramesh Kumar Sidana pursuant to section 149(6) of the Companies Act, 2013 that he meets the criteria of independence and is hence eligible for appointment as an Independent Director and that he is not disqualified from being appointed as Director in terms of provisions of Section 164 of the Companies Act, 2013.

A copy of draft letter for appointment, setting out board terms and conditions relating to the appointment of Mr. Ramesh Kumar Sidana as an Independent Director shall be open for inspection at the registered office of the Company between 11.00 am and 1.00 pm upto the date of Annual General Meeting on all working days. Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided separately in this Notice.

In the opinion of the Board, Mr. Ramesh Kumar Sidana fulfils the conditions for appointment of an Independent Director as specified in the Companies Act, 2013 and Rules framed thereunder and is Independent of the management.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice, for approval of the Members.

Except Mr. Ramesh Kumar Sidana, none of the Directors and Key Managerial Personnel of the Company and/or their relatives, is in any way concerned or interested in the proposed Resolution set out at Item No. 3 of the Notice.

LANDMARC LEISURE CORPORATION LTD

Item No. 4

The Company had issued 2,54,000 1% redeemable cumulative preference shares of face value of Rs. 100/- each amounting to Rs 254.00 Lacs to Mr. Vikas S. Kasliwal and Ms. Anuradha V Kasliwal. The said preference shares were allotted on 31st January, 2003 for a tenure of 3 years from the date of allotment i.e., on 30th January, 2006. The tenure of the said preference shares due to be redeemable on 30.01.2013 (as extended previously from time to time) further extended for a period of 5 years upto 30.01.2018. Further, the rate of Preference Dividend had been reduced to 0% from 1%. The rate of dividend payable to the preference shareholders is 0% on the face value of the shares.

Section 55 of the Companies Act, 2013 provides that redeemable preference shares can be issued for a maximum period of 20 years. These preference shares would have been redeemed at par on 30th January, 2018. The approval of the equity shareholders is required to roll over these preference shares for a further period of 5 years from the date they were to be due for redemption. The Board of Directors of the Company have received written consent from the Preference Shareholders for the extension of period of redemption for a further period of 5 years from 31st January, 2018 to 30th January, 2023. The Board recommended to the equity shareholders of the Company for their approval for extension of redemption of Preference Shares. The Company has agreed to the roll over of 0% 2,54,000 preference shares of Rs. 100/- each for a further period of five (5) years with an option to the Company/ the shareholders to redeem these shares at any time earlier than the date of redemption.

The Special Resolution is proposed pursuant to the provisions of Section 55 of the Companies Act, 2013. The Board of Directors accordingly recommends the Special resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives, is in any way concerned or interested in the proposed Resolution set out at Item No. 4 of the Notice.

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of individuals proposed to be appointed / re-appointed as Directors:

| Name of the Director | Mr. Swetamber Dhari Sinha | Mr. Ramesh Kumar Sidana |
|---------------------------------------|--|--|
| Director Identification Number | 00040488 | 08179947 |
| Date of Birth | 27/05/1946 | 20/08/1981 |
| Date of appointment | 17/06/2002 | 26/07/2018 |
| Qualifications | BA (HONS), B.L. and PGDBM | Graduation |
| Expertise in Specific Functional Area | Mr. S.D. Sinha is a chairman of the Company and has over 20 years experience in this industry. | Mr. Ramesh Kumar Sidana has a vast experience in Film Direction. |
| Directorship held in other companies | None | None |
| Shareholding in the Company | Nil | Nil |

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

**Place: Mumbai
Date: 26th July, 2018**

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

Route Map

