



LANDMARK  
DALMIA GROUP

# ANNUAL REPORT 2018-19



LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED



<b>BOARD OF DIRECTORS</b> Shri Gaurav Dalmia – Chairperson & Managing Director Shri G.B. Rao Shri H.C. Dua Shri J .K. Kapur Smt. Sharmila Dalmia  Shri D.N. Davar - Advisor
<b>COMPANY SECRETARY</b> Suresh Kumar Chawla
<b>AUDITORS</b> <b>M/s S C V &amp; Co.LLP</b> (previously SC Vasudeva & Co.) Chartered Accountants
<b>BANKERS</b> Axis Bank Limited, Statesman House Barakhamba Road. New Delhi
<b>REGISTERED OFFICE</b> 11th Floor , Narain , Manzil , 23, Barakhamba Road, New Delhi – 110 001 T.No. 91 11 43621200 Fax No. 91 11 41501333 Email : info@landmarkproperty.in
<b>WEB SITE</b> <a href="http://www.landmarkproperty.in">www.landmarkproperty.in</a>
<b>CORPORATE IDENTITY NUMBER</b> L13100DL1976PLC188942
<b>REGISTRARS AND SHARE TRANSFER AGENTS</b> 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

## Route Map to the AGM Venue





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DALMIA GROUP

## LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

Regd. Office : 11<sup>th</sup> 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

### NOTICE

Notice is hereby given that 43<sup>rd</sup> Annual General Meeting of the Members of the Company will be held on Wednesday, 25<sup>th</sup> September, 2019 at 9.30 A.M. at the Ghalib Seminar Hall, Aiwan –E- Ghalib Marg, New Delhi-110002 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, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Gaurav Dalmia (DIN: 00009639), who retires by rotation and being eligible offers himself for reappointment.

#### **SPECIAL BUSINESS**

3. Re-appointment of Shri G. B. Rao as Independent Non Executive Director of the Company

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 149, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members be and is hereby accorded for re-appointment of Shri G B Rao(DIN: 00493992 ), who has attained the age of 75 years or above, as an Independent Non Executive Director , not liable to retire by rotation, for a period of three years i.e. from the conclusion of 43<sup>rd</sup> Annual General Meeting in 2019 to the conclusion of 46<sup>th</sup> Annual General Meeting in 2022"

4. Re- appointment of Shri H. C. Dua as Independent Non Executive Director of the Company

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 149,152 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members be and is hereby accorded for re-appointment of 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 a period of three years i.e. from the conclusion of 43<sup>rd</sup> Annual General Meeting in 2019 to the conclusion of 46<sup>th</sup> Annual General Meeting in 2022."

5. **Change in terms of appointment of Smt.Sharmila Dalmia, Woman 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** in compliance with applicable provisions of the Companies Act, 2013, Smt.Sharmila Dalmia, Woman Director, shall be liable to retire by rotation ."

**RESOLVED FURTHER THAT** all other terms and conditions of appointment of Smt.Sharmila Dalmia, Woman Director shall remain unchanged."

By order of the Board  
For Landmark Property Development Company Limited

S.K.Chawla  
Company Secretary

Place: New Delhi  
Date : 06-08-2019

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

**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**

As per the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended through SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a new regulation 17(1A) was incorporated specifying therein that no listed Company shall appoint a 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.

Shri G B Rao's tenure of his previous appointment as a Non-Executive Independent Director of the Company for five years is expiring on 25th September, 2019. He has attained the age of 75 years.

Keeping in view the recommendations of the Nomination and Remuneration Committee recommending his re-appointment, the Board at its Meeting held on May 15, 2019 re-appointed him as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of three years from the conclusion of 43<sup>rd</sup> Annual General Meeting in 2019 to the conclusion of 46<sup>th</sup> Annual General Meeting in 2022 subject to approval of his appointment at the Annual General Meeting.

Shri G B Rao has 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 his continuance would be in the interest of the Company.

Shri G B Rao, being the proposed appointee, is interested and concerned in the Resolution set out at item No 3. 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 Resolution set out at Item No. 3 of the Notice.

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

**Item No 4**

As per the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended through SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a new regulation 17(1A) was incorporated specifying therein that no listed Company shall appoint a 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.

Shri H C Dua's tenure of his previous appointment as a Non-Executive Independent Director of the Company for five years is expiring on 25<sup>th</sup> September, 2019. He has attained the age of 75 years.

Keeping in view the recommendations of the Nomination and Remuneration Committee recommending his re-appointment, the Board at its Meeting held on May 15, 2019 re-appointed him as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of three years, from the conclusion of 43<sup>rd</sup> Annual General Meeting in 2019 to the conclusion of 46<sup>th</sup> Annual General Meeting in 2022 subject to approval of his appointment at the Annual General Meeting.

Shri H C Dua has 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 his continuance would be in the interest of the Company.

Shri H C Dua, being the proposed appointee, is interested and concerned in the Resolution set out at item No 4. 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 Resolution set out at Item No. 4 of the Notice.

The Board commends passing of the Special Resolution set out in Item No 4 of the Notice.

**Item No 5**

Section 152 of the Companies Act, 2013 enjoins upon the Company to ensure that two thirds of total number of Directors (2 directors in case of our Company excluding independent directors) shall be those persons whose period of office shall liable to determination by retirement of Directors by rotation.

Keeping in view of the provisions of the Companies Act, 2013, and subject to approval of the Members of the Company at the ensuing Annual General Meeting, the Board of Directors at their Meeting held on May 15, 2019 made a variation in terms of appointment of Smt. Sharmila Dalmia, Woman Director and it is proposed that she shall now hold such office as Director liable to retire by rotation.

Save and except Smt. Sharmila Dalmia and Shri Gaurav Dalmia, none of the Key Managerial Persons / their relatives / Directors of the Company is in, in any way concerned or interested financially or otherwise in the Resolution set out at Item No.5 of the Notice.

The Board commends passing of the Ordinary Resolution set out in Item No 5 of the Notice.

**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 19<sup>th</sup> September, 2019 to 25<sup>th</sup> September, 2019 (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 Form 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, 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 205A 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 to 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 31<sup>st</sup> March, 2013 and year ended 31<sup>st</sup> 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
31 <sup>st</sup> March , 2013	1 <sup>st</sup> November , 2020
31 <sup>st</sup> March , 2014	1 <sup>st</sup> November , 2021

10. Details in respect of Directors 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 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 communications including Annual Report, Notices, circulars etc, from the Company / Registrars and Share Transfer Agent electronically.
14. Electronic copy of Annual Report 2019 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 dematerialize 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 43rd Annual General Meeting and the Annual Report 2019 will also be available on company's website [www.landmarkproperty.in](http://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](http://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 18<sup>th</sup> September, 2019 as the cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 43<sup>rd</sup> 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 18, 2019. 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 Sunday, 22nd September, 2019 and will end at 5.00 P.M. on Tuesday 24th September, 2019

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 18, 2019.

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 43rd 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 for 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 18<sup>th</sup> 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 disbursement of dividend to your bank account and speedy communication, please mention your bank/ contact details in the 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 **Please also provide 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 notifications No SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and another Press Note dated March 27, 2019, no sale or purchase except in case of transmission or transposition of securities would 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/i.e 01.04.2019. 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. A First Reminder dated August 25, 2018 was also inserted in the Annual Report 2017-18 (page No. 9) and a second and final Reminder dated October 30, 2018 by way of Ordinary Post was also served on such shareholders.

### Details of Director seeking appointment / Re- appointment: -

<b>Name of the Director</b>	Shri Gaurav Dalmia
<b>Date of Appointment on the Board</b>	January 29, 2008
<b>Qualifications</b>	Bachelor Degree in Computer Science, MBA Degree with Beta Gamma Sigma Honors from Columbia University, USA.
<b>Expertise</b>	A member of the leading Dalmia industrial family with substantial business interests mostly in India, UK and USA. Dalmia Group is a leading business conglomerate with interests in cement, industrial ceramics, real estate, information technology, investments, engineering and trading.
<b>Other Directorships held in other Companies</b>	Bajaj Consumer Care Ltd.(formerly Bajaj Corp Ltd.);Raymond Apparel Limited; National Synthetics Limited
<b>Chairman ships/Memberships of Committees across</b>	<b>Chairman – Audit Committee</b> Bajaj Consumer Care Limited  <b>Member – Stakeholders Relationship Committee</b> Landmark property Development Company Limited
<b>Shareholding of Directors</b>	1,74,999 shares (0.13 %)
<b>Relationship between Directors inter-se</b>	Smt.Sharmila Dalmia, Woman Director is the spouse of Shri Gaurav Dalmia Chairman and Managing Director



<b>Name of the Director</b>	Dr. Govindaraja Bhaskar Rao	Shri H C Dua	Shri Jai Karan Kapur
<b>Date of Appointment on the Board</b>	Appointment as Independent Director for five years with effect from April 1, 2014	Appointment as Independent Director for five years with effect from April 1, 2014	Appointment as Independent Director for five years with effect from April 1, 2014
<b>Qualifications Expertise</b>	Fellow Member of ICAI, ICWAI & ICSI Experience of 51 years in senior positions in Finance, Legal and General Management with core	M.Sc., MBA 20 years experience of competencies in other areas, executive and administrative areas, post retirement from the Indian Army.	M A ( Economics) 35 years experience of Executive and administrative areas.
<b>Directorships held in other Companies</b>	Mars Finance & Consultancy Services Ltd. Cimmco Ltd.	Nil	Nil
<b>Chairmanships/ Memberships of Committees across</b>	Landmark Property Development Company Limited – Audit Committee – Chairman Stakeholders Committee-Chairman Nomination & Remuneration committee chairman	Landmark Property Development Company Limited – Audit Committee – Member Stakeholders Committee- Member Nomination & Remuneration committee – Member	Landmark Property Development Company Limited – Audit Committee – Member Nomination & Remuneration committee – Member
<b>Shareholding of Directors</b>	Nil	Nil	Nil
<b>Relationship between Directors inter-se</b>	Nil	Nil	Nil

### **Landmark Property Development Company Limited**

#### **SHAREHOLDER INFORMATION**

To,  
CB Managment Services ( P) Limited  
P-22, Bondel Road, Kolkata- 700 019

Unit : Landmark Property Development Company Limited

#### **Updation of shareholder information for Physical Holdings**

I/we request you to record the following information against my/ our Folio No.:

<b>Folio No.</b>	
<b>Name of the sole/ first shareholder</b>	
<b>PAN*</b>	
<b>CIN/Registration No. (Applicable to corporate shareholders)</b>	
<b>Tel.No. with STD Code</b>	
<b>Mobile No.</b>	
<b>E -mail Id</b>	

#### **Bank details ;**

<b>IFSC ( 11 Digit)</b>		<b>MICR :(9 Digit)</b>	
<b>Bank A/C Type</b>		<b>Bank A/C #</b>	
<b>Name of the Bank</b>			
<b>Bank Branch address</b>			

A Blank cancelled cheque is enclosed to enable verification of bank details.

I/ we hereby declare that the particulars given above are correct and complete. If the transaction delayed because of incomplete or incorrect information, I/ we shall not hold the Company / RTA responsible. I/ we undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / we understand that the above details shall be maintained by you till I/ we hold the shares under the above mentioned Folio No.

Place:

Date :

Encl. : Self attested copy of the document(s) enclosed

Signature of the sole / First Shareholder:

## LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

### DIRECTORS' REPORT

TO  
THE MEMBERS

Your Directors are pleased to present the 43<sup>rd</sup> Annual Report together with the Audited Statement of Accounts for that year. ended March 31, 2019.

#### FINANCIAL RESULTS

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
	Rs.	Rs.
Revenue from Operations	-	1,75,38,597
Other Income	1,08,87,747	93,98,045
Profit/(Loss) Before Tax	22,11,993	62,70,896
Tax Expense		
Current Tax	5,14,000	17,10,000
Earlier Year Tax	(2,549)	2,340
Deferred Tax	(20,751)	(6,97,317)
Profit after Tax	17,21,293	52,55,873

#### ACTIVITIES

Your Company is engaged in the business of real estate development, and providing advisory and consultancy services. Your Company continues to provide advisory services to overseas investors from the year 2009 onwards. The Company did not receive any income from advisory services in the current year as against Rs. 1,75,38,597/- in the previous year. The profit after tax has been Rs. 17,21,293/- against Rs.52,55,873/- in the previous year.

No material changes and developments have taken place since the close of the Financial Year.

#### DIVIDEND

In view of inadequate profits, your Directors do not recommend payment of any dividend.

#### BUSINESS OUTLOOK

Your Company's advances to Ansal Landmark Townships Private Limited were transferred to Ansal Landmark (Karnal) Township Private Limited which had been set up to run the Karnal Project in terms of Business Transfer Agreement dated 2<sup>nd</sup> April, 2012 signed by the Company with Ansal Landmark (Karnal) Township Private Limited. The Company became entitled to allotment of Plots, Flats in Group Housing / commercial property in the residential townships at Ghaziabad and at Karnal. Your Company has still a balance advance of Rs. 35,45,91,040/- recoverable / adjustable Further allotments from Ansal Landmark (Karnal) Township Private Limited are expected.

The real estate market continues to be subdued / sluggish, pan India. However all efforts are being made to sell the stock of plots /flats in the Company's inventory.

#### DIRECTORS

Shri Gaurav Dalmia (DIN 00009639) retires by rotation at the ensuing 43<sup>rd</sup> Annual General Meeting. Being eligible and having consented, the Board recommends his re- appointment. A detailed profile of Shri Gaurav Dalmia, alongwith additional information required under Regulation 36(3) of SEBI (LDOR) Regulations is provided in the Notice convening the 43<sup>rd</sup> Annual General Meeting.

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

The Board currently comprise of two Non Executive Independent Directors viz: Shri G B Rao and Shri H. C. Dua above 75 years of age. A proposal is being put before the Members to accord their consent by way of Special Resolution to appoint them as directors in the company for a period three years i.e. from the conclusion of 43<sup>rd</sup> Annual General Meeting in 2019 to the conclusion of 46<sup>th</sup> Annual General Meeting in 2022."

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.

Shri H L Aggarwal would cease to be a Director with the closure of business hours on May 15, 2019. He has resigned due to health reasons

#### KEY MANAGERIAL PERSONNEL

Shri Gaurav Dalmia, Managing Director, and Shri Suresh Kumar Chawla, Company Secretary are continuing as Key Managerial Persons.