LANDMARK
DALMIA GROUP

ANNUAL REPORT
2014-15

LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

BOARD OF DIRECTORS **Shri Gaurav Dalmia–Chairman ,Managing Director & CEO** **Shri H .L. Agarwal** **Shri G.B. Rao** **Shri H.C. Dua** **Shri J .K. Kapur** **Smt. Sharmila Dalmia**
COMPANY SECREATRY Suresh Kumar Chawla
AUDITORS M/s V Sankar Aiyar & Co. Chartered Accountants
BANKERS Axis Bank Limited, Statesman House Barakhamba Road. New Delhi
REGISTERED OFFICE 11th Foor , Narain , Manzil , 23, Barakhamba Road, New Delhi – 110 001 T.No. 91 11 43621200 Fax No. 91 11 41501333 Email : info @landmarkproperty.in
WEB SITE www.landmarkproperty.in
CORPORATE IDENTILITY NUMBER L13100DL1976PLC188942
REGISTRARS AND SHARE TRANSFER AGENTS CB Managment 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 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 Web Site :www.landmarkproperty.in

NOTICE

Notice is hereby given that 39th Annual General Meeting of the Members of the Company will be held on Wednesday, 30th September,2015 at 9.30 A.M. at Pearey Lal Bhawan, 2, Bahadurshah Zafar Marg, New Delhi -1100 02 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, 2015 and the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Shri H.L. Agarwal (DIN 00767195)who retires by rotation and being eligible offers himself for re-appointment.

3. To ratify the appointment of Auditors and to fix their remuneration and, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION :

   "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 only)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."

SPECIAL BUSINESS

4. To consider and if, thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

   "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 Directors and who holds 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 be liable to retire by rotation."

5. To consider and if, thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

   "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 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."

Place: New Delhi
Date : 05-08-2015

S.K.Chawla
Company Secretary

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.)

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No 4

At the meeting of the Board of Directors held on March 31, 2015, Smt. Sharmila Dalmia was appointed as Additional Director w.e.f March 31, 2015 and holds Office upto the date of this AGM in terms of Section 161 of the Companies Act, 2013.

Pursuant to Section 160 of the Act, the company has received a notice together with requisite deposit of Rs. 1 lac from a Member signifying his intention to propose Smt. Sharmila Dalmia as a candidate for the office of a Director of the Company.

She is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

She fulfils the conditions specified in the Companies Act,2013 and the rules made thereunder for her appointment as a Director.

The Nomination and Remuneration Committee has recommended the appointment of Smt. Sharmila Dalmia as a Director,not lible to retire by rotation.

Smt. Sharmila Dalmia and her husband Shri Gaurav Dalmia are interested in the Resolution set out at Item No. 4.

None of the Key Managerial Persons / their relatives / other Directors of the Company is in any way concerned or interested financially or otherwise in the Resolution set out at Item No.4 of the Notice.

It is hoped that her long experience, valuable counsel and guidance would benefit the Company.

A brief profile of Smt. Sharmila Dalmia and the names of Companies in which she holds directorships is included in the Notice.

The Board commends passing of the Ordinary Resolution set out in Item No 4 of the Notice.

Items No.5

At the meeting of the Board of Directors held on March 31, 2015, Shri Jai Karan Kapur was appointed as Additional Director w.e.f March 31, 2015 and holds Office upto the date of this AGM in terms of Section 161 of the Companies Act, 2013. Pursuant to Section 160 of the Act, the company has received notice together with requisite deposit of Rs. 1 lac from a Member signifying his intention to propose Shri Jai Karan Kapur as a candidate for the office of a Director of the Company.

He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

In the opinion of the Board , he fulfils the conditions specified in the Companies Act,2013 and the rules made thereunder for his appointment as an Independent Director under Section 149 of the Companies Act, 2013 and is an Independent Director in compliance with Clause 49 of the Listing Agreement. The Company has received a declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. In the opinion of the Board, Shri Jai Karan Kapur fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement.

The Nomination and Remuneration Committee has recommended the appointment of Shri Jai Karan Kapur as an Independent Director from March 31, 2015 for a period of five consecutive years.

Shri Jai Karan Kapur is interested in the Resolution set out at Item No. 5 as it pertains to his own appointment.

None of the Key Managerial Persons / their relatives / other Directors of the Company is in any way concerned or interested financially or otherwise in the Resolution set out at Item No.5 of the Notice.

It is hoped that his long experience, valuable counsel and guidance would benefit the Company.

A brief profile of Shri Jai Karan Kapur and the names of Companies in which he holds directorships is included in the Notice.

The Board commends passing of the Ordinary Resolution set out in Item No 5 of the Notice.

Notes:

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.*

   A person can act as proxy on behalf of the members not exceeding fifty and holding not more than 10 % of share capital of the Company. A Member holding more than 10% of share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Members and proxies should fill in the Attendance Slip for attending the Meeting.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September,2015 to 30th September,2015 (both days inclusive) in connection with the Annual General Meeting.

5. 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 Forms 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.

6. Members holding shares in electronic mode are requested to intimate any change in their address, bank details etc. 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, C B Management Services (P) Ltd, quoting their Folio Number(s).

7. 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.

8. The Members of the company are advised to approach the Company for claiming their unclaimed shares; the details thereof are given in the Director's 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.

9. In terms of Section 205Aand Section 205C of the Companies Act, 1956 and / or relevant corresponding provisions of the Companies Act,2013 once notified, the amount of dividend unpaid or unclaimed for a period of seven years from the date of 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 any one of the financial years viz year ended 31st March, 2013 and 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 are as follows:

Dividend for the year ended	Due date for transfer of IEPF
31st March , 2013	1st November , 2020
31st March , 2014	1st November , 2021

10. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment/reappointment at the Annual General Meeting, form part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number(PAN) by every participant in the securities market. Members holding share in electronic form are therefore requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to CB Management, the Registrars and Share Transfer Agents of the Company.

12. 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.

13. Members who have not registered their e-mail so far are requested to register their e-mail address for receiving all communication including Annual Report , Notices, circulars etc, from the Company / Registrars and Share Transfer Agent electronically.

14. Electronic copy of Annual Report 2015 is being sent to Members whose e mail IDs are registered with the Company/ R&T Agent/ Depository Participants for communication purposes unless a Member has requested for a physical copy of the same. For Members who have not registered their e mail IDs, physical copies of Annual reports are being sent in permitted mode. The said Notice indicates the process and manner of remote e- voting.

15. The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory Demat mode as per the regulation of SEBI as also to prevent any loss of physical Share Certificate. The Company shall be thankful if its valued Shareholders take necessary action positively and immediately**.**

16. Members may please note that the Notice of 39th Annual General Meeting and the Annual Report 2015 will also be available on company's website www.landmarkproperty.in .

17. Pursuant to Companies Act, 2013 and Rules made there under, shareholders holding shares in physical mode/electronic mode are requested to please register their e-mail address and changes therein from time to time with the company/the Registrars and Share Transfer Agents of the Company, C. B. Management Services Private Limited at www.cbmsl.com/ green.php and/or with the concerned depository participant and also to mention their e-mail address in all correspondence with the company so as to expedite the response and also to enable the Company to send the notices of Annual General Meeting, Annual Reports and other communications/documents electronically through e-mail.

18. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement , the Company is pleased to provide facility to the Members to exercise their right to vote by electronic means as per annexure attached. The Company has fixed 23rd September, 2015 as the cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 39th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and the rules thereunder. In addition , the Company also proposes to provide the option of voting by means of Ballot Form at the AGM.

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, 2015. 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 though remote e-voting / voting through ballot paper at the A.G.M.

The remote e voting period will commence at 9.00 A.M. on Sunday, 27th September, 2015 and will end at 5.00 P.M.on Tuesday, 29th September, 2015.

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, 2015

The Company has appointed Ms. Neelam Gupta, Company Secretary in Practice to act as Scrutinizer to scrutinize the voting process(electronically or otherwise)for the 39th Annual General Meeting in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e – voting given in the AGM Annexure.

At the Annual General Meeting , the Chairman shall , after the end of discussion on the proposed resolutions, allow the voting with the assistance of Scruiniser by you of ballot papers by all the Members who have not casted their votes through remote e voting facility

The Company has engaged the services of National Securities Depository Limited (NSDL) as Authorized Agency to provide remote e- voting facilities.

The members who have acquired shares and become members of the Company after the dispatch of Notice of the AGM but before the cut off date of 23rd September, 2015 may obtain the user ID and password from the Company's Registrar and Share Transfer Agents.

The result of the remote e-voting shall be declared not later than three days of the conclusion of the AGM. The declared results along with Scrutinizer's Report will be available on the Company's web site and NSDL's web site and will also be forwarded to the Stock Exchanges.

LANDMARK
DALMIA GROUP

Details of Directors seeking appointment / Re- appointment as required under Clause 49 of the Listing Agreement with the Stock Exchanges:-

Name of the Director	Shri Hira Lal Agarwal	Smt. Sharmila Dalmia	Shri Jai Karan Kapur
Date of Appointment on the Board	January 20, 2011	March 31,2015	March 31,2015
Qualifi - Cations	B. Com, LLB and Fellow Member of ICAI & ICSI	Graduate	Bachelors and Masters Degree in Economics from Delhi University
Directorships held in other Companies	OCL Global Limited, Mauritius OCL China Limited, China	Grandeur Travels and Tours Pvt. Ltd. Stars On Net Com Pvt Ltd. Phoenix Hospitality Company Pvt ltd. Jiva Designs Pvt Ltd.	Nil
Chairman ships/ Memberships of Committees across	Nil	Nil	Nil
Shareholding of Directors	Nil	Nil	Nil
Relationship between Directors inter-se	Non Independent Director	Smt.Sharmila Dalmia is the spouse of Shri Gaurav Dalmia , Chairman , MD & CEO	Nil

LANDMARK
DALMIA GROUP

LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

DIRECTORS' REPORT

TO
THE MEMBERS

Your Directors are pleased to present the 39th Annual Report together with the Audited Statement of Accounts for that year. ended March 31, 2015.

FINANCIAL RESULTS

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
	Rs.	Rs.
Profit/(Loss) Before Tax	**1,50,35,854**	3,70,68,819
Tax Expense		
Current Tax	**39,44,000**	1,11,04,000
Deferred Tax	**(2,48,900)**	6,86,900
Income Tax for earlier year	**(14,183)**	(7,70,735)
Profit after Tax	**1,13,54,937**	2,60,48,654
Add : Surplus brought forward from previous year	**9,42,74,670**	7,92,11,871
	10,56,29,607	10,52,60,525
Less : Appropriations		
Proposed Equity Dividend	-	93,90,021
Tax on Dividend	-	15,95,834
	-	1,09,85,855
Surplus carried to Balance Sheet	**10,56,29,607**	**9,42,74,670**

ACTIVITIES

Your Company is engaged in the business of real estate development, and providing advisory and consultancy services. Your Company continues to provide advisory services to overseas investors from the year 2009 onwards .The Company received Rs. 2,73,56,565/- as income from advisory services in the current year as against Rs. 3,59,57,520/- in the previous year. The profit after tax has been Rs.1,13,54,937/- against Rs.2,60,48,654/- in the previous year.

No material changes and developments have taken place since the close of the Financial Year.

DIVIDEND

In view of insufficient profits,your Directors do not recommend payment of any dividend.

BUSINESS OUTLOOK

Your Company's advances to Ansal Landmark Townships Private Limited were transferred to Ansal Landmark (Karnal) Township Private Limited which had been set up to run the Karnal Project in terms of Business Transfer Agreement dated 2nd April, 2012 signed by the Company with Ansal Landmark (Karnal) Township Private Limited. The Company became entitled to allotment of Plots, Flats in Group Housing / commercial property in the residential townships at Ghaziabad and at Karnal.

Your Company has since been allotted flats (including semi finished flats) and Plots against adjustment of Rs.14,47,83,799 /-, leaving a balance advance of Rs, 35,45,91,040/. Further allotments are expected in due course.

The real estate maket continues to be slow , pan India .However all efforts are being made to sell all the stock of plots /flats in the Company's inventory.

DIRECTORS

Shri H. L. Agarwal, Director of the Company, retires by rotation at the ensuing 39th Annual General Meeting. Being eligible and having consented, the Board recommends his re- appointment. Details of Shri H. L. Agarwal are provided in the Notice convening the 39th Annual General Meeting.

Shri G.P.Gupta , an independent director submitted his resignation to the Board on January 30, 2015 due to health reasons. The same was accepted by the Board in its meeting held on February 02, 2015. The Board hereby places on record its sincerest thanks and gratitude for the invaluable contribution made by Shri G.P.Gupta towards the growth and development of the company during his tenure as a director. The Board also on behalf of the members wishes Shri G.P.Gupta a long and healthy life.

During the year , Shri Jai Karan Kapur was appointed as an Additional Director in the category of Independent Director with effect from March 31, 2015 . In terms of Section 161 of the Companies Act, 2013, he holds office upto the date of forthcoming 39th Annual General Meeting. The Company has received requisite notice in writing from a Member proposing his name for the office of Director.

Smt.Sharmila Dalmia was also appointed as an as an Additional Director in the category of Promoter Director and also as **Woman Director** with effect from March 31, 2015. In terms of Section 161 of the Companies Act, 2013, she holds office upto the date of forthcoming 39th Annual General Meeting . The Company has received requisite notice in writing from a Member proposing her name for the office of Director.

Shri Jai Karan Kapur, the existing Additional Director shall be appointed as an Independent Director at the forthcoming 39th Annual General Meeting to be held this year in terms of Section 149 of the Companies Act, 2013 for a period of 5 years with effect from March 31, 2015. He shall hold the office of the Independent Director, not liable to retire by rotation.

Smt. Sharmila Dalmia , the existing Additional promoter Director, shall be appointed as a Director, not liable to retire by rotation, at the forthcoming 39th Annual General Meeting. She shall hold office the of promoter Director, not liable to retire by rotation.

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

The appointment of Shri Gaurav Dalmia , Managing Director and CEO , Shri Rajeev Kumar Nair , Chief Financial Officer and Shri Suresh Kumar Chawla , Company Secretary as Key Managerial Persons was noted at the Board Meeting held on May16,2014 and requisite forms were filed in time . There has not been any change since then.

FAMILIARZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Board members are provided with necessary documents, reports, and policies to enable them familarize with the Company's procedures and practices. Periodic presentations on business of Company are made at the Board Meetings .

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually, as well as the evaluation of the working of all its Committees. Criteria for preformance evaluation is given in Annexure "E".

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Nomination and Remuneration Policy is given in Annexure "D".

BOARD MEETINGS

During the year five Board Meetings and four Audit Committee Meetings were convened and held. The details of the same are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMMITEE

The composition and other details of the Audit Committee are given in the Corporate Governance Report .

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

i) In the preparation of the annual accounts, the applicable accounting standards have been followed.

ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.

iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) The directors have prepared the annual accounts on a going concern basis.

v) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) The directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTY TRANSACTIONS:

All related party transactions were approved by the shareholders through three separate Special Resolutions at their Annual General Meeting held on September 30, 2014. The details of the same are given in the Corporate Governance Report.

MANAGERIAL REMUNERATION

The details of managerial remuneration are given in Form MGT-9 which is annexed herewith as " Annexure C".

SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Directors on the Board of Directors of the Company and to Senior Management Personnel

The Code has been posted on the Company's website www.landmarkproperty.in

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the senior management personnel in their business dealings and in particular on matters relating to integrity in the work place,in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed their compliance with the Code.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil (Whistle Blower) Policy which aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected default or violation of codes of conduct or policy

Shri G.B. Rao, Independent Director and the Chairman of the Audit Committee has been approved to head the Vigil Mechanism and to do the needful in that regard.

The said Vigil Mechanism shall provide safeguards against victimization of Director(s) / Employee (s) who availed of the Mechanism and also to provide for direct access to the Chairman of the Audit Committee in exceptional circumstances. The said Vigil Mechanism is being overseen by the Audit Committee.

The Policy has been posted on the Company's website www.landmarkproperty.in

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:

The observations made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report from a Company Secretary in Practice. The Secretarial Audit report is annexed herewith as "Annexure B"

AUDITORS

The Auditors V Sankar Aiyar & Co., Chartered Accountants, New Delhi , retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as " Annexure C".

BUSINESS RISK MANAGEMENT:

The Company has a Risk Management Policy to identify, monitor and minimize risks as also identify business opportunities.

At present the Company has not identified any element of risk which may threaten the existence of the company.

CORPORATE GOVERNANCE

The Corporate Governance, which forms an integral part of this Report, is set out as separate Annexure A, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

The details of the investments made by company are given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS

Your Company has effective and adequate control systems. The company has entrusted its internal audit to M/s M.L. Puri & Company, a reputed firm of Chartered Accountants. The main thrust of the internal audit process is on the test and review of controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board, from time to time.

PARTICULARS OF EMPLOYEES:

There were no employees receiving remuneration in excess of prescribed limits

PARTICULARS REGARDING CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

Particulars required to be disclosed in terms of Section 134 (3) (m) are not applicable to the Company. Foreign Exchange Earned : Advisory Services : Rs. 273.57 lakh and Foreign Exchange Outgo : Rs. Nil

CORPORATE SOCIAL RESPONSIIBLITY

Section 135 (1) of the Companies Act, 2013 is not applicable to the Company for the time being. Your Company, however, still intends to take some initiatives on its own in this behalf wherever possible.

UNCLAIMED DIVIDEND / UNCLAIMED SHARE CERTIFICATES

The dividend remaining unclaimed for a period of seven years is compulsorily required to be deposited in Investor Education and Protection Fund (IEPF) .

Your Company has unclaimed dividend amount of Rs. 1,47, 126/- as on 31st March, 2015 for the year 2012-13 , as declared at the Annual General Meeting held on September 30, 2013 and the due date for transfer to IEPF Account is November 1, 2020.

Your Company has also unclaimed dividend amount of Rs. 1,99, 399/- as on 31st March, 2015 for the year 2013-14 , as declared at the last Annual General Meeting held on September 30, 2014 and the due date for transfer to IEPF Account is November 1, 2021

In terms of clause 5A of the Listing Agreement, the details of shares in Unclaimed Suspense Account are as follows:

Aggregate Number of Shareholders and shares outstanding in the Suspense Account lying at the beginning of the year: 739 Shareholders and 848766 Equity Shares

Number of shareholders who approached the company for transfer from suspense account during the year : 1 Shareholder

Number of shareholders to whom shares was transferred during the year: 1 shareholder

Aggregate Number of Shareholders and shares outstanding in the Suspense Account lying at the end of the year **:** 738 Shareholders and 848376 Equity Shares

That the voting rights in the shares shall remain frozen till the rightful owner exercises the option to claim these shares in physical mode or option to dematerialize their shares with either of the Depositories: 848376 Equity Shares

ACKNOWLEDGEMENT

Your Directors wish to express their gratitude for the support received from the Government Authorities, Institutions and Members.

Your Directors also wish to place on record their appreciation for the contribution made by the employees at all levels. Your Directors also wish to thank the Company's business associates and banks for their continued support and for the faith reposed by them in the Company.

For and on behalf of the Board

Gaurav Dalmia
Chairman

Place : New Delhi
Dated : May 12, 2015

LANDMARK
DALMIA GROUP

ANNEXURE - A TO THE BOARD'S REPORT

CORPORATE GOVERNANCE

II. PHILOSOPHY

The Company firmly believes in and continues to adopt practices relative to Good Corporate Governance. Corporate Governance seeks to raise the standards of Corporate Management, strengthens the systems, significantly increases effectiveness and ultimately serves the objective of maximizing shareholders value. Transparency , integrity, professionalism and accountability –based values form the basis of company's philosophy for Corporate Governance. The philosophy of the Company is in consonance with the accepted principles of Good Governance.

II. BOARD OF DIRECTORS

Composition of Board of Directors - The Company has a well knit Board with a majority of non-executive and independent Directors. The number of non - executive and independent Directors on the Board is in compliance of conditions stipulated in Clause 49 to the Listing Agreement.

S No	Name of the Director	Designation	Category of Director	No. of shares held (Equity Shares)	No. of Board Meetings Attended	No. of other Directo r ships	Total No. of Committees #	
							Member ship	Chairman sh ip
1	Shri Gaurav Dalmia	Chairman, Managing Director & CEO	Promoter, Executive and Non Independent	1,74,999	5	6	6	4
2	Shri H L Agarwal	Director	Non Executive and Non Independent	Nil	5	2	4	-
3	Shri G B Rao	Director	Non Executive and Independent	Nil	5	3	-	4
4	Shri H C Dua	Director	Non Executive and Independent	Nil	5	-	4	-
5	Shri Jai Karan Kapur *	Director	Non Executive and Independent	Nil	1	-	-	-
6	Smt Sharmila Dalmia **	Woman Director	Non Executive and Non Independent	Nil	1	-	3	-

Notes :

a) Five Board meetings were held during the Financial Year 2014-15 on 16.05.2014, 04.08.2014, 11.11.2014 , 02.02.2015 and 31.03.2015.

b) The Non Executive Chairman has not sought an office at the Company's expense.

c) # The number of Chairmanship / Membership of the Committees reported above includes the Chairmanship / Membership of the Committees of the Company.

d) The 38th Annual General Meeting was held on September 30, 2014 and was attended by D.N. Davar, Chairman of the Board of Directors, Dr. G.B. Rao , Director , Shri H.L. Agarwal , Director and Shri S.K. Chawla, Company Secretary. Dr. G.B. Rao, the Independent Director of the Audit Committee of the Board and a Financial Expert, attended the 38th AGM in place of Shri G.P. Gupta , Chairman of the Audit Committee, who was indisposed , for attending to the matters relating to clarifications in respect of Financial Statements.

e) Shri D.N.Davar who was Chairman and Director, ceased to be a director at the close of business hours on September 30, 2014 due to his retirement.

f) Shri G.P. Gupta also ceased to be Director with effect from January 30, 2015 due to resignation.

g) *Shri Jai Karan Kapur was co-opted as an Additional Director in the category of independent director with effect from March 31, 2015.

h) **Smt Sharmila Dalmia was appointed as **Woman Director** in the category of promoter director with effect from March 31, 2015

B) **Board Procedure** - The time gap between any two meetings of the Board of Directors is not more than 120 days. The details about financial position, legal compliance, quarterly results, share transfer details and all other aspects of the Company which are relevant for review of the Board of Directors are being given in a structured format at each meeting. The said information complies with the requirements of the Code of Corporate Governance with regard to the information to be placed before the Board of Directors. No Director is a Member in more than ten Committees or acts as Chairman of more than five Committees of the companies in which he is a Director. Every Director informs the Company about the position he occupies in Companies/Committees and notifies the changes as and when they take place.

A Committee of Directors consisting of three Directors is in place to take decisions on matters of urgent nature that might arise in between two Board meetings. The Committee comprises four Directors with Shri G.B. Rao as its Chairman and Shri Gaurav Dalmia , Shri H L Agarwal and Shri H.C. Dua as its members. No Meeting of this committee was held during the year ended 31st March, 2015.

C) **Inter – se relationship** - The Directors are not related inter – se except Shri Gaurav Dalmia and Smt.Sharmila Dalmia, being husband and wife.

III. COMMITTEES OF THE BAORD

AUDIT COMMITTEE

A) **Terms of reference** – Apart from all the matters provided in clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013, the Audit Committee reviews reports of the internal auditor , meets statutory auditors and discusses their findings , suggestions observations and other related mattes .It also reviews major accounting policies followed by the Company.

B) **Composition of Audit Committee** - The Audit Committee comprises four Directors with Shri G. B. Rao as its Chairman and Shri H.L. Agarwal Shri H.C. Dua and Shri Gaurav Dalmia as its members. Shri D.N. Davar is a Permanent Special Invitee to the Audit Committee Meetings.

C) **Meetings and Attendance** - The meetings of the Audit Committee are usually held sufficiently before the Board Meetings where the Financial Results of the Company are considered. The particulars of Audit Committee Meetings held during the year ended 2014-2015 and the attendance of the Members were as follows:

Date of Audit Committee Meeting	Shri G P Gupta Independent	Shri G. B. Rao Independent	Shri H.L. Agarwal Non Independent	Shri HC Dua Independent	Shri Gaurav Dalmia * Non Independent
16.05.2014	Present	Present	Present	Present	-
04.08.2014	Absent	Present	Present	Present	-
11.11.2014	Absent	Present	Present	Present	Present
02.02.2015	_	Present	Present	Present	Present

*Appointed as a Member of the Audit Committee at the Board Meeting held on 04.08.2015

Shri D.N. Davar attended all the Audit Committee Meetings held during the year as Member/Permanent Special Invitee.

The CFO, Partner of Internal Auditor's Firm and the representative (s) of the Statutory Auditors are regularly invited by the Audit Committee to its meetings. Shri S.K. Chawla, Company Secretary, is Secretary to the Audit Committee also.

NOMINATION AND REMUNERATION COMMITTEE AND POLICY

A Nomination and Remuneration Committee formed by the Board of Directors is in place. The Nomination and Remuneration committee comprises three Directors with Shri G.B. Rao as its Chairman and Shri H .L. Agarwal and Shri H.C. Dua as its Members. Shri D.N. Davar is a permanent special invitee to the Meetings of the Nomination and Remuneration Committee.

The particulars of Nomination and Remuneration Committee meetings held during the year ended 2014-2015 and the attendance of the Members were as follows:

Date of the Committee Meeting	Shri. D.N. Davar	Shri G. B. Rao Independent	Shri H.L. Agarwal * Non Independent	Shri HC Dua * Independent
04.08.2014	Present	Present	-	-
11.11.2014	Present	Present	Present	Present
31.03.2015	Present	Present	Present	Present

* Appointed as Members of the Committee at Board Meeting held on 04.08.2014

Shri D.N. Davar attended the meeting held on 04.08.2014 as a member and other two Meetings as permanent special invitee.

The Company had paid during the year financial year 2014-15 sitting fees of Rs. 20,000/- per meeting to Non executive Directors for attending the Board meetings and Rs. 20,000/- per meeting to the members of the Committees for attending the Committee meetings besides reimbursement of out of pocket expenses.

Shri Gaurav Dalmia's appointment as Managing Director & CEO was approved by the Members at the 37th Annual General Meeting on September 30, 2013, as not liable to retire by rotation, at Nil remuneration, for a period of five years w.e.f. March 25, 2013. He was , however, made liable to retire by rotation at the 38th Annual General Meeting on September 30, 2014.

The Company has formulated a Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management. In case of remuneration to executive directors, Fixed pay and Minimum Remuneration may be provided. Remuneration in case of non executive directors and independent Directors, may be payment of sitting fees and reimbursement of expenses incurred for participation in Board Meetings.

The Company has framed criteria for performance evaluation of the Board, Committees and Directors.

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance , the directors individually, as well as evaluation of working of all the Committees of the Board. The Directors expressed their satisfaction with the evaluation process.

V STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee consisted of four Directors as its members with Shri G.B. Rao as its Chairman and Shri H.L. Agarwal, Shri H.C.Dua and Shri Gaurav Dalmia as its members. One meeting was held on February 2, 2015 which was attended by all the four Members of the Committee. Shri D.N.Davar attended the Meeting as a special invitee.

Two complaints were received in December, 2013 and they were resolved to SEBI's satisfaction by January 7, 2014.

Except for these two complaints, "Nil" Complaint Status Reports had been being taken out from SEBI's Complaints Redress System (SCORES) web site on a regular basis since July, 2011.

INDEPENDENT DIRECTORS MEETING

During the year under review, the independent Directors met on February 2, 2015, to discuss :

1. Review the performance of Non-Independent Directors and the Board as a whole.
2. Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
3. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the independent directors were present at the Meeting

VI GENERAL BODY MEETINGS

A) Location and time, where Annual General Meetings held in last three years –

AGM	Date & Time	Location	Whether special resolution (s) passed
36th AGM	28th September, 2012 at 9.30 A.M.	Pearey Lal Bhawan , 2 ,Bahadhur Shah Zafar Marg, New Delhi -110002	No
37th AGM	30th September, 2013 at 9.30 A.M.	Pearey Lal Bhawan , 2 , Bahadhur Shah Zafar Marg, New Delhi -110002	No
38th AGM	30th September, 2014 at 9.30 A.M.	Pearey Lal Bhawan , 2 , Bahadhur Shah Zafar Marg, New Delhi -110002	Yes

B) **Resolutions passed by Postal Ballot**

During the Financial Year ended the 31st March, 2015, no resolution was passed by Postal Ballot .

VII DISCLOSURES

A) The Company, during the year, has entered into transactions of material nature with its promoters, Directors, their relatives etc. that may have potential conflict of interest with the Company.

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI on any matter related to capital markets during the last year.

B) **Particulars of Contracts in which Directors or his relatives are interested**

The company has entered into three contracts in which Shri Gaurav Dalmia and his relatives were interested.

I Details of contracts or arrangements or transactions

Transaction of Advances of Rs. 35.46 crores outstanding with Ansal Landmark (Karnal) Township Private Limited

(a) Name(s) of the related party and nature of relationship Ansal Landmark Townships Private Limited (ALTPL)/ Ansal Landmark(Karnal) Township Private Limited (ALKTPL)– Shri Gaurav Dalmia is a Director in both of these Companies and Member in ALTPL. Further, ALKTPL is 100 % subsidiary of ALTPL.

Shri Gaurav Dalmia is also Chairman, Managing Director and CEO of Landmark Property Development Company Limited(LPDCL).

Therefore, ALTPL / ALKTPL is a related party with respect to LPDCL in terms of Section 2(76)(iv) of the Companies Act, 2013.

(b) Nature of contracts/arrangements/transactions The Company had executed a Business Transfer Agreement dated April 2, 2012 with Ansal Landmark Townships Private Limited (ALTPL) pertaining to space booking advances of Rs. 49.94 crores outstanding as on 30th June , 2008.

Subsequent to allotment of Flats and plots worth Rs. 14.48 crores in January,2013,the remaining outstanding was Rs. 35.46 crores as on 30th June , 2014

(c) Duration of the contracts / arrangements/transactions : on going

(d) Salient terms of the contracts or arrangements or transactions including the value, if any Agreement dated 16th May, 2013 with Ansal Landmark(Karnal) Township Private Limited (ALKTPL) was placed and noted at Audit Committee Meeting held on 21st June , 2013

(e) Justification for entering into such contracts or arrangements or transactions : pre existing contract

(f) Date(s) of approval by the Board 04.08.2014

(g) Amount paid as advances, if any: Rs. 49.94 Crores (June,2008)

(h) Date on which the special resolution was passed in annual general meeting as required under first proviso to section 188 : September 30, 2014

II Details of contracts or arrangements or transactions

Transaction of Company's advance of Rs. 233.00 lakhs by the Company to Landmark Land Holdings Private Limited (LLHPL) -

(a) Name(s) of the related party and nature of relationship :Shri Gaurav Dalmia is Director in Landmark Land Holdings Private Limited (LLHPL) and also Managing Director in Landmark Property Development Company Limited (LPDCL). LLHPL is related party with respect to LPDCL in terms of Section 2(76)(iv) of the Companies Act, 2013

(b) Nature of contracts/arrangements/transactions A sum of Rs. 233.00 lakhs was transferred to Landmark Property Development Company Limited consequent upon demerger of real estate unit of OCL India Limited (e.g.Konark Minerals Limited) pursuant to a scheme of Arrangement approved by the High Court of Orissa in December, 2007

(c) Duration of the contracts / arrangements/transactions : on going

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. 233.00 lakhs towards plot admeasuring 1.23 acres situated in Faridabad , Haryana

(e) Justification for entering into such contracts or arrangements or transactions: pre existing contract

The management of the Company feels that the asset has realizable value more that the value stated in the books

(f) Date(s) of approval by the Board : 04.08.2014

(g) Amount paid as advances, if any: Rs. 233.00 lakhs outanding since March, 2008

(h) Date on which the special resolution was passed in annual general meeting as required under first proviso to section 188 : September 30, 2014

III Details of contracts or arrangements or transactions

Transaction of payment of rent and taxes paid by the Company to Astir Properties Private limited (APPL)

(a) Name(s) of the related party and nature of relationship Shri Gaurav Dalmia is a Director in APPL and he holds 1 % shares.His wife holds remaining 99% shares in APPL.

Shri Gaurav Dalmia is also Chairman , Managing Director and CEO of Landmark Property Development Company Limited(LPDCL)

Therefore, APPL is a related party with respect to LPDCL in terms of Section 2(76)(iv) of the Companies Act, 2013.

(b) Nature of contracts/arrangements/transactions The company has taken facility of using Part of office at 11th Floor, Narain Maznzil, 23,Barakhamba Road, New Delhi(1044 sq.ft.) @ Rs. 143 sq. ft. from Astir Properties Private Limited (APPL) for a period of three years effective from September 1, 2013

(c) Duration of the contracts / arrangements/transactions : 36 months

(d) Salient terms of the contracts or arrangements or transactions including the value, if any The Company shall also use common areas like staircases, passage, lift toilet etc. Water and electricity charges are payable by Landmark Property on month to month basis.

The total rent payable in 36 months is about Rs.53.75 lakhs(Gross)

(e) Justification for entering into such contracts or arrangements or transactions Similar type of office space in the surrounding areas is available at almost the same rent.

(f) Date(s) of approval by the Board: 04.08.2014

(g) Amount paid as advances, if any: NIL

(h) Date on which the special resolution was passed in Annual General Meeting as required under first proviso to Section 188 : September 30, 2014

The relative Register of Contracts, incorporating therein necessary entries, was placed at the Board Meeting for signatures by the directors as required u/s 189 of the Companies Act, 2013 and the same was signed by the directors present at the Board Meeting held on November 11, 2014

C) **Code of Conduct:** The Company's Board of Directors and officers in Senior Management have confirmed compliance with the Code of Conduct of the Company for the Financial Year 2014-15. A declaration to this effect by the Managing Directors forms part of this Report. The Code of Conduct framed for compliance by the Directors and Senior Management is available on the Company's web site.

D) **Risk Management**

Business Risk Evaluation and Management is an ongoing process within the organization. The Company has a strong risk management framework to identify, monitor and minimize risks as also identify business opportunities.

E**)** **Details of compliance of mandatory requirements**

The company has complied with all mandatory requirements of Clause 49 of the Listing Agreement.

VIII . MEANS OF COMMUNICATION

The Company apprises the Shareholders through Annual Reports, publication of un-audited quarterly results and audited financial results in English and also in vernacular language newspapers.

IX MANAGEMENT DISCUSSION AND ANALYSIS

The Company continues to provide Advisory Services to overseas investors furnishing to them Investment Reports that include a presentation of the financial and economic aspects of the proposed investment, a Business Plan for the proposed Investment (s) and any other information reasonably requested by the advisee. As a result , the Company has been receiving Fee as mutually agreed between the Company and the Advisee from time to time.

Your Company's advances to Ansal Landmark Townships Private Limited were transferred to Ansal Landmark (Karnal) Township Private Limited which had been set up to run the Karnal Project in terms of Business Transfer Agreement dated 2nd April, 2012 signed by the Company with Ansal Landmark (Karnal) Township Private Limited. The Company became entitled to allotment of Plots , Flats in Group Housing / commercial property in the residential townships at Ghaziabad and at Karnal.

Your Company has since been allotted flats (including semi finished flats) and Plots against adjustment of Rs.14,47,83,799 /-, leaving a balance advance of Rs, 35,45,91,040/. Further allotments are expected in due course.

The real estate maket continues to be slow , pan India .However all efforts are being made to sell all the stock of plots /flats in the Company's inventory.

HUMAN RESOURCE:

Human Resource relations continued to be cordial during the year under review.

INTERNAL AUDIT

The Company has appointed a firm of Chartered Accountants to act as its Internal Auditors. It carries out desired level of audit of various spheres of activities of the Company to ensure that the laid down systems and procedures are adequate and are being followed. The Internal Audit Reports are presented to the Audit Committee of the Board which meets at periodic intervals.

X. SHAREHOLDERS INFORMATION

A) General information

Registered Office	:	11th Floor , Narain Manzil, 23, Barakhamba Road , New Delhi -110001
Financial year	:	1st April to 31st March
39th Annual General Meeting,Date, time and Venue	:	30th September , 2015 at 9.30 AM at Pearey Lal Bhawan , 2, Bahadhur Shah Zafar Marg, New Delhi -110002.
Book Closure Dates	:	24th September,2015 to 30th September, 2015 (both days inclusive)

B) Appointment/Reappointment of Directors

The appointment/re-appointment of Directors is communicated to shareholders through the Notice of the Annual General Meeting. In the case of new appointments information about the new Director(s) is / are given through Explanatory Statement annexed to the Notice.

C) Financial Results

The Company's quarterly Un-Audited Results and Half Yearly Un-Audited Results, are subjected to Limited Review by Auditors and Annual results, as usual, are subjected to Audit by the Statutory Auditors. Quarterly Un-Audited and Annual Audited Results are published in newspapers and are also communicated to the Stock Exchanges. The Company posts the Financial Results and Shareholding Pattern on the Company's Web Site : www.landmarkproperty.in

D) Share Transfer System and Registrars & Share Transfer Agents

Pursuant to directions of SEBI, the facility to hold the Company's shares in electronic form is made available to the Shareholders as the Company has joined both Depositories, namely NSDL and CDSL. Share Transfer Documents for physical transfer and requests for dematerialization of shares are sent to the Company's Registrars M/s C B Management Services (P) Limited at P-22 Bondel Road, Calcutta- 700 019.

E) Listing on Stock Exchanges

The Company's Equity Shares are listed on the Bombay Stock Exchange and the National Stock Exchange of India Limited. The Company has paid Listing Fee for the year 2014-2015 and also for 2015-2016. The shares of the Company are traded on the Bombay Stock Exchange and the National Stock Exchange of India Limited.

Name of the Stock Exchange	Code for Equity Shares
Bombay Stock Exchange Limited	533012
National Stock Exchange of Limited	LPDC

F) Share Prices as per Quotations of Bombay Stock Exchange Limited and National Stock Exchange of India Limited

	Bombay Stock Exchange Limited		National Stock Exchange of India Limited	
Month	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April , 2014	2.95	1.85	2.75	1.90
May , 2014	3.40	2.67	3.25	2.70
June , 2014	3.73	2.90	3.65	2.85
July , 2014	3.67	2.86	3.55	2.90
August, 2014	6.33	2.65	6.25	2.65
September , 2014	6.04	4.26	5.60	4.05
October , 2014	6.97	5.30	6.90	5.30
November , 2014	5.84	4.65	5.95	4.50
December , 2014	5.40	3.85	5.45	3.50
January , 2015	5.75	4.07	5.55	4.30
February , 2015	4.50	3.40	4.75	3.60
March , 2015	4.90	2.71	4.60	2.70

Distribution of Shareholding as on March 31, 2015

Size of Holdings	No. of Share Holders	Percentage %	NoofShares	Percentage %
000001-000500	9771	61.32	1672525	1.25
000501-001000	2187	13.73	1777597	1.33
001001-002000	1670	10.48	2587444	1.93
002001-003000	685	4.30	1804065	1.34
003001-004000	378	2.37	1351347	1.01
004001-005000	273	1.71	1266489	0.94
005001-010000	531	3..33	3776156	2.81
010001-050000	381	2.39	7180121	5.35
050000-100000	26	0.16	1766637	1.32
100001& above	33	0.21	110960779	82.72
TOTAL	15935	100.00	134143160	100.00

Shareholding pattern as on 31st March , 2015

All Category	Physical	Demat	Total	% of Holding
Promoters & Friends *	--	86687844	86687844	64.62
UTI	54000	--	54000	0.04
Mutual Fund	--	--	--	--
Banks	103035	83565	186600	0.14
Financial Institutions / Insurance Companies	--	--	--	--
Bodies Corporate	29307	14806567	14835874	11.06
Foreign National	40380	--	40380	0.03
F.F.I	--	--	--	--
F.I.I	900	--	900	0.00
Overseas Corporate Body	--	--	--	--
Non Residents	16535	877290	893825	0.67
Directors / Relatives	--	--	--	--
Clearing Member	--	188483	188483	0.14
Resident Individuals	3289530	27117348	30406878	22.67
Trusts	--	--	--	--
Unclaimed Suspense Account	--	848376	848376	0.63
Total	**3533687**	**130609473**	**134143160**	**100.00**

* Including one Director - 174999 Equity Shares

XI. CEO and CFO Certification

The CEO and CFO have given certificates on financial reporting and internal controls to the Board in terms of Clause 49 and Clause 41 of the Listing Agreement.

XII. COMPLIANCE REPORT FROM AUDITORS

The Company has obtained a Certificate from the Statutory Auditors certifying Compliance with mandatory requirements mentioned in the Clause 49 of the Listing Agreement.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the shareholders of Landmark Property Development Company Limited

1. We have examined the compliance of conditions of Corporate Governance by Landmark Property Development Company Limited ("the Company") for the year ended March 31st, 2015, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges in India.

2. The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

4. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V. Sankar Aiyar & Co.
Chartered Accountants
FRN 109208 W
Sd/-

Place : New Delhi
Date : 12 May,2015

(R . Raghuraman)
Partner
Membership No. 081350

DECLARATION BY SHRI GAURAV DALMIA, EXECUTIVE CO- CHAIRMAN, M.D. & CEO

TO

THE MEMBERS OF LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

Based on the affirmations provided by the Directors and persons in Senior Management of the Company, it is declared that all the Board Members and Senior Management personnel are complying with the Code of Conduct framed by the Company for the Directors and Senior Management.

for Landmark Property Development Company Limited

Gaurav Dalmia
Chairman, M.D. & CEO

Date:12.05.2015

LANDMARK
DALMIA GROUP

ANNEXURE - B TO THE BOARD'S REPORT

FORM NO. MR-3

Secretarial Audit Report

(For the Financial Year ended 31st March, 2015)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Landmark Property Development Company Limited
11TH Floor, NarainManzil, 23,
Barakhamba Road,
New Delhi- 110001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Landmark Property Development Company Limited.Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Landmark Property Development Company Limited's(hereinafter called "the Company"/ "LPDCL") books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2015,complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by LPDCL for the period ended on 31st March, 2015 according to the provisions of:

   I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;

   II.The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

   III. The Depositories Act, 1996 and the Regulations and Bye-laws frame dthere under;

   IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

   V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   I have also examined compliance with the applicable clauses of the following:

   (i) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange;

   During the period under review the Company has complied with the provisions of the Act, Rules, Regulations,Guidelines, Standards, etc. mentioned above subject to the following observations:

   1. The Company has informed us that the Principal business of the Company is to provide consultancy, advisory services and real estate activities. The Company is not required to maintain Cost Records for its business activities.
   2. The Company is regular in filing forms, returns and documents required to be filed under the aforementioned statues except for an instance of delay in filing of a report with Stock exchange by one day.

2. I further report that:

a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors,Non-Executive Directors and Independent Directors.

b. The changes in the composition of the Board ofDirectors that took place during the period under review were carried out in compliance with theprovisions of the Act.

c. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

d. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines mentioned above at para 1 and the following laws applicable to the Company:

1. The Shops and Establishments Act
2. Payment of Bonus Act, 1965
3. Payment of Gratuity Act, 1972
4. Employees' Provident Funds and Misc. Provisions Act, 1952;
5. Employees' State Insurance Act, 1948;
6. Income Tax Act, 1961
7. Service Tax

During the period under review, the Company has taken adequate steps to ensure compliance with the provisions of the aforementioned Acts and rules prescribed thereunder.

I further report that the Company has, in my opinion and subject to the above mentioned observations, during the audit period complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

a) Maintenance of various statutory registers and documents and making necessary entries therein;
b) Closure of the Register of Members;
c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
e) Notice of Board meetings and Committee meetings of Directors;
f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
g) Holding of Annual General Meeting;
h) Recording minutes of proceedings of General Meetings and of the Board and its Committee meetings;
i) Obtaining approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director;
k) Payment of sitting fees to Directors;
l) Appointment and remuneration of Auditors;
m) Transfers of the Company's shares and issue and dispatch of certificates of shares;
n) Declaration and payment of dividends;
o) Investment of the Company's funds including investments and loans to others;
p) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
q) Directors' report;
r) Contracts, common seal, registered office and publication of name of the Company; and
s) Generally, all other applicable provisions of the Act and the Rules made under the Act.

For Jayant Gupta and Associates

(Jayant Gupta)
Practicing Company Secretary
FCS : 9738
CP : 7288

Place : New Delhi
Date : 12.05.2015

LANDMARK
DALMIA GROUP

ANNEXURE - C TO THE BOARD'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on

31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN: L13100DL1976PLC188942

ii) Registration Date: 28/12/1976

iii) Name of the Company: Landmark property Development Company Limited

iv) Category / Sub-Category of the Company: Company Limited by Shares

v) Address of the Registered office and contact details:

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

vi) Whether listed company: YES

vii) Name, Address and Contact details of Registrar and Transfer Agent:

CB Managment 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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main Products / services	NIC Code of the Product / service	% to total turnover of the company
1	Advisory and Consultancy Services	702	59 %
2	Sale of Ready to move Flats	682	24 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No	Name AND Address	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.

IV SHARE HOLDING PATTERN :

Form No. -MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2015
(Pursuant to section 92(3) of the Companies Act, 2013
and Rule 12(1) of the Companies (Management and Adminstration) Rules, 2014)

SHARE HOLDING PATTERN (Equity Share Capital Breadkup as Percentage of Total Equity)

(i) Category-wise Share Holding										
		No.of Shares held at the beginning of the year (01.04.2014)				No.of Shares held at the end of the year (31.03.2015)				% Change during the year
	Category of Shareholder	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoter									
1	Indian									
(a)	Individuals/ HUF	6569424	0	6569424	4.90	6569424	0	6569424	4.90	0.00
(b)	Central Government(s)									
(c)	State Government(s)									
(d)	Bodies Corporate									
(e)	Bank/Financial Institutions									
(f)	Others									
(f-i)	Trust-I	62124	0	62124	0.05	62124	0	62124	0.05	0.00
(f-ii)	Trust-II	72740911	0	72740911	54.23	72993366	0	72993366	54.41	0.19
	Sub Total(A)(1)	**79372459**	**0**	**79372459**	**59.17**	**79624914**	0	**79624914**	**59.36**	**0.19**
2	Foreign									
(a)	NRIs-Individuals	7062930	0	7062930	5.27	7062930	0	7062930	5.27	0.00
(b)	Other-Individuals									
(c)	Bodies Corporate									
(d)	Bank/Financial Institutions									
(e)	Any Others									
	Sub Total(A)(2)	**7062930**	**0**	**7062930**	**5.27**	**7062930**	**0**	**7062930**	**5.27**	**0.00**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**86435389**	**0**	**86435389**	**64.44**	**86687844**	**0**	**86687844**	**64.62**	**0.19**

LANDMARK
DALMIA GROUP

(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds									
(b)	Bank/Financial Institutions	83565	103035	186600	0.14	83565	103035	186600	0.14	0.00
(c)	Central Government(s)									
(d)	State Government(s)									
(e)	Venture Capital Funds									
(f)	Insurance Companies									
(g)	Foreign Institutional Investors (FII)	0	900	900	0.00	0	900	900	0.00	0.00
(h)	Foreign Venture Capital Investors									
(i)	Other (specify)									
(i-i)	UTI	0	54000	54000	0.04	0	54000	54000	0.04	0.00
	Sub-Total (B)(1)	83565	157935	241500	0.18	83565	157935	241500	0.18	0.00

B 2	Non-institutions									
(a)	Bodies Corporate									
i)	Indian	17967740	29307	17997047	13.42	14806567	29307	14835874	11.06	2.36
ii)	Overseas									
(b)	Individuals									
	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	18178976	3050517	21229493	15.83	17800536	2898600	20699136	15.43	0.40
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	6083190	390930	6474120	4.83	9316812	390930	9707742	7.24	2.41
(c)	Other (specify)									
(c-i)	NRI	760583	16535	777118	0.58	877290	16535	893825	0.67	0.09
(c-ii)	Foreign National	0	40380	40380	0.03	0	40380	40380	0.03	0.00
(c-iii)	Clearing Member	99347	0	99347	0.07	188483	0	188483	0.14	0.07
(c-iv)	Unclaimed Suspense Account	848766	0	848766	0.63	848376	0	848376	0.63	0.00
	Sub-Total (B)(2)	43938602	3527669	47466271	35.38	43838064	3375752	47213816	35.20	0.19
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	44022167	3685604	47707771	35.56	43921629	3533687	47455316	35.38	0.19
	TOTAL (A)+(B)	130457556	3685604	134143160	100.00	130609473	3533687	134143160	100.00	0.00
(C)	Shares held by Custodians for GDRs & ADRs									
	GRAND TOTAL (A)+(B)+(C)	130457556	3685604	134143160	100.00	130609473	3533687	134143160	100.00	0.00

(II) Shareholding of Promoters

	Shareholding at the beginning of the year (01.04.2014)				No.of Shares held at the end of the year (31.03.2015)			
Sl No.	Shareholder's Name	No of Shares	% of total shares of Company	% of shares Pledged/encumbered to total shares	Shareholder's Name	No of Shares	% of total shares of Company	% of shares Pledged/encumbered to total shares
1	Shri Mridu Hari Dalmia	7062930	5.27	0.00	Shri Mridu Hari Dalmia	7062930	5.27	0.00
2	Mridu Hari Dalmia Parivar Trust	72740911	54.23	0.00	Mridu Hari Dalmia Parivar Trust	72993366	54.41	0.00
3	Smt Abha Dalmia	5887803	4.39	0.00	Smt Abha Dalmia	5887803	4.39	0.00
4	Smt Usha Devi Jhunjhunwala	174999	0.13	0.00	Smt Usha Devi Jhunjhunwala	174999	0.13	0.00
5	Shri Gaurav Dalmia	174999	0.13	0.00	Shri Gaurav Dalmia	174999	0.13	0.00
6	Gautam Dalmia (HUF)	331623	0.25	0.00	Gautam Dalmia (HUF)	331623	0.25	0.00
7	Sumana Trust	62124	0.05	0.00	Sumana Trust	62124	0.05	0.00
							0.00	0.00
	Total	**86435389**	**64.44**	**0.00**		**86687844**	**64.62**	**0.00**

LANDMARK
DALMIA GROUP

Change in Promoter's Shareholding

					Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
Sl.No.	Folio no.	Name	Remarks	Shareholding/ Transaction Date	No.of Shares	% of total shares of the Company	No.of Shares	% of total shares of the Company
1	IN30047641736338	Mridu Hari Dalmia	At the begining of the year	4/1/2014	51004461	38.02	51004461	38.02
			At the end of the year	3/31/2015			51004461	38.02
2	IN30154916931202	Mridu Hari Dalmia	At the begining of the year	4/1/2014	19178836	14.30	19178836	14.30
			Increase	9/19/2014	22664	0.02	19201500	14.31
			Increase	9/30/2014	229791	0.17	19431291	14.49
			At the end of the year	3/31/2015			19431291	14.49
3	IN30009511561592	Mridu Hari Dalmia	At the begining of the year	4/1/2014	7062930	5.27	7062930	5.27
			At the end of the year	3/31/2015			7062930	5.27
4	IN30009510510349	Abha Dalmia	At the begining of the year	4/1/2014	5887803	4.39	5887803	4.39
			At the end of the year	3/31/2015			5887803	4.39
5	IN30009511437367	Mridu Hari Dalmia	At the begining of the year	4/1/2014	2407614	1.79	2407614	1.79
			At the end of the year	3/31/2015			2407614	1.79
6	IN30009510778316	Gautam Dalmia	At the begining of the year	4/1/2014	331623	0.25	331623	0.25
			At the end of the year	3/31/2015			331623	0.25
7	IN30036022450239	Usha Jhunjhunwala	At the begining of the year	4/1/2014	174999	0.13	174999	0.13
			At the end of the year	3/31/2015			174999	0.13
8	IN30048412206164	Gaurav Dalmia	At the begining of the year	4/1/2014	174999	0.13	174999	0.13
			At the end of the year	3/31/2015			174999	0.13
9	IN30048412807216	Mridu Hari Dalmia	At the begining of the year	4/1/2014	150000	0.11	150000	0.11
			At the end of the year	3/31/2015			150000	0.11
10	IN30009510768234	Gautam Dalmia	At the begining of the year	4/1/2014	62124	0.05	62124	0.05
			At the end of the year	3/31/2015			62124	0.05

Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRS)

					Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
Sl.No.	Folio no.	Name - For each of the Top 10 Shareholders	Remarks	Shareholding/ Transaction Date	No.of Shares	% of total shares of the Company	No.of Shares	% of total shares of the Company
1	IN30039415932965	Dharti Investments And Holdings Limited	At the begining of the year	4/1/2014	10522899	7.84	10522899	7.84
			At the end of the year	3/31/2015			10522899	7.84
2	IN30260310136350	Yugalshree Tonics And Foods Pvt Ltd	At the begining of the year	4/1/2014	1739651	1.3	1739651	1.3
			Decrease	10/24/2014	1739651	1.3	0	0
			At the end of the year	3/31/2015			0	0
3	IN30039415691452	Urban Infrastructure Holdings Pvt Ltd	At the begining of the year	4/1/2014	1539824	1.15	1539824	1.15
			At the end of the year	3/31/2015			1539824	1.15
4	IN30009510097571	Harsh Jain	At the begining of the year	4/1/2014	1400800	1.04	1400800	1.04
			At the end of the year	3/31/2015			1400800	1.04
5	IN30009511403247	Ankit Jain	At the begining of the year	4/1/2014	1400800	1.04	1400800	1.04
			At the end of the year	3/31/2015			1400800	1.04
6	IN30125028736760	Shree Tirupati Commercial Co Pvt Ltd	At the begining of the year	4/1/2014	1197198	0.89	1197198	0.89
			Decrease	10/24/2014	1197198	0.89	0	0
			At the end of the year	3/31/2015			0	0
7	IN30031910013196	Globtech Advisory Services Limited	At the begining of the year	4/1/2014	1162755	0.87	1162755	0.87
			At the end of the year	3/31/2015			1162755	0.87
8	IN30009510097563	Laxmi Jain	At the begining of the year	4/1/2014	1157860	0.86	1157860	0.86
			At the end of the year	3/31/2015			1157860	0.86
9	IN30048415074354	Landmark Property Development Company Limited Unclaimed Suspense Account	At the begining of the year	4/1/2014	848766	0.63	848766	0.63
			Decrease	6/20/2014	390	0	848376	0.63
			At the end of the year	3/31/2015			848376	0.63
10	IN30040910011922	Sanjeev Vinodchandra Parekh	At the begining of the year	4/1/2014	381850	0.28	381850	0.28
			At the end of the year	3/31/2015			381850	0.28
11	IN30260310178468	Sandip Jhunjhunwala	At the begining of the year	4/1/2014	0	0	0	0
			At the end of the year	3/31/2015			1739651	1.3
12	IN30260310178476	Ashish Jhunjhunwala	At the begining of the year	4/1/2014	0	0	0	0
			At the end of the year	3/31/2015			1235117	0.92
13	IN30267934819475	Sreenivasan Pasupathy	At the begining of the year	4/1/2014	300000	0.22	300000	0.22
			Increase	6/20/2014	5000	0	305000	0.23
			Increase	10/17/2014	99001	0.07	404001	0.3
			Increase	10/24/2014	29400	0.02	433401	0.32
			Increase	10/31/2014	10000	0.01	443401	0.33
			Increase	11/14/2014	20838	0.02	464239	0.35
			Increase	11/21/2014	41497	0.03	505736	0.38
			Increase	11/28/2014	2150	0	507886	0.38
			Increase	12/5/2014	10000	0.01	517886	0.39
			Increase	12/12/2014	1082	0	518968	0.39
			Increase	12/19/2014	48	0	519016	0.39
			Increase	12/31/2014	6130	0	525146	0.39
			Increase	2/13/2015	7454	0.01	532600	0.4
			Increase	2/27/2015	13837	0.01	546437	0.41
			Increase	3/6/2015	3563	0	550000	0.41
			Increase	3/20/2015	10000	0.01	560000	0.42
			At the end of the year	3/31/2015			560000	0.42

Shareholding Pattern of Directors and Key Managerial Personnel

					Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
Sl.No.	**Folio no.**	**Name - For each of the Directors and KMP**	**Remarks**	**Shareholding/Transaction Date**	**No.of Shares**	**% of total shares of the Company**	**No.of Shares**	**% of total shares of the Company**
1	In30048412206164	Gaurav Dalmia M.D & CEO	At the beginning of the year	4/1/2014	174999	0.13	174999	0.13
			At the end of the year	3/31/2015			174999	0.13
2	-	Rajeev Kumar Nair CFO	-	Nil	Nil	Nil	Nil	Nil
3	-	Suresh Kumar Chawla CS	-	Nil	Nil	Nil	Nil	Nil

V INDEBTEDNESS (Rs. In Lakhs) : Nil

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lakhs)

Particulars of Remuneration	**Name of Managing Director** **Shri Gaurav Dalmia– CMD**	**Total Amount**
		Nil

LANDMARK
DALMIA GROUP

B. Remuneration to other directors: (Amount in Rs.)

Particulas of Remunation	***Name of Directors***					***Total Amou nt***
	D N Davar	GP Gupta	G B Rao	H C Dua	Jai Karan Kapur	
Independent Directors Fee for attending board / committee meetings	101124	44944	292136	280900	22472	741576
Commission	Nil	Nil		Nil	Nil	Nil
Others, please specify	Nil	Nil		Nil	Nil	Nil
Total (1)	101124	44944	292136	280900	22472	741576
Other Non-Executive Directors	H L Agarwal	Sharmila Dalmia				
Fee for attending board / committee meetin gs	258428	22472				280900
Commission	—	—				
Others, please specify	—	—				
Total (2)	258428	22472				280900
Total (B)=(1+2)	359552	67416	292136	280900	22472	1022476
Total Managerial Remuneration						1022476

In view of no remuneration except payment of sitting fees , the information required to be given pursuant to Section 197(2) is not applicable to the Company.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. In Lakhs)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CFO	Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	26.60	7.75	34.35
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify…	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (C)			

I. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding	Authority [RD / NCLT / COURT]	Appeal Made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment			Nil		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

LANDMARK
DALMIA GROUP

ANNEXURE - D TO THE BOARD'S REPORT
NOMINATION AND REMUNERATION POLICY

Introduction :

In terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

The Remuneration Policy of Landmark Property Development Company Limited (the "Company") is designed to attract, motivate and retain manpower. The key objective of the Policy is to enable a framework that allows for competitive and rewards for the achievements of key deliverables and aslo aligns with practice in the industry and shareholders expectations. The policy reflects the Company's objectives for good corporate governance as well as sustained long- term value creation for shareholders.

Objective and purpose of the policy:

To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.

To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the real estate industry.

To carry out evaluation of the performance of Directors, as well as key Managerial and Senior Management Personnel.

To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 4th August, 2014.

The Policy is applicable to:

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

The Nomination and Remuneration Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

Remuneration for the Whole Time Director, KMP and Senior Management Personnel:

1. The remuneration / compensation/ commission etc. to the Whole-time Director / Managing Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole – time Director/ Managing Director shall be in accordance with the percentage/ slabs/ conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole –time Director.
4. Where any insurance is taken by the Company on behalf of its Whole-time Director/ Managing Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration Balance:

- A **fixed base salary**, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.
- **Short- term incentives**, based on the achievement of a number of individual, pre- defined financial and strategic business targets recommended by the Committee and approved by the Board of Directors and can under normal circumstances not exceed 25% of the fixed base salary.
- **Long-term incentives** in the form of stock options, promoting a balance between short- term achievements and long -term thinking. However the Directors should not participate in the stock options.

Remuneration to the Whole –time Director/ Managing Director/ KMP and Senior Management personnel:

1. Fixed pay:

   The Whole –time Director/ Managing Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

   If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act,2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

   If any Whole –time Director/ Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013. or without the prior sanction of the Central Government, where required, he/ she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non-Executive/ Independent Director:

1. Remuneration/ Commission:

   The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made therunder.

2. Sitting Fees:

   The Non- Executive/ Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

   Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

Disclosure of Information

Information on the total remuneration of members of the Company's Board of Directors, Executive Board of Management and senior management may be disclosed in the Company's annual financial statements. This includes any deferred payments and extraordinary contracts during the preceding financial year.

Approval of the Remuneration Policy

This Remuneration Policy shall apply to all future employment agreement with members of Company's Senior Management including Key Managerial Person and Board of Directors including its provisions on stock options. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Board's minutes.

Dissemination

The Company's Remuneration Policy shall be published on its website.

LANDMARK
DALMIA GROUP

ANNEXURE - E TO THE BOARD'S REPORT

CRITERIA FOR PERFORMANCE EVALUATION OF BOARD ITS COMMITTEES AND DIRECTORS

BACKGROUND

Landmark Property Development Company Limited (hereinafter referred as the '**Company**') believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and, ethical behavior and in complete compliance of laws.

Pursuant to the various provisions of the Companies Act, 2013 and rules thereunder and Clause 49 of the Listing Agreement, these criteria for performance evaluation of Board, its Committees and Directors are being laid down.

AUTHORITY FOR LAYING DOWN THE CRITERIA FOR PERFORMANCE EVALUATION OF BOARD, ITS COMMITTEES AND DIRECTORS

The Nomination and Remuneration Committee of the Company shall be the authority to lay down the criteria for performance evaluation of the Board, its Committees and Directors, which shall be approved by the Board. The criteria shall be monitored and reviewed by the Nomination and Remuneration Committee and the Board from time to time.

AUTHORITY FOR CARRYING OUT THE PERFORMANCE EVALUATION

The performance evaluation shall be done by the entire Board excluding the Director being evaluated.

COMPLIANCES

1. The performance evaluation shall be done annually.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.
3. In the Board's Report a statement shall be given indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors.

INDIVIDUAL PEER REVIEW (By all Directors)

a) Whether the Director upholds ethical standards of honesty and virtue?
b) Whether the Director has appropriate qualifications to meet the objectives of the Company?
c) Whether the Director has financial, accounting or business literacy/skills?
d) Whether the Director has the industry knowledge in which the Company does business?
e) How actively and successfully does the Director refresh his knowledge and skill and is the Director up-to-date with the latest developments in areas such as the corporate governance framework and financial reporting and in the industry and market conditions?
f) How well prepared and well informed is the Director for Board/Committee meetings?
g) Does the Director show willingness to spend time and effort learning about the Company and its business?
h) Is the attendance of the Director at Board/Committee meetings satisfactory?
i) Does the Director actively participate in the Board/Committee meetings?
j) Can the Director present his views convincingly, yet diplomatically?
k) Can the Director listen to the views of others?
l) How cordial is the Director's relationship with other Board/Committee members and Senior Management?
m) What has been the quality and value of the Director's contributions at the Board/Committee meetings?
n) What has been the Director's contribution to the development of strategy and risk management and how successfully the Director has brought his knowledge and experience to bear in the consideration of these areas?
0) Where necessary, how resolute is the Director in holding to his views and resisting pressure from others?
p) How effectively has the Director followed up matters about which he has expressed concern?
q) How well does the Director communicate with other Board/Committee members, senior management and others?

BOARD/COMMITTEEE EVALUATION (By all Directors)

1. Whether Board/Committee has diversity of experiences, backgrounds & appropriate composition?
2. Whether Board/Committee monitors compliance with corporate governance laws, regulations and guidelines?
3. Whether Board/Committee demonstrates integrity, credibility, trustworthiness, an ability to handle conflict constructively and the willingness to address issues proactively?
4. Whether Board / Committee dedicates appropriate time and resources needed to execute their responsibilities?

5. Whether Agenda and related information are circulated in advance of Board/Committee meetings to allow Directors sufficient time to study and understand the information?
6. Whether written materials provided to Board/Committee members are relevant and concise?
7. Whether the Chairman encourages inputs on agenda of Board/Committee meetings from their members, management, the internal auditors and the independent auditor?
8. Whether meetings of Board/Committee are conducted effectively, with sufficient time spent on significant matters?
9. How well does management respond to request from the Board/Committee for clarification or additional information?
10. Whether proper minutes are maintained of each meeting of Board/Committee?
11. Whether Board/Committee meetings are held with enough frequency to fulfill the Board's /Committee's duties?
12. Whether Board/Committee (as required) considers the quality and appropriateness of financial/accounting and reporting, including the transparency of disclosures?
13. Whether Board/Committee considers the statutory audit plan and provides recommendations?
14. Whether Board/Committee ensures that management takes action to achieve resolution when there are repeat comments from statutory auditors?
15. Whether adjustments to the financial statements that resulted from the statutory audit are reviewed by the Audit Committee, regardless of whether they were recorded by management?
16. Whether Board/Committee oversees the role of the statutory auditors and has an effective process to evaluate the auditor's qualifications and performance?
17. Whether Board/Committee reviews the audit fees paid to the statutory auditors?
18. Whether Board/Committee considers internal audit reports, management's responses, and steps toward improvement?
19. Whether Board/Committee oversees the process and are notified of communications received from governmental or regulatory agencies related to alleged violations or areas of non-compliance?
20. Whether the contributions of the Board/Committee to ensuring robust and effective risk management are adequate?

EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS (Each Independent Director shall be evaluated by all other Directors excluding the Director being evaluated)

Evaluation based on professional conduct

- Whether ID upholds ethical standards of integrity and probity?
- Whether ID acts objectively and constructively while exercising his duties?
- Whether ID exercises his/her responsibilities in a *bona fide* manner in the interest of the Company?
- Whether ID devotes sufficient time and attention to his/her professional obligations for informed and balanced decision making?
- Whether ID not allow any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making?
- Whether 1D does not abuse his/her positions to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person?
- Whether ID refrains from any action that would lead to loss of his/her independence?
- Where circumstances arise which make an independent director lose his/her independence, whether the ID has immediately informed the Board accordingly?
- Whether ID assists the Company in implementing the best corporate governance practices?

Evaluation based on Role and functions

- Whether ID helps in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct?
- Whether ID brings an objective view in the evaluation of the performance of Board and management?
- Whether ID scrutinizes the performance of management in meeting agreed goals and objectives and monitor the reporting of performance?
- Whether ID satisfies himself/herself on the integrity of financial information and the financial control and the systems of risk management are robust and defensible?
- Whether ID has taken actions to safeguard the interests of all stakeholders, particularly the minority shareholders?
- Whether ID balances the conflicting interest of the stakeholders?
- Whether ID during Board/Committee meetings along with other members determines appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management?
- Whether ID moderates and arbitrates in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest?

Evaluation based on Duties

- Whether ID undertakes appropriate induction and regularly update and refresh his/her skills, knowledge and familiarity with the Company?
- Whether ID seeks appropriate clarification or amplification of information and, where necessary, takes and follows appropriate professional advice and opinion of outside experts?
- Whether IDs strive to attend all meetings of the Board of Directors and of the Committees of which he/she is a member?
- Whether ID participates constructively and actively in the Committees of the Board in which he/she is chairperson or member?
- Whether ID strives to attend the general meetings of the Company?
- Where ID has concerns about the running of the Company or a proposed action, whether he/she ensures that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting?
- Whether ID does not unfairly obstruct the functioning of an otherwise proper Board Meeting or Committee Meeting of the Board?
- Whether ID gives sufficient attention and ensures that adequate deliberations are held before approving related party transactions and assure himself/herself that the same are in the interest of the Company?
- Whether ID ascertains and ensures that the Company has an adequate and functional vigil mechanism and also ensures that the interests of a person who uses such mechanism are not prejudicially affected on account of such use?
- Whether ID reports concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct?
- Whether ID acts within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees?
- Whether ID does not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law?

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor' s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting principles used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with

the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note No.6 to the financial statements regarding business transfer agreement dated 2nd April 2012 and the matter stated therein. Our opinion is not modified in respect of this matter.

Report on other Legal and Regulatory Requirements

1 As required by section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c) The Balance Sheet, the Statement of Profit and Loss and the Cash flow statement dealt with by this report are in agreement with the books of account;

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31st March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31.03.2015 from being appointed as a director in terms of section 164(2) of the Act.

f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and information and according to the explanations given to us:

I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note S (1) to the financial statement.

II. The Company did not have any long-term contracts including derivative contracts during the year and therefore the question of making provision for material losses in such contracts does not arise.

III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

2. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") as notified (10-04-2015) by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (18 of 2013), we enclose in the annexure, a statement on the matters specified in paragraphs 3 and 4 of the said Order to the extent applicable, on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

(R. Raghuraman)
Partner
Membership No. 081350

Place : New Delhi
Dated: 12-05-2015

ANNEXURE REFERRED TO IN OF OUR REPORT OF EVEN DATE TO THE SHAREHOLDERS OF LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED FOR THE YEAR ENDED 31st MARCH, 2015

1 (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The management has physically verified most of the fixed assets at the year end, the frequency of which, in our opinion, is reasonable. No material discrepancies were noticed on such verification.

2 (a) The Company does not have any inventory in the nature of raw materials, components, stores, spares and tools during the year. Therefore the provisions of Clause ii (b) & 2 (c) are not applicable.

3 The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register required to be maintained under Section 189 of the Companies Act, 2013. Therefore, the provisions of clause (iii)(a)&(b) of the Order are not applicable

4 In our opinion and according to the information and explanations given to us, there are reasonably adequate internal control systems, commensurate with the size of the Company and the nature of its business with regard to purchase of inventory (land & flats) and fixed assets and for rendering of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company.

5 The Company has not accepted any deposits from the public in terms of sections 73 to 76 or any other relevant provisions of the Act and the rules made thereunder.

6 The Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of Company's activities.

7 (a) According to the information and explanations given to us and on the basis of our examination of books of accounts, the Company is regular in depositing the undisputed statutory dues including provident fund, income tax, sales-tax, wealth-tax, service-tax, and other material statutory dues as applicable with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31st March, 2015, which were outstanding for a period of more than six months from the date they became payable. We are informed that there is no liability towards duty of customs, due of excise and cess for the year under audit.

(b) There are no disputed dues which have remained unpaid as on 31st March, 2015 on account of Income-tax, Sales-tax, Wealth Tax and Service tax except as follows:

Nature of disputed dues	Year	Amount	Forum where pending
Income Tax	2007 – 08 & 2008 – 09	1,20,86,410	DCIT, Circle – 4(1), New Delhi
Tax Deducted at Source	2009 – 10	1,56,300	DCIT, Circle – 4(1), New Delhi

(c) There are no amounts which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act.

8 The Company has no accumulated losses at the end of the year and has not incurred cash losses during the financial year covered by our audit or in the immediately preceding financial year.

9 The Company has not taken any loans from financial institutions or banks or debenture holders. Therefore the question of default in repayment of dues does not arise.

10 According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

11 According to the information and explanations given to us, the Company has not taken any term loans during the year.

12 Based on the audit procedure performed and the representation obtained from the management, we report that no case of material fraud on or by the Company has been noticed or reported during the year under audit.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

(R. Raghuraman)
Partner
Membership No. 081350

Place : New Delhi
Dated: 12-05-2015

LANDMARK
DALMIA GROUP

BALANCE SHEET AS AT 31ST MARCH, 2015

Amount in Rs

	Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
I	**EQUITY AND LIABILITIES**			
(1)	**Shareholder's Funds**			
	(a) Share Capital	A	134,143,160	134,143,160
	(b) Reserves and Surplus	B	454,210,675	442,855,738
(2)	**Non Current Liabilities**			
	(a) Long term provisions	C	2,887,683	2,170,129
(3)	**Current Liabilities**			
	(a) Other current liabilities	D	30,749,882	26,819,416
	(b) Short term provisions	E	175,997	11,139,982
	Total		**622,167,397**	**617,128,425**
II	**ASSETS**			
(1)	**Non Current Assets**			
	(a) Fixed Assets			
	(i) Tangible assets	F	117,516	124,398
	(ii) Intangible assets	G	-	-
	(b) Deferred tax assets (net)	S(14)	1,006,400	757,500
	(c) Long term loans and advances	H	379,317,159	379,191,197
(2)	**Current Assets**			
	(a) Current investments	I	85,624,392	79,539,230
	(b) Inventories	J	136,635,702	144,699,529
	(c) Cash and cash equivalents	K	18,424,199	12,279,742
	(d) Short term loans and advances	L	222,374	373,776
	(e) Other current assets	M	819,655	163,053
	Total		**622,167,397**	**617,128,425**

Significant Accounting Policies **R**

Notes forming part of the Balance Sheet **S**

Annexure to our report of Date
For V Sankar Aiyar & Co.,
Chartered Accountants
FRN: 109208W

On behalf of Board

R. Raghuraman
Partner
Membership No. 81350

(Gaurav Dalmia)
Chairman, Managing Director & CEO

(H. L. Agarwal)
Director

(Rajeev Kumar Nair)
Chief Financial Officer

(S. K. Chawla)
Company Secretary

Place : New Delhi
Dated: 12.05.2015

LANDMARK
DALMIA GROUP

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH,2015

		Amount in Rs.	
Particulars	**Note No.**	**Year ended 31.03.2015**	Year ended 31.03.2014
REVENUE			
Revenue from Operations	N	38,606,676	35,957,520
Other Income	O	7,561,810	23,958,301
Total Revenue		**46,168,486**	**59,915,821**
EXPENSES			
Cost of Materials Consumed			
Opening Stock		144,699,529	-
Purchase of Stock in Trade		84,270	144,699,529
Changes in inventories of finished goods, Stock in trade and work in progress		(136,635,702)	(144,699,529)
Employee benefits expenses	P	15,156,199	16,673,841
Depreciation and amortisation expense	F & G	62,716	42,270
Other expenses	Q	7,765,620	6,130,891
Total Expenses		**31,132,632**	**22,847,002**
PROFIT BEFORE EXCEPTIONAL AND EXTRA ORDINARY ITEMS AND TAX		**15,035,854**	**37,068,819**
Exceptional items	-	-	
PROFIT/ (LOSS) BEFORE EXTRA ORDINARY ITEMS AND TAX		**15,035,854**	**37,068,819**
Extraordinary items	**-**	**-**	
Profit before tax		**15,035,854**	**37,068,819**
Tax expense :			
(1) Current tax		3,944,000	11,104,000
(2) Deferred tax		(248,900)	686,900
(3) Income Tax for Earlier Year		(14,183)	(770,735)
PROFIT/ (LOSS) FOR THE YEAR		**11,354,937**	**26,048,654**
Earning per equity share (EPS)			
(1) Basic		0.08	0.19
(2) Diluted		0.08	0.19
Significant Accounting Policies	**R**		
Notes forming part of the Balance Sheet	**S**		

Annexure to our report of Date
For V Sankar Aiyar & Co.,
Chartered Accountants
FRN: 109208W

On behalf of Board

R. Raghuraman
Partner
Membership No. 81350

(Gaurav Dalmia)
Executive Co- Chairman,
Managing Director & CEO

(H. L. Agarwal)
Director

(Rajeev Kumar Nair)
Chief Financial Officer

(S. K. Chawla)
Company Secretary

Place : New Delhi
Dated: 12.05.2015

LANDMARK
DALMIA GROUP

NOTES TO BALANCE SHEET

	Particulars	As at 31.03.2015	As at 31.03.2014
A.	Share Capital		
a	Authorised Shares		
	1,00,000 Preference Share of Rs. 10/- each	1,000,000	1,000,000
	(Previous year : 1,00,000 Preference Shares of Rs. 10/- each)		
	1,40,000,000 Equity Share of Re. 1/- each	140,000,000	140,000,000
	(Previous year : 1,40,000,000 Equity Shares of Re. 1/- each)		
		141,000,000	141,000,000
b	Issued, Subscribed & Paid up shares		
	134,143,160 Ordinary shares of Re. 1/- each, Fully Paid up	134,143,160	134,143,160
	(Previous Year : 134,143,160 Shares)		
	Total Subscribed & paid up shares	134,143,160	134,143,160

c Reconciliation of the number of shares outstanding at the beginning and at the end of reporting year

Particulars	31st March, 2015		31st March, 2014	
	No. of Shares	(In Rs.)	No. of Shares	(In Rs.)
Ordinary Shares outstanding at the beginning of the year	134,143,160	134,143,160	134,143,160	134,143,160
Ordinary Shares issued during the year	-	-	-	-
Ordinary Shares brought back during the year	-	-	-	-
Ordinary Shares outstanding at the end of the year	134,143,160	134,143,160	134,143,160	134,143,160

d Details of shareholders holding more than 5% shares in the company

S.No	Name of Shareholders	As at 31st March, 2015		As at 31st March, 2014	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Shri Mridu Hari Dalmia (C/o M. H. Dalmia Parivar Trust)	72,993,366	54.41%	72,740,911	54.23%
2	Shri Mridu Hari Dalmia	7,062,930	5.27%	7,062,930	5.27%
3	M/s. Dharti Investments and Holdings Limited	10,522,899	7.84%	10,522,899	7.84%

B.	Reserves and Surplus	As at 31.03.2015	As at 31.03.2014
a	**Capital Reserve**		
	Balance as per Last Financial Statement	347,399,258	347,399,258
b	General Reserve		
	Balance as per Last Financial Statement	1,181,810	1,181,810
c	Surplus / (Deficit)		
	Balance as per Last Financial Statement	94,274,670	79,211,871
	Add: Profit /(Loss) transferred from statement of profit and Loss	11,354,937	26,048,654
		105,629,607	105,260,525
	Less: Appropriations -		
	Proposed Dividend (Amount per share Re. Nil) (Previous Year - Re. 0.07)	-	9,390,021
	Tax on proposed dividend	-	1,595,834
	Total Appropriations	-	10,985,855
	Closing Balance	105,629,607	94,274,670
	Total (a+b+c)	454,210,675	442,855,738

NOTES TO BALANCE SHEET

Particulars	As at 31.03.2015	As at 31.03.2014
C. Long-term provisions		
Provision for employee benefits		
Gratuity	1,779,195	1,284,283
Compensated absences	1,108,488	885,846
	2,887,683	**2,170,129**
D. Other current liabilities		
a Other payables:		
Advance from Customers	29,823,620	26,325,011
TDS Payable	-	2,161
Salary, Bonus, PF etc.	120,101	67,200
Audit Fee Payable	220,074	182,023
Un-paid/ unclaimed dividends	346,526	150,417
Expenses Payable	239,561	92,604
	30,749,882	**26,819,416**
E. Short-term provisions		
a Provision for employee benefits		
Gratuity	31,170	25,519
Compensated absences	144,827	128,608
b Others		
Proposed dividend	-	9,390,021
Provision for Tax on proposed dividend	-	1,595,834
	175,997	**11,139,982**

F. & G. Fixed Assets - Refer to Next Page

H. Long-term loans and advances

(Unsecured and Considered good)

a	Security Deposits	2,000	2,000
b	Loans and advances to related parties ##	377,891,040	377,975,310
c	Refund Due from Income Tax Department	1,344,119	1,213,887
d	Loans to Emloyees	80,000	-
		379,317,159	**379,191,197**

Due from Firms or private companies respectively in which any director is a partner or a director or a member ##

a) M/s. Ansal Landmark (Karnal) Township Pvt. Ltd.	354,591,040	354,675,310
b) M/s. Landmark Landholdings Pvt. Ltd.	23,300,000	23,300,000
	377,891,040	377,975,310

LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED

(Amount in Rs.)

DESCRIPTION	Gross Block				DEPRECIATION / AMORTISATION					NET BLOCK	
	As on 01.04.14	Additions	Deletions	As on 31.03.15	Upto 31.03.14	For the Year *	written Back	Adj.	Upto 31.03.15	As on 31.03.15	As on 31.03.14
F. Tangible Assets:											
(a) Land	44,572	-	-	44,572	-	-	-	-	-	44,572	44,572
(b) Plant and Equipment	2,840	-	-	2,840	2,840	-	-	-	2,840	-	-
(c) Furniture and Fixtures	10,050	-	-	10,050	10,050	-	-	-	10,050	-	-
(d) Office equipment	48,050	-	14,900	33,150	26,375	13,350	8,175	-	31,550	1,600	21,675
(e) Computers	369,630	72,700	142,413	299,917	311,479	49,366	132,272	-	228,573	71,344	58,151
Total : (F)	475,142	72,700	157,313	390,529	350,744	62,716	140,447	-	273,013	117,516	124,398
G. Intangible Assets:	-	-	-	-	-	-	-	-	-	-	-
Total : (G)	-	-	-	-	-	-	-	-	-	-	-
TOTAL : (F + G)	475,142	72,700	157,313	390,529	350,744	62,716	140,447	-	273,013	117,516	124,398
Previous year	481,694	-	6,552	475,142	315,026	42,270	-	6,552	350,744	124,398	-

* Including Depreciation of Rs. 12,933/- , whose remaining useful life s nil.

LANDMARK
DALMIA GROUP

NOTES TO BALANCE SHEET

I. Current Investments

Non Trade / Un-Quoted Investments

Units of Mutual Funds:-

Sl. No.	Particulars	No. of Units		Amount (In Rs.)	
		2014 -15	2013 -14	2014 -15	2013 -14
1	Reliance Liquid Fund - Institutional Option- Daily Dividend Plan	16,223.058	240.966	24,800,843	368,381
2	Reliance Money Manager Fund	6,210.863	-	6,219,576	-
3	Reliance Fixed Horizon Fund	-	2,000,000.000	-	20,000,000
4	Birla Sun life Fixed Term Plan - Series Kg	-	1,506,546.000	-	15,065,460
5	Birla Sun life - Saving Fund	104,513.437	-	10,482,384	-
6	Franklin Templeton Mutual Fund	1,385,331.310	-	14,569,604	-
7	UTI liquid Cash Plan- Institutional - Daily Dividend Option -(Re-Investment)	29,011.197	43,264.088	29,575,336	44,105,389
				85,647,743	**79,539,230**
	Less: Provision for Dimunition in value of Investment			23,351	-
	Total			**85,624,392**	**79,539,230**
	Net Asset Value			**85,632,845**	**79,837,812**

LANDMARK
DALMIA GROUP

LANDMARK
DALMIA GROUP

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	As at 31.03.2015	As at 31.03.2014
J. Inventories		
a Flats -(Including semi finished)	**82,524,342**	90,588,169
b Plots	**54,111,360**	54,111,360
	136,635,702	**144,699,529**
K. Cash and cash equivalents		
a Balances with banks -		
i) In Current Account	**792,405**	892,230
ii) In Dividend Account (unpaid/ unclaimed)	**346,526**	150,417
b Cheques, drafts on hand	**-**	4,200,000
c Cash on hand	**12,717**	32,095
d Other Deposits		
i) Deposits with original maturity of more than 12 months*	**1,000**	1,000
ii) Deposits with original maturity of more than 3 months but less than 12 months*	**17,267,551**	7,000,000
iii) Post Office Deposits*	**4,000**	4,000
	18,424,199	**12,279,742**

* Out of Fixed Deposits, Rs 1,000/- and post office deposit Rs. 4,000/- are pledged with Bank/ Government Departments as security against contract and other facilities.

L. Short-term loans and advances		
(Unsecured and Considered good)		
a Advance Income Tax (Net of provisions)	**92,374**	373,776
b Loans to Emloyees	**130,000**	-
	222,374	**373,776**
M. Other current assets		
a Interest accrued but not due on FDR's	**787,635**	101,699
b Brokerage Receivable	**28,862**	32,104
c Prepaid Expenses	**3,158**	29,250
	819,655	**163,053**

NOTES TO STATEMENT OF PROFIT AND LOSS

Particulars	Year ended 31.03.2015 Amount in Rs.	Year ended 31.03.2014 Amount in Rs.
N. Revenue from Operations		
a Sale of products (Ready to Move)		
i) Ready to Move Flats	11,250,111	-
b Sale of services		
i) Advisory Services Fees	27,356,565	35,957,520
	38,606,676	**35,957,520**
O. Other Income		
a Interest Income	1,413,736	127,239
b Dividend Income	4,409,108	3,625,747
c Other non-operating income (net of expenses directly attributable to such income)		
i) Compensation Received	-	20,000,000
ii) Miscellaneous Receipts	63,438	108,865
iii) Exchange Fluctuation	208,625	-
iv) Profit on Sale of Current Investment	1,463,308	96,450
v) Excess Provision Written Back	3,595	-
	7,561,810	**23,958,301**
P. Employee benefit expenses		
a Salaries and wages	13,468,738	15,053,520
b Contribution to provident and other funds	595,073	769,670
c Staff welfare expenses	199,117	186,982
d Gratuity & Leave encashment	893,271	663,669
	15,156,199	**16,673,841**
Q. Other expenses		
a Advertisement	87,554	82,736
b Power and fuel	55,801	43,980
c Rent	2,009,754	1,901,489
d Postage & Telephone	866,752	549,416
e Printing & Stationery	219,077	179,074
f Office Repairs & Maintenance	563,927	513,556
g Traveling & Conveyance (Others)	28,622	49,849
h Traveling & Conveyance (Directors)	95,690	90,685
i Bank Charges	9,278	21,801
j Business Promotion	24,016	872
k Exchange Fluctuation	149,190	186,270
l Legal & Professional Charges	699,913	453,435
m Payment to Auditors	398,215	312,010
n Directors Fees	1,022,476	907,282
o Commission & Brokerage	360,500	-
p Listing Fees/ Demat Fees	247,192	109,551
q Dimunition in value of Investment	23,351	-
r Rates and taxes, excluding, taxes on income	419,763	393,696
s Miscellaneous expenses	207,799	192,999
t Interest on Income Tax	243,459	-
u Income Tax /TDS Demand	16,425	38,210
v Taxes & Dues written off	-	60,910
w Vehicle Running & Maintenance	-	43,070
x Assets Written Off	16,866	-
	7,765,620	**6,130,891**

NOTES TO THE BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

Note – R:

Significant Accounting Policies:

1. **Accounting Convention**

The financial statements are prepared under historical cost convention, on a going concern basis and in accordance with applicable accounting standards.

2. **Use of Estimates**

The preparation of financial statements requires management to make certain estimates and assumptions that effect the amount reported in the financial statements and notes thereto. Differences between actual results and estimates are recognised in the period in which they materialize.

3. **Fixed Assets and Depreciation**

a) Fixed assets are shown at cost less accumulated depreciation. All significant costs incidental to the acquisition of assets are capitalized.

b) Depreciation is provided on useful lives of Assets on WDV method at the rates and in the manner specified in Schedule-II of the Companies Act, 2013, except on intangible Assets, which is amortized over the period of 3years. However intangible assets costing less than Rs. 10,000/- are fully amortized in the year of acquisition.

c) Depreciation on additions is calculated pro-rata from the month of addition.

4. **Investments**

Current investments are stated at cost or fair value which ever is lower.

5. **Inventories**

Stocks in trade- finished and partly finished goods are valued at cost or net realizable value whichever is lower.

6. **Revenue Recognition**

i) Incomes from Advisory Services are accounted for when it becomes due.

ii) The sale of stock in trade is recognized when significant risks and rewards of ownerships are transferred or handing over possession to the buyer, retaining no effective control to a degree usually associated with ownership.

iii) Interest on bank deposits/loans is recognized on time proportion basis. Interest on Post Office Savings Bank Accounts is accounted for as and when received.

7. **Employee Benefits**

a) Contribution to Provident Fund is accounted for on accrual basis.

b) Provision for gratuity and leave encashment is made on the basis of actuarial valuation at the end of the year in conformity with the Accounting Standard -15. Actuarial gains or losses are recognised in the profit and loss account.

8. **Deferred Tax**

In accordance with Accounting Standard-22 “Taxes on Income’, deferred tax is recognized, subject to consideration of prudence, being the difference between accounting and taxable income that originate in one year and are capable of reversal in subsequent year.

9. **Impairment of Assets**

Impairment losses, if any are recognized in accordance with Accounting Standard-28.

10. **Provisions and Contingencies**

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation can not be made.

Note – S:

Notes forming part of the Balance Sheet

1. **Contingent Liabilities**

	2014-15	2013-14
	(Amount Rs.)	
Disputed demands in respect of Income Tax:-		
- Assessment Year 2007-08 and 2008-09	1.20,86,410/-	1,27,91,380/-
- Assessment Year 2009-10	1,56,300/-	1,56,300/-

i) In respect of Assessment Year 2007-08 and 2008-09, the Department has not adjusted credit of tax aggregating to Rs.97,02,000/- paid by M/s. OCL India Limited and transferred to the Company arising out of De-merger in the relevant period. These facts have been taken note of by the department but they have not been able to resolve the matter due to their procedural issue. Matter is being perused.

ii) In respect of Assessment Year 2009-10, the Department has not adjusted credit of the TDS amounting to Rs.1,49,290/-. The rectification U/s 154 of the Income Tax Act has been filed and matter is being perused.

2. There is no impairment loss of fixed assets during the current financial year.

3. Advances of Rs.377,891,040/- {refer Notes to Balance Sheet–H (b)} are outstanding from Private Limited Companies in which Mr. Gaurav Dalmia, Managing Director is a member/director. Part of these balances were taken over on merger of Real Estate undertaking of OCL India Limited, the effective date being 20th December 2007 and part of these were given before Mr. Gaurav Dalmia was appointed as the Director of the Company w. e. f. 29th January, 2008.

4. In the opinion of the Board and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

5. The Company has not received any information from suppliers or service providers, whether they are covered under Micro, Small and Medium Enterprises (Development) Act 2006. Therefore, it has not been possible to give the information required under the Act.

6. A Business Transfer Agreement was signed on the 2nd April 2012 between Ansal Landmark Townships Pvt. Ltd., (ALTPL); Ansal Landmark (Karnal) Township Pvt. Ltd. (ALKTPL) & Ansal Properties & Infrastructure Ltd. Pursuant to the same, advances Rs.499,374,839/- (including accrued interest up to June 30, 2008), which Landmark Property Development Co. Ltd. (the Company) had given to ALTPL stood transferred to a new entity set up to run the Karnal project, viz. ALKTPL. Following this new arrangement, the Company was entitled to allotment of Plots, Flats in Group Housing/Row Housing/Commercial property in the ongoing residential township being developed by ALTPL at Ghaziabad and ALKTPL at Karnal, in due course.

As on March 31, 2015, after adjustment of Rs.144,783,799/- against the allotment of Flats (including semi finished) and Plots, the remaining amount outstanding is Rs.354,591,040/-

7. **Details of Inventory (Refer Note to Balance Sheet – J)**

Descriptions	2014-15			2013-14		
	Area		Amount Rs.	Area		Amoun t Rs.
	Sq. Yrd.	Sq. Ft.		Sq. Yrd.	Sq. Ft.	
a) Opening Stock:						
Flats-(Including semi finished)	-	63,385.00	90,588,169	-	-	-
Plots	27,548.80	-	54,111,360	-	-	-
Total	27,548.80	63,385.00	14,46,99,529	-	-	-
b) Add: Purchases:						
Flats-(Including semi finished)	-	-	-	-	63,385.00	90,588,169
Plots	-	-	-	27,548.80	-	54,111,360
Other Expenses	-	-	84,270	-	-	-
Total	-	-	84,270	27,548.80	63,385.00	144,699,529
c) Sales:						
Flats-(Including semi finished)	-	4,883.00	8,148,097	-	-	-
Plots	-	-	-	-	-	-
Total	-	4,883.00	8,148,097	-	-	-
d) Closing Stock:						
Flats-(Including semi finished)	-	58,502.00	82,524,342	-	63,385.00	90,588,169
Plots	27,548.80	-	54,111,360	27,548.80	-	54,111,360
Other Expenses	-	-	-	-	-	-
Total	27,548.80	58,502.00	136,635,702	27,548.80	63,385.00	144,699,529

8. **Remuneration to Auditors**

(Amount Rs)

	2014-15	2013-14
Audit Fees	175,000/-	150,000/-
In Other Capacities:		
Tax Audit	40,000/-	30,000/-
Certification Work	140,000/-	95,000/-
Service Tax on above	40,450/-	33,990/-
Expenses Reimbursed	2,765/-	3,020/-
Total :	398,215/-	312,010/-

9. **Employee Benefits (AS – 15 revised)**

Following data are as per the report given by the Actuary

The Principal assumptions used in actuarial valuation are as below:

- Discount rate – 7.90% p. a.
- Expected rate of future salary increase – 10% p. a.
- Attrition Rate – 2% p.a.

Particulars	Gratuity – Unfunded		Leave Encashment – Unfunded	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Change in present value of obligations				
- Present value of obligation as at 31.03.2014	1,309,802	2,346,866	885,846	2,119,018
- Interest Cost	103,474	144,513	63,905	127,916
- Current Service Cost	255,347	208,228	472,107	404,520
- Benefits paid	--	(1,552,154)	(153,847)	(1,457,247)
- Actuarial loss/ (gain) on Obligations	141,742	162,349	(159,523)	(308,361)
- Present value of obligations as at 31.03.2015	1,810,365	1,309,802	1,108,488	885,846
Changes in fair value of plan assets	N. A.	N. A.	N. A.	N. A.
Liability recognized in the Balance Sheet				
- Present value of obligation as at 31.03.15	1,810,365	1,309,802	1,108,488	885,846
- Fair value of plan assets as at the end of the year	–	--	--	--
- Unfunded status	1,810,365	1,309,802	1,108,488	885,846
- Unrecognized Actuarial (Gain)/ Loss	–	--	--	--
- Net (Assets) / Liability recognized in Balance Sheet	1,810,365	1,309,802	1,108,488	885,846
Short Term Liabilities	–	--	144,827	128,608
Total Liability recognized in the Balance Sheet	1,810,365	1,309,802	1,253,315	1,014,454
Expenses recognized in Profit & Loss Account				
- Current service cost	255,347	208,228	472107	404,520
- Past Service Cost	(--)	(–)	(–)	(–)
- Interest Cost	103,474	144,513	63,905	127,916
- Expected return on plan assets	–	--	--	--
- Net Actuarial (Gain)/Loss recognized during the year	141,742	162,349	(159,523)	(308,361)
Total Expenses recognized in Profit & Loss Account	500,563	515,090	376,489	224,075
Short Term Liabilities recognized in Profit & Loss	–	--	16,219	(75,496)
Total Expenses Recognized in Profit & Loss Account	500,563	515,090	392,708	148,579

10. **Segment Report (AS – 17)**

The Company is primarily engaged in the business of Real Estate Development (including advisory services), which as per Accounting Standard on Segment Report (AS-17) is to be only reportable business segment

LANDMARK
DALMIA GROUP

11. **Related Party Disclosure (AS -18)**

Related parties, their relationships and transactions with the below in the ordinary course of business :

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
Shri Gaurav Dalmia – Chairman, Managing Director Key Managerial Person – (KMP)	Nil	Nil
Landmark Landholdings Private Limited (Enterprise over which KMP is able to exercise significant influence)		
a) Electricity Expenses	Nil	15,297/-
b) Repair & Maintenance Office	Nil	325,476/-
c) Telephone Expenses	Nil	140,149/-
d) Staff Welfare expenses	Nil	29,282/-
e) Space Booking Advance	23,300,000/-	23,300,000/-
Ansal Landmark Townships Private Limited (Enterprise over which KMP is able to exercise significant influence)		
Compensation Received	Nil	20,000,000/-
Ansal Landmark (Karnal) Township Private Limited (Enterprise over which KMP is able to exercise significant influence)		
a) Space Booking Advance	354,591,040/-	354,675,310/-
b) Purchased of Stock in Trade	84,270/-	144,699,529/-
Astir Properties Private Limited (Enterprise over which KMP is able to exercise significant influence)		
a) Rent paid	20,09,754/-	1,537,849/-
b) Rates & Taxes (Property Tax paid)	3,90,513/-	296,339/-
OCL India Limited (Enterprise over which KMP is able to exercise significant influence)		
a) Electricity Expenses	Nil	21,743/-
b) Miscellaneous Expenses	Nil	33,708/-

12. **Earning per Share (EPS) (AS – 20)**

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
Profit after current and deferred tax	11,354,937/-	26,048,654/-
Weighted average No. of equity share of Rs. 1/- each	1,34,143,160	1,34,143,160
EPS Basic/Diluted (Rs.)	0.08	0.19

13. **Additional information as required under para 4 of part II of Schedule VI to the Companies Act, 1956.**

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
Earning in Foreign Currency - Advisory Fees	27,356,565/-	35,957,520/-
Expenditures in Foreign Currency	Nil	Nil

14. **Deferred Tax Assets (Net)**

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
Assets:		
i) Provision for Gratuity	5,87,400/-	4,25,000/-
ii) Provision for Leave Encashment (Compensated absences)	4,06,600/-	3,29,100/-
iii) Difference between carrying amounts of Fixed Assets in the financial statements and Income Tax Computation	12,400/-	3,400/-
Total	10,06,400/-	7,57,500/-

15. The figures have been rounded off to the nearest rupee. Previous year figures have been regrouped where necessary to correspond with current year figures.

Annexure to our report of Date

For V Sankar Aiyar & Co.,
Chartered Accountants
FRN: 109208W

On behalf of Board

R. Raghuraman
Partner
Membership No. 081350

(Gaurav Dalmia)
Chairman, Managing Director & CEO

(H. L. Agarwal)
Director

Place : New Delhi
Dated: 12.05.2015

(Rajeev Kumar Nair)
Chief Financial Officer

(S. K. Chawla)
Company Secretary

LANDMARK
DALMIA GROUP

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

	Particulars	Year Ended 31.03.2015 Amount in Rs.	Year Ended 31.03.2014 Amount in Rs.
A	**Cash Flow from Operating Activities**		
	Net Profit before taxes and extraordinary items	15,035,854	37,068,819
	Adjustments for :		
	Depreciation for the year	62,716	42,270
	(Profit) / Loss on sale of Investments	(1,463,308)	-
	Dividend Income	(4,409,108)	(3,625,747)
	Compensation Received	-	(20,000,000)
	Interest income	(1,413,736)	(127,239)
	Operating Profit before working capital changes	**7,812,418**	**13,358,103**
	Adjustment for		
	Increase / (decrease) in trade and other payables	4,669,890	23,994,235
	(Increase) / decrease in trade and other receivables	(782,332)	144,702,815
	(Increase) / decrease in Inventory	8,063,827	(144,699,529)
	Cash generated from operations	**19,763,803**	**37,355,624**
	Income tax refund / (paid)	(3,778,647)	(11,477,776)
	Net Cash from Operating activities	**15,985,156**	**25,877,848**
B	**Cash flow from Investing activities**		
	Additions to fixed assets	(72,700)	-
	Sale and other credit of fixed assets	16,866	-
	Purchase of Investment	(62,650,622)	(162,230,498)
	Sale of Investments	56,565,460	132,154,733
	Space Booking- Compensation Received	-	20,000,000
	Dividend Income	4,409,108	3,625,747
	Profit on sale of Current investment	1,463,308	-
	Interest income	1,413,736	127,239
	Net Cash from (used) in Investment activities	**1,145,156**	**(6,322,779)**
C	**Cash flow from financing activities**		
	Dividend Paid	(9,390,021)	(6,707,158)
	Taxes on Dividend Paid	(1,595,834)	(1,139,882)
		(10,985,855)	**(7,847,040)**
	Net change in cash & cash equivalents	**6,144,457**	**11,708,029**
	NET CHANGE IN CASH & CASH EQUIVALENTS		
	Balance at the end of the year	18,424,199	12,279,742
	Balance at the beginning of the year	12,279,742	571,713
		6,144,457	**11,708,029**

Annexure to our report of Date
For V Sankar Aiyar & Co.,
Chartered Accountants
FRN: 109208W

On behalf of Board

R. Raghuraman
Partner
Membership No. 081350

(Gaurav Dalmia)
Chairman,
Managing Director & CEO

(H. L. Agarwal)
Director

(Rajeev Kumar Nair)
Chief Financial Officer

(S. K. Chawla)
Company Secretary

Place : New Delhi
Dated: 12.05.2015

LANDMARK
DALMIA GROUP

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 Web Site :www.landmarkproperty.in

Form No. M-11

FORM OF PROXY

Venue of the meeting : Pearey Lal Bhawan, 2, Bahadurshah Zafar Marg, New Delhi -1100 02

Date & Time : September 30, 2015 at 9.30 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Registered Address	
Email ID	
DP id*	
Client id ID*	
Folio No.	

*Applicable for investors holding shares in Electronic form.

I/We, being the member(s) of _____ Equity shares of the above named Company, hereby appoint

1. Name:
   Address:
   E mail Id:
   Signature:
   or failing him/ her

2. Name:
   Address:
   E-mail Id:
   Signature:
   or failing him/ her

3. Name:
   Address:
   E-mail Id:
   Signature:

LANDMARK
DALMIA GROUP

as my/our Proxy to attend vote (on a Poll) (for me/us and on my/ our behalf at the 39th Annual General Meeting of the Company to be held on September 30, 2015 at 9:30 A.M. Pearey Lal Bhawan, 2, Bahadurshah Zafar Marg, New Delhi -1100 02 and at any adjournment thereof) in respect of such resolutions as are indicated below;

Resolution No	**Vote**	
	For	**Against**
Ordinary Business		
1		
2		
3		
Special Business		
4		
5		

Signed this ————————----————— day of ———---------————————2015

Affix One Rupee Revenue Stamp

Signature(s) of Member(s)

1._____

2._____

Signature(s) of Proxyholder (s)

_____

._____

Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.

LANDMARKPROPERTY DEVELOPMENT COMPANY LIMITED
CIN : L13100DL1976PLC188942
Registered Office : 11th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi-110001
E-mail : info@landmarkproperty.in Website: www.landmarkproperty.in
Phone No. 011- 43621200 Fax No. 011-41501333

ANNEXURE TO THE NOTICE DATED 5TH AUGUST, 2015 OF THE ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER, 2015

Name of the sole/first named Shareholder incld. joint holders, if any :

Address of sole /first named Shareholder :

Registered folio no./ DP ID no. / Client ID no. :

Number of shares(s) held :

Dear Shareholder,

Subject: Process and manner for availing Remote E-Voting facility

Pursuant to provisions of section 108 of the Company Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice dated 5th August, 2015 as an alternative to participation at the 39th Annual General Meeting to be held on Wednesday, 30th September, 2015 at 9.30 A.M. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facilities.

The e-voting facility is available at the link https://www.evoting.nsdl.com

The electronic voting particulars are set out below:

EVEN (E voting Event Number)	USER ID	PASSWORD

The e-voting facility will be available during the following voting period:

Commencement of remote e- voting	End of remote e-voting
27th September, 2015 from 9.00 A.M. IST	29th September, 2015 till 5.00P.M. IST

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice dated 5th August,2015 for the Annual General Meeting to be held on 30th September,2015.

Steps for remote e-voting

1. User ID and password for e-voting is provided in the table given on the face of this annexure to the AGM Notice. Please note that the password is an initial password.
2. National Securities Depository Limited (NSDL) shall also be sending the User-ID and password, to those members whose e-mail addresses are registered with the Registrar/Depository Participant(s).For members who have not registered their e-mail address can use the details as provided overleaf.
3. Launch internet browser and type the following URL:https://www.evoting.nsdl.com
4. Click on "Shareholder-Login"
5. Put user ID and password as initial password initial in step(i) above. Click Login.
6. The Password Change Menu will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or combinations of the two. Note new password.
7. Once the e-voting home page opens, click on remote e- voting >Active Voting Cycles.
8. SELECT the EVEN (Remote e-Voting Event Number) of Landmark Property Development Company Limited (the number is provided in the attached document). Once you enter the number, the Cast Vote page will open. Now you are ready for e-voting.
9. Cast your vote by selecting your favoured option and click on 'Submit'. Also click on 'Confirm' when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Please note that once your vote is cast on the selected resolution, it cannot be modified.
12. Institutional shareholders (i.e. members other than individual. HUF, NRIs etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority letter etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who is /are authorized to vote, to the Scrutinizer via email at neelamrna@gmail.com with a copy marked at evoting@nsdl.co.in.

Please note that:

- Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot Password" option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are a shareholder.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.

NOTES

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote-e voting user manual for shareholders available at the Downloads section of https://www.evoting.nsdl.com .You can also contact NSDL via e-mail at evoting@nsdl.co.in.
2. The e-voting period commences on 27th September, 2015 (9 a.m.) and ends on 29th September,2015 (5 p.m.) During this period, shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut – off date i.e.23th September , 2015 shall cast their vote electronically.
3. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut – off date i.e. 23rd September , 2015 shall cast their vote electronically.
4. Ms.Neelam Gupta, Practicing Company Secretary (Membership No. FCS 3135) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall unlock the votes in the presence of at least two witnesses, not in employment of the Company and make, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing who shall countersign the same..
6. The voting rights shall be in proportion to their shares of the paid up equity shares capital of the Company as on 23rd September , 2015
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website:www.landmarkproperty.in.and on the website of NSDL within two days of passing of the resolutions at the 39th Annual General Meeting of the Company on 30th September,2015 and communicated to BSE Ltd. and NSE Ltd.

All documents referred to in the accompanying Notice and the Statement pursuant to section 102(1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during business hours on all working days up to the date of declaration of the result of the 39th Annual General Meeting of the Company.

Registered Office :
11th Floor, Narain Manzil,
23, Barakhamba Road,
New Delhi-110001

By Order of the Board of Directors

For Landmark Property Development Company Limited
S K Chawla
Company Secretary

Date : 5th August,2015
Place: New Delhi

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 Web Site :www.landmarkproperty.in

ATTENDANCE SLIP

Venue of the meeting : Pearey Lal Bhawan, 2, Bahadurshah Zafar Marg, New Delhi -1100 02

Date & Time : September 30, 2015 at 9.30 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP id*	
Client id*	
Folio No.	
No.of equity shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 39TH Annual General Meeting of the Company held on September 30, 2015 at 9.30 A.M.

*Applicable for shareholders holding shares in electronic form

Signature of Member/Proxy

LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED
11th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi - 110 001

Printed at: Radha Press, Delhi-31