



LANDMARK
DALMIA GROUP

Landmark Property Development Company Limited
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PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED HELD ON WEDNESDAY, 30TH SEPTMEBR, 2015 AT 9.30 A.M. AT PEAREY LAL BHAWAN, 2, BAHADUR SHAH ZAFER MARG, NEW DELHI,

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

164 Members were present in person and 8 Members were present represented by valid proxies.

CHAIRMAN

Shri Guarav Dalmia, being the Chairman of the Board of Directors, took the chair in accordance with the Article 44 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 8 valid proxies had been received. These proxies represented 8,63,37,846 Equity Shares.

The Chairman then, welcomed the members present and introduced the Directors on the Dias

The Company Secretary read out the Auditors Report.

The Chairman 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, a Practicing Company Secretary, 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.

(Signature)

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 Chairman of the Audit Committee of the Board and a Financial Expert, was entrusted with the responsibility to attend to the matters relating to clarifications in respect of Financial Statements at 39th AGM.

The Chairman also informed that the Company has exempted Statutory Auditors of the Company from attending the Annual General Meeting.

Every Resolution was formally proposed and seconded.

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, 2015 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** Shri H.L. Agarwal, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

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

Item No. 03 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, the appointment of M/s V.Sankar Aiyar & Co., Chartered Accountants, New Delhi (Firm registration No.109208W), as the Statutory Auditors of the Company, made at 38th Annual General Meeting for a period of three years till the conclusion of Annual General Meeting to be held in the year 2017 be and is hereby ratified for the Financial year 2015-16 at a remuneration of Rs. 1,75,000 /- (Rupees One Lac Seventy Five Thousand) plus service tax, as applicable, plus out of pocket expenses, as may be incurred by them in connection with the audit of the accounts of the Company."

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

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Item No. 04 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, Smt. Sharmila Dalmia (DIN 00266624) who was appointed as an Additional Director of the Company in the promoter category by the Board of the Directors and who holds the office until the date of this 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 Smt. Sharmila Dalmia as a candidate for the office of a Director of the Company be and is hereby appointed as a Director of the Company and who shall not liable to retire by rotation."

Ordinary Resolution was passed with 99.56% of shares in favour of the resolution.

Item No. 05 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 Jai Karan Kapur (DIN 07139086) who was appointed as an Additional Director of the Company in the Independent Category by the Board of the Directors and who holds the office until the date of this 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 Jai Karan Kapur as a candidate for the office of a Director of the Company be and is hereby appointed as an Independent Director of the Company w.e.f. March 31, 2015 to hold office for five consecutive years i.e. upto 30th March, 2020 and shall not be liable to retire by rotation."

Ordinary Resolution was passed with 100.00% % 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 30.09.2015

**For Landmark Property Development
Company Limited**



(S.K. Chawla)
Company Secretary