

LANDMARC

Leisure Corporation Limited
CIN: L65990MH1991PLC060535

May 28, 2024

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Script Code: 532275

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2024

Dear Sir / Madam,

As per Regulation 24A of the SEBI (LODR) Regulations, 2015, please find attached Annual Secretarial Compliance Report of the Company.

You are requested to take note of the same.

Thanking You,

Yours faithfully,

For **Landmarc Leisure Corporation Limited**

K.R. Mahadevan
Whole Time Director
DIN: 07485859

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
LANDMARC LEISURE CORPORATION LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **LANDMARC LEISURE CORPORATION LIMITED** (hereinafter referred as ‘the listed entity’), having its Registered Office at 303, Raaj Chamber, 115 R.K. Paramhans Marg (Old Nagardas Road), Near Andheri Station Subway, Andheri -East, Mumbai - 400069.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, CS Nithish Bangera, have examined:

- a) all the documents and records made available to us and explanation provided by **LANDMARC LEISURE CORPORATION LIMITED** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (Applicable during review period)

- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable during review period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable during review period)
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable during review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable during review period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during review period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable during review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Applicable during review period)

and circulars/ guidelines issued there under;

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	Nil

NVB & Associates

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Free Press Journal Marg,
Nariman Point, Mumbai 400 021

Practising Company Secretaries
Mob. +91 8097793779
Email – nithish@nvba.in

3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.	NA	Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil

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8. Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	Nil
9. Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10. Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11. Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Action has been taken by SEBI and stock exchange, details of which is given herein below	Our comments given herein below
12. Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Action has been taken by SEBI and stock exchange, details of which is given herein below	Our comments given herein below

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	Nil
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>		
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically</p>	NA	Nil

	<p>waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p style="text-align: center;">NA</p> <p style="text-align: center;">NA</p> <p style="text-align: center;">Yes</p>	<p style="text-align: center;">Nil</p> <p style="text-align: center;">Nil</p> <p style="text-align: center;">Qualification and management explanation is provided in Annual report</p>
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	Nil

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

- (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: **Annexed**

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Annexed**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For NVB & Associates
Practising Company Secretaries

Nithish Bangera
Proprietor

COP No.: 16069
M. No. No.: 12268

Place: Mumbai
Date: May 28, 2024

UDIN: A012268F000466471
PEER REVIEW No.: 1692/2022

ANNEXURE

(a)(*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Re- marks of the Practicing Company Secretary	Management Response	Re- marks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					
1	Appointment of Compliance Officer in the Company	Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015	Delay in appointment of Compliance Officer by 3 days	NA	Fine	Delay in appointment of Company Secretary and Compliance Officer	Rs. 2,000/-	Ms. Isha Bakre has tendered her resignation as Company Secretary and Compliance Officer of the Company w.e.f. September 30, 2023. Further, Ms. Jalmeen Kaur Kalsi has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. January 03, 2024. As per the Regulation 6 of the SEBI(LODR), 2015 the Compliance Officer must be appointed within 3 months from the date of vacancy of the Compliance Officer. The Company has appointed new Compliance Officer after the due date i.e. December 31, 2023. Hence the Company has complied with delay of 3 days.	Complied with delay	Complied with delay
2	Payment of Annual Listing Fees	Regulation 14 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015 and Circular LIST/COMP/OPS/ 16 /2019-2020	Delay in payment of annual listing fees	SEBI	The trading in the securities of the Company are suspended from last 2 years	The Company has not paid the listing fees	Revocation fee Rs. 23,60,000	The Company has made the outstanding payment of Rs. 6,79,000 as Listing Fees to the Stock Exchange in tranches	The Company has made the outstanding payment of Rs. 6,79,000 as Listing Fees to the Stock Exchange in tranches	Complied with delay
3	Suspension in Trading of Securities	Circular LIST/COMP/OPS/ 16 /2019-2020	The company's equity shares are in suspended category.	SEBI	Suspension of Securities of the Company	Delay in payment of Annual Listing Fees	Nil	The Company has paid the Annual Listing fees. However, the shares are still in the suspension category.	The Company has paid the Annual Listing fees. However, the shares are still in the suspension category.	Complied with delay
4	Non-Filing of PAS-6	Applicable Regulation of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and section 29 of the Companies Act, 2013	The Company has not filed PAS-6	NA	The company vide outcome of postal ballot dated January 5, 2023 had issued 2,54,000 Cumulative Redeemable Preference Shares of Rs.100/- each to the Preference Shareholders. The Preference Shares are not listed on the stock Exchange and not in demat form.	Non-Filing of PAS-6	Nil	The company vide outcome of postal ballot dated January 5, 2023 had issued 2,54,000 Cumulative Redeemable Preference Shares of Rs.100/- each to the Preference Shareholders. The Preference Shares are not listed on the stock Exchange and not in demat form.	Not Complied	Not Complied
5	Registration of Independent Directors Data Bank	Section 149 and 150 read with the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019	The Independent Directors are not registered in Independent Directors Data Bank	NA	Independent Directors are yet to register on Independent Directors Data Bank	Independent Directors are yet to register on Independent Directors Data Bank	Nil	Independent Directors are yet to register on Independent Directors Data Bank	Not Complied	Not Complied

(b) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Re- marks of the Practicing Company Secretary	Management Response	Re- marks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					
1	Filing of shareholding pattern for the quarter ended March 2023	Regulation 31 of SEBI(LODR), 2015	Delayed by 6 days	NA	NA	Delay in filing	Nil	Delay in filing was due to late receipt of BENPOS	Complied with delay	Complied with delay