LANDMARK
DALMIA GROUP

ANNUAL REPORT
2017-18

LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

BOARD OF DIRECTORS

Shri Gaurav Dalmia– Chairperson & Managing Director
Shri H .L. Agarwal
Shri G.B. Rao
Shri H.C. Dua
Shri J .K. Kapur
Smt. Sharmila Dalmia

Shri D.N. Davar - Advisor

COMPANY SECRETARY & COMPLIANCE OFFICER
Suresh Kumar Chawla

AUDITORS
M/s S C V & Co.LLP
(previously SC Vasudeva & Co.)
Chartered Accountants, New Delhi

BANKERS
Axis Bank Limited,
Statesman House
Barakhamba Road.
New Delhi

REGISTERED OFFICE
11th Foor , Narain Manzil ,
23, Barakhamba Road,
New Delhi – 110 001
T.No. 91 11 43621200
Fax No. 91 11 41501333
Email : info@landmarkproperty.in / schawla@landmarkholdings.in

WEB SITE
www.landmarkproperty.in

CORPORATE IDENTITY NUMBER
L13100DL1976PLC188942

REGISTRARS AND SHARE TRANSFER AGENTS
CB Management Services (P)Limited
P-22, Bondel Road, Kolkata- 700 019
T.No. 91 33 40116700 (100 Lines)
Fax No. 91 33 40116739
Email : rta @cbmsl.com

Note: This Annual Report also contains First Reminder dated August 25,2018 to holders of shares for furnishing their documents and infomation for updation thereof in the Company' s records (Page No.5)

Route Map to the AGM Venue

LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

Regd. Office : 11th Floor , Narain Manzil,23, Barakhamba Road,New Delhi- 110001
CIN : L13100DL1976PLC188942
Phone No. 011-43621200 Fax No. 011-41501333
Email: info@landmarkproperty.in Web Site :www.landmarkproperty.in

N O T I C E

Notice is hereby given that 42nd Annual General Meeting of the Members of the Company will be held on Thursday, 27th September,2018 at 9.30 A.M. at the Ghalib Seminar Hall, Aiwan –E- Ghalib Marg, New Delhi -1100 02 to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Shri H L Agarwal (DIN 00767195) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3. Appointment of Shri Gaurav Dalmia as Managing Director of the Company

   To consider and if, thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

   "**RESOLVED THAT** pursuant to Sections 196,203 and other applicable provisions, if any, of the Companies Act, 2013, Shri Gaurav Dalmia, Director be and is hereby re-appointed as Managing Director of the Company, liable to retire by rotation, for a period of 5 years from 25.03.2018 to 24.03.2023 at Nil remuneration in accordance with the provisions specified in Schedule V of the Companies Act, 2013."

4. Appointment of or continuation of Shri G. B . Rao as IndependentDirector of the Company who would attain the age of 75 years or above
To consider and if, thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to Sections 114,152 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re- enactment thereof for the time being in force read with Regulation 17(1A) of the SEBI(LODR) Regulations, 2018, the approval of the Members be and is hereby accorded for continuation of holding of office by Shri G B Rao(DIN 00493992) who would attain the age of 75 years or above , as an Independent Non Executive Director , not liable to retire by rotation, for his remaining tenure expiring on September 30, 2019."

5. Appointment of or continuation of Shri H .C. Dua as Independent Director of the Company who has attained the age of 75 years or above
To consider and if, thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to Sections 114,152 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re- enactment thereof for the time being in force read with Regulation 17(1A) of the SEBI(LODR) Regulations, 2018, the approval of the Members be and is hereby accorded for continuation of holding of office by Shri H C Dua (DIN 00589075) who has attained the age of 75 years or above , as an Independent Non Executive Director, not liable to retire by rotation, for his remaining tenure expiring on September 30, 2019."

6. Appointment of or continuation of Shri J .K Kapur as Independent Director of the Company who has attained the age of 75 years or above
To consider and if, thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to Sections 114,152 and other applicable provisions, if any, of the Companies Act, 2013,(including any statutory modification or re- enactment thereof for the time being in force read with Regulation 17(1A) of the SEBI(LODR) Regulations, 2018, the approval of the Members be and is hereby accorded for continuation of holding of office by Shri J K Kapur (DIN 07139086) who has attained the age of 75 years or above, as an Independent Non Executive Director, not liable to retire by rotation, for his remaining tenure expiring on September 30, 2020."

Place: New Delhi S.K.Chawla
Date : 25-08-2018 Company Secretary

LANDMARK
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EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.)

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No 3

Shri Gaurav Dalmia's tenure of his previous appointment as the Managing Director of the Company for five years expired on 24th March,2018.

It may be noted that Shri Gaurav Dalmia is already Managing Director of Landmark Landholdings Pvt Ltd. and is drawing remuneration therefrom.

Shri Gaurav Dalmia holds a Bachelors Degree in Computer Science and MBA Degree with Beta Gamma Sigma Honors from Columbia University, USA.

Keeping in view the recommendations of the Nomination and Remuneration Committee recommending his re-appointment, the Board at its Meeting held on February 6, 2018 re- appointed him as Managing Director of the Company, liable to retire by rotation, for a period of 5 years from March 25, 2018 to March 24, 2023 at Nil remuneration , subject to approval of his appointment at the Annual General Meeting .

Shri Gaurav Dalmia, being the proposed appointee and Shrimati Sharmila Dalmia, his wife, are interested and concerned in the Resolution set out at item No 3.

The Board commends passing of the Ordinary Resolution set out in Item No 3 of the Notice.

Item Nos 4, 5 & 6

As per the amended SEBI (LODR) Regulations, 2015 amended through SEBI (LODR) Regulations, 2018, a new regulation 17(1A) been incorporated specifying therein that no company listed Company shall appoint a person or continue the Directorship of any person as a non executive Director who has attained the age of 75 years unless Special Resolution is passed to that effect, in which case the explanatory statement annexed to notice for such motion shall indicate the justification for appointing such a person.

The Board of directors currently comprise of 3 Non Executive Independent Directors viz: Shri G B Rao , Shri H. C. Dua and J. K. Kapur , nearing 75 or above 75 years of age , proposal is being put before the Members to accord their consent by way of Special Resolution to continue their directorships in the company for their remaining tenure expiring on i.e. September 30, 2019, September 30, 2019 and September 30, 2020 respectively.

Each of these Directors have all along been making useful, forward looking and valuable contribution to the governance aspects and business of the Company at the meeting of the Board and Committees over these years and their continuance would be in the interest of the company.

Except the directors in respect of whom the Resolutions are proposed to be passed , none of the other Directors / Key Managerial Personnel of the company / their relatives are, in any way concerned or interested , financially or otherwise, in the Resolutions set out out at Item Nos. 4, 5 & 6 of the Notice.

The Board commends passing of the Special Resolutions set out at Item Nos. 4, 5 & 6 for approval.

Notes:

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.*A person can act as proxy on behalf of the members not exceeding fifty and holding not more than 10 % of share capital of the Company. A Member holding more than 10% of share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members and proxies should fill in the Attendance Slip for attending the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2018 to 27th September,2018 (both days inclusive) in connection with the Annual General Meeting.
5. Nomination facility is available to the Shareholders in respect of equity shares held by them. Shareholders holding shares in electronic mode may obtain and submit duly filled Nomination Forms to their respective Depository Participants. Also shareholders holding shares in physical mode may send their request for nomination at the Office of the Share Transfer Agents of the Company, C B Management Services (P) Limited, P-22,Bondel Road, Kolkata – 700 019.

6. Members holding shares in electronic mode are requested to intimate any change in their address, bank details etc. to their respective Depository Participants (DPs) and those holding shares in physical mode are requested to intimate the above details to the Share Transfer Agents of the Company, C B Management Services (P) Ltd, quoting their Folio Number(s).

7. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company Secretary so as to reach the Corporate Office of the Company, at least 10 days before the Meeting, to enable the information required to be made available at the Meeting, to the extent possible.

8. The Members of the company are advised to approach the Company for claiming their unclaimed shares; the details thereof are given in the Corporate Governance Report. The Company, after proper verification, shall ensure either credit of the shares lying in the Unclaimed Suspense Account to the demat account of the claimant Member to the extent of his /her entitlement, or deliver the physical certificates after re-materializing the same, depending on what has been opted for by the claimant Member.

9. In terms of Section 205 A and Section 205C of the Companies Act, 1956 and / or relevant corresponding provisions of the Companies Act,2013 the amount of dividend unpaid or unclaimed for a period of seven years from the date of transfer of the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund(IEPF).Members who have not encashed their dividend warrant (s) for any one of the financial years viz year ended 31st March, 2013 and year ended 31st March, 2014 are requested to make their claims to the Company. The due dates for transfer of the aforesaid unpaid/ unclaimed dividend to IEPF are as follows:

Dividend for the year ended	Due date for transfer of IEPF
31st March , 2013	1st November , 2020
31st March , 2014	1st November , 2021

10. Details in respect of Director seeking appointment/reappointment at the Annual General Meeting, form part of the Notice.

11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number(PAN) by every participant in the securities market. Members holding share in electronic form are therefore requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to CB Management, the Registrars and Share Transfer Agents of the Company.

12. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days , except Saturdays, during business hours upto the date of the Meeting.

13. Members who have not registered their e-mail so far are requested to register their e-mail address for receiving all communication including Annual Report , Notices, circulars etc, from the Company / Registrars and Share Transfer Agent electronically.

14. Electronic copy of Annual Report 2018 is being sent to Members whose e mail IDs are registered with the Company/ R&T Agent/ Depository Participants for communication purposes unless a Member has requested for a physical copy of the same. For Members who have not registered their e mail IDs, physical copies of Annual reports are being sent in permitted mode.

15. The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory Demat mode as per the regulation of SEBI as also to prevent any loss of physical Share Certificate. The Company shall be thankful if its valued Shareholders take necessary action positively and immediately**.**

16. Members may please note that the Notice of 42nd Annual General Meeting and the Annual Report 2018 will also be available on company's website www.landmarkproperty.in .

17. Pursuant to Companies Act, 2013 and Rules made thereunder, shareholders holding shares in physical mode/electronic mode are requested to please register their e-mail address and changes therein from time to time with the company/the Registrars and Share Transfer Agents of the Company, C. B. Management Services Private Limited at www.cbmsl.com/green.php and/or with the concerned depository participant and also to mention their e-mail address in all correspondence with the company so as to expedite the response and also to enable the Company to send the notices of Annual General Meeting, Annual Reports and other communications/documents electronically through e-mail.

18. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing and Disclosure Requirements), Regulations 2015 , the Company is pleased to provide facility to the Members to exercise their right to vote by electronic means as per annexure attached. The Company has fixed 20th September, 2018 as the cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 42nd Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and the rules thereunder. In addition , the Company also proposes to provide the option of voting by means of Ballot Form at the AGM.

The cut off date for determining the members who are entitled to vote either through remote e- voting or through ballot paper at the Annual General Meeting is September 20, 2018. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date shall only be entitled to vote through remote e-voting / voting through ballot paper at the AGM .

The remote e voting period will commence at 9.00 A.M. on Monday, 24th September,2018 and will end at 5.00 P.M.on Wednesday, 26th September, 2018

The voting right of the Members shall be in proportion to their shares of the paid up share capital of the Company as on the cut off date i.e. September 20, 2018.

The Company has appointed Ms. Neelam Gupta, Company Secretary in Practice to act as Scrutinizer to scrutinize the voting process(electronically or otherwise)for the 42nd Annual General Meeting in a fair and transparent manner . The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e – voting given in the AGM Annexure.

At the Annual General Meeting , the Chairperson shall, after the end of discussion on the proposed resolutions , call the voting with the assistance of Scrutinizer by ballot papers by all the Members who have not casted their votes through remote e voting facility

The Company has engaged the services of National Securities Depository Limited (NSDL) as Authorized Agency to provide remote e- voting facilities.

The members who have acquired shares and become members of the Company after the dispatch of Notice of the AGM but before the cut off date of 20th September, 2018 may obtain the user ID and password from the Company's Registrar and Share Transfer Agents.

The result of the remote e- voting shall be declared not later than three days of the conclusion of the AGM. The declared results along with Scrutinizer's Report will be available on the Company's web site and NSDL's web site and will also be forwarded to the Stock Exchanges.

19. UPDATING BANK MANDATE, PAN, AND CONTACT DETAILS

As per the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, all listed Companies are required to make payment of dividend, if declared, to the members through electronic mode and to maintain updated Bank details of the members / beneficiaries. In view of this, the Company wishes to have your bank account details for payment of dividend.

The Company would like to have your contact details for paperless and speedy communication. In this respect, you are also requested to give your consent to receive all further communication in electronic mode.

Therefore, to facilitate speedy disbursal of dividend to your bank account and speedy communication, please mention your bank/ contact details in the attached form, sign the form and arrange to dispatch the same directly to our Registrars and Share Transfer Agent (RTA), viz M/s CB MANAGEMENT SERVICES PVT LTD(UNIT : **LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED**) P-22, BONDEL ROAD, KOLKATA 700019 within 21 days of the letter. **Please also provide to them with:**

1) a copy of the PAN card of the shareholders (including joint holders) and

2) original cancelled cheque leaf /attested bank passbook showing name of account holder for the above account.

20. DEMATERIALIZATION OF SHARES

As per SEBI notification No SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 no sale or purchase except in case of transmission or transposition of securities will be allowed in physical form w.e.f 180 days from the date of publication of the said notification in the official gazette i.e. **05.12.2018**. Therefore, the Company urges you to kindly convert your shares of face value of Re.1/- each from physical mode to demat mode as it will be beneficial to you. In case you do not have any demat account, you may contact your nearest Depository Participant (DP) who will guide you in opening the same. Conversion of physical shares to dematerialized shares is a simple process.

21. A Registered Post Letter was served on holders of shares holding shares in physical form vide letter dated 16.07.2018 seeking the said documents and necessary action within 21 days , as required in Notes 19 and 20.

LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

Regd. Office : 11th Floor , Narain Manzil,23, Barakhamba Road,New Delhi- 110001
CIN : L13100DL1976PLC188942
Phone No. 011-43621200 Fax No. 011-41501333
Email: info@landmarkproperty.in Web Site :www.landmarkproperty.in

FIRST REMIDER

REF: LPDCL/MANDATE-PAN/CORRESPONDENCE/ 215 August 25, 2018

Dear Shareholder,

Sub : Updation of Shareholders' details in the records of the Company

We find from our records that you hold equity shares in our Company.

In this regard, we would like to bring to your kind attention our earlier Registered Letter dated 16.07.2018 on the subject. We were to get your response till 06.08.2018. However ,we are once again reminding you to expedite your response

(1) UPDATING BANK MANDATE, PAN, AND CONTACT DETAILS

As per the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, all listed Companies are required to make payment of dividend, if declared, to the members through electronic mode and to maintain updated Bank details of the members / beneficiaries. We would also like to have your contact details for paperless and speedy communication with you. In this respect, you are also requested to give your consent to receive all further communications in electronic mode. Further, to facilitate speedy disbursal of dividend to your bank account and speedy communication, we request you to kindly fill up the form which was sent through our above referred letter with your bank account details from where you will collect the proceeds of the dividend payment and your contact details. Please sign the form and arrange to dispatch the same directly to our RTA, viz M/s C B MANAGEMENT SERVICES P LTD (UNIT: Landmark Property Development Company Limited) P-22, BONDEL ROAD, KOLKATA 700019 within 21 days. **Furnishing of bank details & PAN Number, are both compulsory now as per latest Regulations and the members / beneficiaries holding shares in dematerialized mode may kindly up-date their bank account details with the respective Depository.**

(2) DEMATERIALIZATION OF SHARES

You would kindly appreciate that in today's scenario, the safest possible way to hold shares is in dematerialized form. In case of physical holding, there may be a chance of loss of share certificate, mutilation thereof resulting in irksome procedures on your part to restore the share certificates. Besides, if you want to pledge shares, the holding must be in dematerialized mode. Therefore, we would like to suggest that you kindly convert your shares of face value of Re.1/- each from physical mode to demat mode as it will be beneficial to you. In case you do not have any demat account, you may contact your nearest Depository Participant (DP) who will guide you in opening the same. Conversion of physical shares to dematerialized shares is a simple process. **Further as per SEBI notification No SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and BSE notification dated 5th July, 2018 no sale or purchase will be allowed in physical form 180 days from the date of publication of the said notification in the official gazette, i.e, w.e.f. 05.12.2018.**

Your kind co-operation in this matter is solicited.

Please ignore this communication if you have already taken necessary action

Thanking you,
Yours faithfully,

For Landmark Property Development Company Limited
Sd/-
S K Chawla
Company Secretary

LANDMARK
DALMIA GROUP

BANK MANDATE/PAN AND EMAIL ID REGISTRATION FORM

To,

C B Management Services (P) Limited
Unit Landmark Property Development Company Limited
P-22, Bondel Road
Kolkata- 700 019

Dear Sirs,
I/We give my/our consent to update the following details in the records of Landmark Property Development Company Limited and to henceforth arrange all payments and other communications by electronic means in compliance with the circulars as referred to in the letter dated 16/07/2018 received from you for equity shares of the Company.

Shareholder Details			**Bank Account Details of First Holder**	
Folio No			Bank Name	
Name of Shareholder(s)			Branch Address	
First Holder				
Second Holder				
Third Holder			Account No.	
PAN (First Holder)			Account Type	Savings/Current*
Email ID (First Holder)			IFSC	
Mobile No. (First Holder)			MICR Code	

*Strike out whichever is not applicable

Date:

Signature(s)

First holder :

Second holder :

Encl :

a) Photocopy of PAN card duly self attested (In case of Resident of Sikkim, a valid Identity proof issued by the Government duly self attested is to be submitted in substitution of PAN Card)

b) Original cancelled Cheque leaf/Photocopy of Bank pass book duly self attested /Bank statement attested by the Bank.