



LANDMARK
DALMIAGROUP

Landmark Property Development Company Limited
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PROCEEDINGS OF THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED HELD AT PEAREY LAL BHAWAN, 2, BAHADUR SHAH ZAFER MARG, NEW DELHI, ON 30TH SEPTMEBR, 2014 AT 9.30 A.M.

The following Registers and documents were kept open and accessible to inspection by the Members during the Meeting.

- 1) Minutes Book of General Meetings
- 2) Register of Contracts
- 3) The Register of Directors and Key Managerial Person

ATTENDANCE

247 Members were present in person and one Member was present represented by a valid proxy.

CHAIRMAN

Mr. D.N. Davar, being the Chairman of the Board of Directors, took the chair in accordance with the Article 58 of the Articles of Association.

The Chairman announced that the meeting is validly convened; the requisite quorum is present and called the meeting to order.

The Chairman further announced that one valid proxy had been received. This proxy represented 1000 Equity Shares.

The Chairman then, welcomed the members present

The Company Secretary read out the Auditors Report.

The Chairman announced the results on e voting given by the Scrutinizer, Ms. Neelam Gupta, Practicing Company Secretary, for each of the resolutions. He further informed the Members present that Ballot papers were to be given at the AGM Venue for those shareholders who have not voted through e - voting to exercise their vote through Poll and informed that Ms. Neelam Gupta was also to be Scrutinizer for the poll. He said that results would be announced in due course and the same would be hosted on Company's web site.

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Company Secretary

The Chairman also informed the members that Dr. G B Rao, Chairperson of the Stakeholders Relationship Committee and also Chairperson of Nomination and Remuneration Committee was present here to attend the AGM as required u/s 178 (7) of the Companies Act, 2013. Further, Dr. G B Rao, the Independent Director of the Audit Committee of the Board and a Financial Expert, had been entrusted with the responsibility to attend to the matters relating to clarifications in respect of Financial Statements at 38th AGM being held today in place of Shri G.P. Gupta, Chairman of the Audit Committee, who could not be present for being unwell.

The Poll was ordered to be carried out immediately at AGM Venue after the closure of the AGM.

Item No. 01 of the Agenda It was "RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2014 and Profit & Loss Account for the year ended on that date along with all the schedules and annexures and reports of Auditors and Directors be and are hereby received, considered and adopted."

Ordinary Resolution was passed with 100.00 % of shares in favour of the resolution.

Item No. 02 of the Agenda It was "RESOLVED THAT pursuant to the recommendation made by the Board of the Directors, a dividend at the rate of Re. 0.07/-(7%) per paid up equity share to the equity shareholders of the Company whose names appear in the Registrar of Members as on September 30, 2014 be and is hereby declared out of the profits of the Company for the financial year ended March 31, 2014."

RESOLVED FURTHER THAT dividend be paid by posting the dividend warrants/through ECS/NECS within 30 days hereof to all the shareholders who are entitled to receive the payment."

Ordinary Resolution was passed with 100.00 % of shares in favour of the resolution.

Item No. 03 of the Agenda It was "RESOLVED THAT the vacancy caused by the retirement by rotation of Shri D.N. Davar who has not offered himself for re-appointment, be not filled by the Company for the time being."

Ordinary Resolution was passed with 99.97 % of shares in favour of the resolution

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Company Secretary

Item No. 04 of the Agenda It was "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s V.Sankar Aiyar & Co., Chartered Accountants, New Delhi(Firm registration No.109208W), be and are hereby appointed as the auditors of the Company to hold office for a term of three consecutive years from the conclusion of this Annual General Meeting to the conclusion of the 41st AGM in the calendar year 2017 (subject to ratification of the appointment by the Members at every AGM held after this AGM) at a remuneration for the Financial Year 2014-15 of Rs. 1,75,000 /- (Rupees One Lac Seventy Five Thousand)plus service tax, as applicable, plus out of the expenses, as may be incurred by them in connection with the audit of the accounts of the Company."

Resolution was passed with 99.99% % of shares in favour of the resolution.

Item No. 05 of the Agenda It was "RESOLVED THAT in compliance with applicable provisions of the Companies Act, 2013, Shri Gaurav Dalmia ,Executive Co- chairman, Managing Director and CEO,shall be liable to retirement by rotation ."

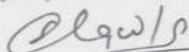
RESOLVED FURTHER THAT all other terms and conditions of appointment and remuneration of Shri Gaurav Dalmia as Executive Co- Chairman, Managing Director and CEO of the Company remain unchanged."

Ordinary Resolution stand passed with 94.77% % of shares in favour of the resolution.

Item No. 06 of the Agenda It was "RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 Shri Harish Chander Dua(DIN00589075)who was appointed as an Additional Director of the Company by the Board of the Directors and who holds the office until the date of AGM , in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member signifying his intention to propose Shri Harish Chander Dua as a candidate for the office of a Director of the Company be and is hereby appointed today as an Independent Director of the Company w.e.f. October 1,2014 , not liable to retire by rotation and to hold office for five consecutive years upto the conclusion of 43rd Annual General Meeting of the Company in the calendar year 2019."

Ordinary Resolution was passed with 99.99% % of shares in favour of the resolution.

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Company Limited**



Company Secretary

Item No. 07 of the Agenda It was "RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 Shri Gian Prakash Gupta (DIN00017639) be and is hereby appointed today as an Independent Director of the Company w.e.f. October 1,2014 , not liable to retire by rotation and to hold office for five consecutive years upto the conclusion of 43rd Annual General Meeting of the Company in the calendar year 2019."

Ordinary Resolution was passed with 99.97% % of shares in favour of the resolution.

Item No. 08 of the Agenda It was "RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 Shri Govindarajula Bhaskar Rao (DIN00493992) be and is hereby appointed today as an Independent Director of the Company w.e.f. October 1,2014 , not liable to retire by rotation and to hold office for five consecutive years upto the conclusion of 43rd Annual General Meeting of the Company in the calendar year 2019."

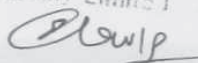
Ordinary Resolution was declared passed with 99.97 % of shares in favour of the resolution.

Item No. 09 of the Agenda It was "RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013, the Company be and is hereby authorized to make inter corporate investments, give loans, guarantees or provide security to other Body Corporates provided the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, alongwith the investment, loan, guarantee or security proposed to be made or given by the Board does not exceed by Rs. 60 Crore(Rupees Sixty Crore) over and above the limits prescribed under section 186(3) of the Companies Act, 2013, i.e., sixty percent of paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question,difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Ordinary Resolution was passed with 99.99 % of shares in favour of the resolution.

For Landmark Property Development
Company Limited


Company Secretary

Item No. 10 of the Agenda It was "RESOLVED THAT pursuant to provisions of Section 188 (1) and any other applicable provisions of the Companies Act, 2013, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter called the Board') which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power to delegate such authority to any person or person(s) for the following related party transactions entered into by the Company upto the maximum amount as stated hereinbelow:

(a) Accept retrospectively and on going basis, the allotment of flats (including semi finished), plots, inventories of any form etc. from Ansal Landmark (Karnal) Township Private Limited (ALKTPL) in liquidation of Rs. 35.46 crores in one or more tranches."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Special Resolution was passed with 95.59% % of shares in favour of the resolution.

Item No. 11 of the Agenda It was "RESOLVED THAT pursuant to provisions of Section 188 (1) and any other applicable provisions of the Companies Act, 2013, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter called the Board') which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power to delegate such authority to any person or person(s) for following related party transactions entered into by the Company upto the maximum amount as stated hereinbelow:

- (a) Accept, delivery and possession of plot admeasuring 1.23 acres situated in Faridabad ,Haryana or otherwise from Landmark Land Holdings Private Limited in liquidation of Rs. 233.00 lakhs in one or more tranches retrospectively and on going basis ."

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Company Secretary

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Special Resolution was passed with 95.60 % of shares in favour of the resolution.

Item No. 12 of the Agenda It was "**RESOLVED THAT** pursuant to provisions of Section 188 (1) and any other applicable provisions of the Companies Act, 2013, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter called the Board') which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power to delegate such authority to any person or person(s) for the following related party transactions entered into by the Company upto the maximum amount as stated hereinbelow:

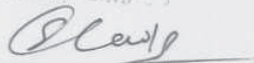
(a) Pay rent and taxes retrospectively and on going basis, for facility of using Part of office at 11th Floor, Narain Maznzil, 23, Barakhamba Road, New Delhi (1044 sq.ft.) @ Rs. 143 sq. ft. of Astir Properties Private Limited (APPL) for a period of three years effective from September 1, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Special Resolution was passed with 95.57 % of shares in favour of the resolution.

Item No. 13 of the Agenda It was "**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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Company Limited



Company Secretary

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

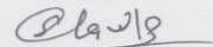
Special Resolution was passed with 99.99 % of shares in favour of the resolution.

Vote of Thanks

There being no other business to be transacted, the meeting concluded with a hearty vote of thanks to the Chair.

Date 30.09.2014

**For Landmark Property Development
Company Limited**



(S.K. Chawla)
Company Secretary