



LANDMARK
DALMIA GROUP

ANNUAL REPORT 2020-21



LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

BOARD OF DIRECTORS

Shri Gaurav Dalmia—Chairperson & Managing Director
Shri D. N. Davar
Shri G.B. Rao
Shri H.C. Dua
Shri J. K. Kapur
Smt. Sharmila Dalmia

CHIEF FINANCIAL OFFICER

Shri Arvind Vachaspati

COMPANY SECRETARY

Shri Ankit Bhatia

AUDITORS

M/s S C V & Co.LLP
(Previously S C Vasudeva & Co.)
Chartered Accountants

BANKERS

Axis Bank Limited, Statesman House
Barakhamba Road, New Delhi

REGISTERED OFFICE

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

WEBSITE

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



LANDMARK

DALMIA GROUP

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, Website: www.landmarkproperty.in

NOTICE

Notice is hereby given that 45th Annual General Meeting of the Members of the Company will be held on Thursday, 30th September, 2021 at 10.30 A.M. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility 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, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Gaurav Dalmia (DIN: 00009639), who retires by rotation and being eligible offers himself for re-appointment.

By order of the Board
For Landmark Property Development Company Limited

Ankit Bhatia
Company Secretary

Place: New Delhi
Date: 12-08-2021

NOTES

1. Since there is no Special Business, accordingly, the Explanatory Statement as per Section 102 of the Companies Act, 2013 is not required.

2. GENERAL INSTRUCTION FOR ACCESSING AND PARTICIPATING IN THE 45TH AGM THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OVAM) FACILITY:

- A. I) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/ 2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India and all other relevant circulars issued from time to time and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), the 45th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 45th AGM shall be the Registered Office of the Company situated at 11th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi-110001. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith (Refer Annexure-I to Notice of Meeting).

II) VC/OAVM – Major Guidelines:

- a) Members are requested to join the Forty-fifth Annual General Meeting (AGM) through VC/OAVM mode by 10.15 a.m. (IST) by following the procedures mentioned later in these Notes (Refer Annexure-1 to Notice of Meeting).

Facility for joining the VC/OAVM shall be kept open for the Members from 10.00 a.m. (IST) and may be closed at 10:45 a.m. (IST) or thereafter. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory & Secretarial Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

- b) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at info@landmarkproperty.in latest by 4 p.m. (IST) on Tuesday, 28th September, 2021.



Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

- c) Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.
- B. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 113 of the Act, the Body Corporates are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting during the 45th AGM of the Company.
- C. In line with the MCA Circulars and SEBI Circular, the Notice of the 45th AGM of the Company has been uploaded on the website of the Company at www.landmarkproperty.in. The Notice can also be accessed from the websites of the Stock Exchanges, namely, National Stock Exchange (NSE) at www.nseindia.com, Bombay Stock Exchange (BSE) at www.bseindia.com and the AGM Notice is also on the website of NSDL (Agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
- D. Since the AGM will be held through VC / OAVM facility, the Route Map is not annexed to this Notice.
- E. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e – Voting, for participation in the 45th AGM through VC/ OAVM facility and e - Voting during the 45th AGM.
- F. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- G. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations, Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and the Circulars issued by the Ministry of Corporate Affairs on 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- H. The 45th AGM of the Company shall be convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and all other applicable MCA Circulars.

3. REMOTE E-VOTING:

The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to E-voting are given in the Notice under Annexure-1 to Notice of Meeting.

4. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of the physical copies of the Notice of the 45th AGM and the Annual Report of the Company for the financial year ended 31st March, 2021 including therein the Audited Financial Statements for the year 2020-2021, the afore-mentioned documents are being sent only by email to the Members.

Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the 45th AGM of the Company along with the Annual Report for the 2020-2021 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned herein below:-

- a. For Members holding shares in physical form, please send a scanned copy of the signed request letter mentioning your Folio Number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address – rta@cbmsl.com.
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).

Members may note that the Notice of the 45th Annual General Meeting of the Company and the Annual Report for the financial year 2020-2021 inter alia indicating the process and manner of e-voting will be available on the Company's website at www.landmarkproperty.in, the websites of the Stock Exchanges, namely, NSE and BSE respectively and also on the website of NSDL at www.evoting.nsdl.com for their download.



Taking into account the COVID-19 scenario, it is encouraged by the Company for its Members to view the Full version of the AGM Notice along with the Annual Report of the Company for the Financial Year 2020-21 in electronic mode from the website of the Company, viz., www.landmarkproperty.in.

However, the copies of the aforesaid documents and relevant statutory registers will also be available for inspection in the website of the Company at www.landmarkproperty.in.

5. CUT-OFF DATE FOR REMOTE E-VOTING AND VOTING AT THE E-AGM - CLOSURE OF REGISTER OF SHAREHOLDERS:

The Register of Members and Share Transfer Books of the Company shall remain closed from the 24th day of September, 2021 to 30th day of September, 2021 (both days inclusive).

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 23, 2021. 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 at the E-AGM.

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 23, 2021.

6. 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.

7. CONSOLIDATION OF FOLIOS:

Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A Consolidated share certificate will be returned to such members after making requisite changes thereon.

8. 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 attached form (Annexure-2 to Notice of Meeting), sign the form and arrange to dispatch the same directly to our Registrar 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.

9. UNCLAIMED/UNPAID DIVIDEND, IF ANY, OF PREVIOUS YEARS

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.

10. In terms of Section 124 and Section 125 of the Companies Act, 2013, the amount of dividend unpaid or unclaimed for a period of seven years from the date to 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 the financial 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 is as follows:

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

The Company has been sending reminders to Members having unpaid / unclaimed dividend before transfer of such dividend(s) to IEPF. Details of the unpaid / unclaimed dividend are also uploaded, as per the requirements, on the Company's website viz. www.landmarkproperty.in. Members, who have not yet encashed their dividend pertaining to the Final Dividend for Financial Year 2013-14 are advised to write to the Company immediately claiming dividends declared by the Company. The Final Dividend for the Financial Year 2013-2014 is due to be transferred to the IEPF Fund immediately on or after 1st November, 2021. In case valid claim is not received by that date, the Company will also proceed to transfer the respective shares to the Demat Account of the IEPF Authority ('IEPF Account') in terms of the IEPF Rules by following the prescribed procedure.

11. Dividend and corresponding shares, as stated in Points 9 and 10 above, once transferred to IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules.

Mr. Ankit Bhatia, Company Secretary & Chief Legal Officer is the Nodal Officer of the Company for the purpose of verification of such claims.

12. 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.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address, bank account details etc. or demise of any Member as soon as possible 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).

Members are advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, CB Management Services Private Limited, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

15. To support the 'Green Initiative', the 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 / Registrar and Share Transfer Agent electronically.
16. 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.
17. 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.
18. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, form part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment.
19. At the 41st AGM held on 28th September, 2017, the Members approved the appointment of M/s. S.C. Vasudeva & Co., Chartered Accountants (FRN-000235N), as the Statutory Auditors of the Company for an initial term of five consecutive years i.e, from the conclusion of the 41st AGM till the conclusion of the 46th AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM of the Company. The requirement to place the matter relating to the appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 45th AGM.

Details of Director seeking appointment / Re- appointment: -

Name of the Director	Shri Gaurav Dalmia
Date of Appointment on the Board	January 29, 2008
Qualifications	Bachelor Degree in Computer Science, MBA Degree with Beta Gamma Sigma Honors from Columbia University, USA.



Expertise	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.
Directorships held in other Companies	Bajaj Consumer Care Limited Landmark Land Holdings Pvt. Ltd. Vipul SEZ Developers Pvt. Ltd. Ansal Landmark (Karnal) Township Pvt. Ltd. Fast track Realtors Pvt. Ltd. True North Corporate Pvt. Ltd. CSEP Research Foundation National Synthetics Limited
Chairman ships/ Memberships of Committees across	Chairman – Audit Committee Bajaj Consumer Care Limited Member – Stakeholders Relationship Committee Landmark property Development Company Limited
Shareholding of Directors	1,74,999 shares (0.13 %)
Relationship between Directors inter-se	Smt. Sharmila Dalmia, Woman Director is the spouse of Shri Gaurav Dalmia, Chairman and Managing Director.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS

UNDER:-

The remote e-voting period begins on September 27, 2021 at 09:00 A.M. and ends on September 29, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2021.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  <p>App Store</p>  <p>Google Play</p> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>