

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Landmarc Leisure Corporation Limited will be held on Tuesday, 22nd December, 2020 at 10.00 a.m. at 1st Floor, Raaj Chamber, 115 R.K. Paramhans Marg (Old Nagardas Road), Near Andheri Station Subway, Andheri - East, Mumbai - 400069 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, 2020 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, offers himself for re-appointment.

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. JALJEET KIRAN AJANI AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT Mr. Jaljeet Kiran Ajani (DIN: 07977686), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 4th September, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the appointment of Mr. Jaljeet Kiran Ajani, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 4th September, 2019 to 3rd September, 2024 be and is hereby approved.”

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

**By Order of the Board of Directors
For Landmarc Leisure Corporation Limited
Sd/-
S. D. Sinha
Chairman**

Place: Mumbai
Date: 12th November, 2020

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 16th December, 2020 to 22nd December, 2020 (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 electronically. Members seeking to inspect such documents can send mail to grievances@llcl.co.in. 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. In compliance with the aforesaid General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No.20/2020 dated May 5, 2020 (collectively "MCA Circulars") and SEBI Circular dated May 12, 2020, Notice of the 29th AGM along with the Annual Report for the year 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that this Notice and Annual Report 2019-20 will also be available on the Company's website www.l1cl.co.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
11. Electronic copy of Annual Report for the financial year 2019-20 and Notice calling the 29th 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 to all Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.
12. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with their depository participant for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company Electronically.
13. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in at the AGM.
14. 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.
15. 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
16. 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.
17. 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, now extended to April 01, 2019. Thus, effective April 01, 2019, SEBI barred physical transfer of shares of listed companies and mandated transfers only through demat.
18.
 - 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.

19. 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. 15th December, 2020, may obtain the User ID and password for Remote E-voting by sending request at helpdesk.evoting@cdslindia.com or grievances@l1cl.co.in.
20. Mr. Saurabh Bothra, Practicing Chartered Accountant (ACA: 150477) 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.
21. 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.l1cl.co.in and on the website of CDSL and shall also be communicated to BSE Limited.
22. 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.
23. 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 electronically.
24. 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.
25. The Company is concerned about the environment and utilizes natural resources in a sustainable 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 Saturday, December 19, 2020 at 9.00 a.m. and ends on Monday, December 21, 2020 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. Tuesday, December 15, 2020 may cast their vote electronically. The remote 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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.

	<ul style="list-style-type: none"> • 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 field.
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

**By Order of the Board of Directors
For Landmarc Leisure Corporation Limited
Sd/-
S. D. Sinha
Chairman**

Place: Mumbai
Date: 12th November, 2020

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, pursuant to the provisions of Section 161(1) of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company each of these Directors shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Directors.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Jaljeet Kiran Ajani (DIN: 07977686) as Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 4th September, 2019 to 3rd September, 2024, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director.

The Company had received declarations from Mr. Jaljeet Kiran Ajani to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance of situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Mr. Jaljeet Kiran Ajani fulfills the conditions as specified in the Act, Rules and SEBI Listing Regulations for his appointment as the Independent Director and that he is independent of the management of the Company.

The terms and conditions of appointment shall be open for inspection by the Members electronically. Members seeking to inspect such document can send an email to grievances@llcl.co.in

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Jaljeet Kiran Ajani and his relative(s), is in any way concerned or interested in the proposed Resolution set out at Item No. 3 of the Notice.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Jaljeet Kiran Ajani: Mr. Jaljeet Ajani is a BA in English Literature. He has vast experience in multimedia industry. He has been involved in the space of Animation and Visual effects since the past 12+ years. He is also a director of Digital Agency (Synclarity) intended to serve digital solutions to B2B companies all around the world.

ADDITIONAL INFORMATION OF DIRECTORS PURSUANT TO SS-2 AND SEBI LISTING REGULATIONS

Name of the Director	Mr. Swetamber Dhari Sinha	Mr. Jaljeet Kiran Ajani
Director Identification Number	00040488	07977686
Date of Birth	27/05/1946	07/09/1984
Date of appointment	17/06/2002	04/09/2019
Qualifications	BA (HONS), B.L. and PGDBM	B.A. in English Literature
Remuneration	As approved by the Board*	As approved by the Board*
Terms and conditions of appointment / re-appointment	Appointed as a Director liable to retire by rotation.	As approved by Members at the AGM held on December 22, 2020.
Expertise in Specific Functional Area	Mr. S.D. Sinha is a chairman of the company and has over 20 years of experience in this industry	He has vast experience in multimedia industry. He has been involved in the space of Animation and Visual effects since the past 12+ years. He is also a director of Digital Agency (Synclarity) intended to serve digital solutions to B2B companies all around the world.
Directorship held in other companies (excluding foreign companies) as on date	None	Synclarity Digital Private Limited
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	None	None
No. of shares held in the Company	Nil	Nil
Relationship with other Directors/ Manager / KMP	Nil	Nil
Number of Board Meetings attended during FY 2019-20	Four out of Five meetings	Two out of five meetings

*For pertaining to remuneration, please refer the Corporate Governance Report forming part of Board's Report.

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

Sd/-

**S. D. Sinha
Chairman**

Place: Mumbai

Date: 12th November, 2020