



LANDMARK

DALMIA GROUP

Landmark Property Development Company Limited
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PROCEEDINGS OF THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED HELD ON FRIDAY, 30TH SEPTMEBR, 2016 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

142 Members were present in person and 9 Members were present represented by valid proxies.

CHAIRMAN

Shri Gaurav 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 9 valid proxies had been received. These proxies represented 8,63,37,906 Equity Shares.

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

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 Practising Company Secretary, was also to be Scrutinizer for the poll. He said that results would be announced within 48 hours 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 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 40th AGM.

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

It was also informed that Shri Puneet Singh, Company Secretary was present as authorized Representative of Jayant Gupta & Associates, Secretarial Auditor.

Every Resolution was formally proposed and seconded.

The Poll was ordered to be carried out immediately at AGM Venue.

Item No. 01 of the Agenda It was "**RESOLVED THAT** the Audited Balance Sheet of the Company as at 31st March, 2016 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."

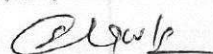
Ordinary Resolution was passed with 100.00% of shares in favour of the resolution.

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 99.73% 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 39th Annual General Meeting for a period of three years till the conclusion of Annual General Meeting to be held in the year 2017 be

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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."

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

Item No. 04 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 transaction, being entered into by the Company upto the maximum amount as stated hereinbelow:

(a) Pay rent and taxes for facility of using part of the office at 11th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi (1044 sq.ft.) @ Rs. 143 per sq. ft. to Astir Properties Private Limited (APPL) for a period of three years effective from September 1, 2016.

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 99.73% of shares in favour of the resolution.

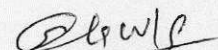
Vote of Thanks

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

The Meeting concluded at 10.00 A.M.

Date 30.09.2016

**For Landmark Property Development
Company Limited**



(S.K. Chawla)
Company Secretary