

# EIGHTEENTH ANNUAL REPORT 2007-08



**LANDMARC CITI**  
Total family experience

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**Landmarc Leisure Corporation Limited**

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## BOARD OF DIRECTORS

O.P.Chawla	-	Chairman
S.D.Sinha	-	Whole - Time Director
Rajat Barjatya	-	Director
Vidhi Kasliwal	-	Director

## AUDITORS

Malpani & Associates  
Chartered Accountants,  
307 / Chartered House,  
297 / 299. Dr. Cawasji Hormasji Street,  
Marine Lines ,  
Mumbai - 400 002.

## REGISTERED OFFICE

"Avadh " Avadesh Parisar,  
Shree Ram Mills Premises - Gate No.2,  
G.K.Marg,  
Worli ,  
Mumbai - 400 018.

## BANKERS

ICICI Bank Ltd.,  
IDBI Bank Ltd.,

## PRACTICING COMPANY SECRETARY

Virendra Bhatt

## EIGHTEENTH ANNUAL GENERAL MEETING

Date : 26th March 2009  
Day : Thursday  
Time : 11.30. a.m  
Place : Sunville Banquet Rooms  
Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.

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## **NOTICE**

Notice is hereby given that the Eighteenth Annual General Meeting of the members of the LANDMARC LEISURE CORPORATION LIMITED will be held on 26<sup>th</sup> March 2009 at 11.30 a.m. at Sunville - Banquet Rooms, 2<sup>nd</sup> Fl., 9, Dr. Annie Besant Road, Worli, Mumbai 400 018 to transact the following Business :

### **Ordinary Business:**

- 1 To receive, consider and adopt the audited Balance Sheet as on 30<sup>th</sup> September 2008, Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Auditors and Directors thereon.
- 2 To appoint a Director in place of Ms. Vidhi Kasliwal who retires by rotation and being eligible, offers herself for reappointment.
- 3 To re-appoint M/s. Malpani & Associates, Chartered Accountants to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorise the Board of Directors to fix their remuneration.

### **Special Business :**

To Consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT Shri S.D. Sinha who fulfills the conditions specified in Part I and Part II of Schedule XIII of the Companies Act, 1956, be and is hereby appointed as Whole Time Director of the Company w.e.f. 17<sup>th</sup> June 2008 for a period of three (3) years subject to the approval of the shareholders of the Company”

“FURTHER RESOLVED THAT Remuneration of Rs. 30,000/- p.m. for the period of three (3) years shall be paid including the remuneration to be paid to him in the event of absence of inadequacy of profits and upon such terms and conditions set out in the draft agreement submitted to this meeting and signed by the chairman for the purpose of identification, which agreement is hereby specifically sanctioned with the liberty to the Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of the Directors and Shri S.D.Sinha as per the consent of Remuneration Committee.”

By Order of the Board  
LANDMARC LEISURE CORPORATION LIMITED

Director

Place : Mumbai  
Dated : 28<sup>th</sup> January 2009

### **Registered office:**

“Avadh”, Avadhesh Parisar,  
G.K.Marg, Worli, Mumbai-400 018.

# LANDMARC LEISURE CORPORATION LIMITED

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A proxy form duly completed and stamped, must reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

2. Members desiring any information on the accounts are requested to write to the company, which should reach the company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> March 2009 to 26<sup>th</sup> March, 2009 (both days inclusive).
4. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days excepting Saturdays and Holidays, between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
5. Members / Proxies should bring the attendance slip sent herewith, duly filled in, for attending the meeting. You are requested to bring the copy of Annual Report sent to you.

## 6. INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of the Directors who are proposed to be re-appointed is furnished below:

### 1) Item No.2 of the Notice

Name : Ms.Vidhi V Kasliwal  
Age : 29 Years  
Qualification : B.Com. from Mumbai University  
Expertise : Leisure and Entertainment  
Date Of appointment : 17<sup>th</sup> June 2005.

Ms. Vidhi Kasliwal is not holding directorship in any other Public Limited Company and not having Chairmanship and Membership in any committees of other Limited Companies.

### 2) Item No. 4 of the Notice:

Name : Shri. S.D. Sinha  
Age : 62 years  
Qualification : BA (HONS); B.L.  
Date of appointment : 17<sup>th</sup> June 2002.

By Order of the Board  
**LANDMARC LEISURE CORPORATION LIMITED**

**Director**

Place : Mumbai  
Dated : 28<sup>th</sup> January 2009

### Registered office:

"Avadh", Avadhesh Parisar,  
G.K.Marg, Worli, Mumbai-400 018.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF  
THE COMPANIES ACT, 1956**

At the Annual General Meeting held on 29th March 2006, the members of the Company had approved the appointment of Shri S.D. Sinha as Whole Time Director of the Company for a period of 3 years from 17.06.2005 to 16.06.2008, on the terms and condition stated under the relative resolution placed at the said AGM. By seeing his services, experience and the contributions made by him towards the Company it has been decided to reappoint him as a Whole Time Director of the Company for a further period of 3years.

In the Board meeting and Remuneration Committee meeting held on 29th April 2008 the Company has decided to reappoint Shri S.D. Sinha for a further period of 3 years i.e 17.06.2008 to 16.06.2011 at remuneration of Rs 30,000/- per month.

The Directors recommend the Resolution for the approval of the members.

None of the Directors except Shri S.D. Sinha are interested or concerned in the said Resolution.

## DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting their Eighteenth Annual Report and Audited Statements of Accounts for the year ended 30<sup>th</sup> September, 2008.

### FINANCIAL RESULTS

(Rs. in lacs)

PARTICULARS	For the year ended 30.09.2008 (Audited )	For the year ended 30.09.2007 (Audited)
<b>Total Income</b>	<b>81.56</b>	<b>30.54</b>
Profit before Depreciation & Tax	35.09	(27.63)
Less : Depreciation	1.44	1.45
Profit / Loss before Tax	33.65	(29.08)
Less : Provision for Taxation /		
Current Taxation	4.60	0.00
Deferred Tax	(0.39)	(0.68)
Fringe Benefit Tax	00.42	1.06
Profit After Tax	29.02	(29.46)
Prior Period Adjustment	0.00	0.00
Income Tax for earlier years	0.00	0.00
Dividend and TDS Written Back	0.00	0.00
Profit / Loss brought forward:		
From previous year	(2670.79)	(2641.32)
Profit / Loss carried to Balance Sheet	(2641.77)	(2670.79)

### DIVIDEND

In view of the accumulated losses, the Directors express their inability to recommend any Dividend on Equity Shares and on Preference Shares.

### REVIEW OF OPERATIONS

The Company has posted a Profit of Rs. 29.02 lacs for the current year.

### MANAGEMENT DISCUSSION AND ANALYSIS

The company is examining the possibility of establishing and running Spa, Fitness Centre,

Salon & Wellness project at different locations. Negotiations are in advance stage to set up its first such model project in Mumbai. On its successful completion and running, such projects will be expanded at other locations.

### **DIRECTORS**

Ms. Vidhi Kasliwal retires by rotation from the Board in the forthcoming Annual General Meeting and being eligible offers herself for reappointment at the said Annual General Meeting.

Mr. Raj Singh Dungarpur resigned from the Board w.e.f. 24<sup>th</sup> October 2007. Your directors would like to record their appreciation for the services rendered during his tenure.

### **FIXED DEPOSITS**

The Company has not accepted any Fixed Deposits from the public during the year.

### **AUDITORS**

The auditors M/s Malpani & Associates, Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Members are requested to appoint them as auditors and authorise the Board to fix their remuneration.

### **PERSONNEL**

There is no employee drawing remuneration covered under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Sub-Section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:-

1. In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures.
2. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 that period.
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the Annual Accounts on a going concern basis.

### **PARICULARS IN RESPECT OF CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The particulars required under Section 217 (1) (e) of the Companies Act, 1956, in respect of conservation of energy and technology absorption are not applicable to the Company.

**FOREIGN EXCHANGE EARNING AND OUTGO**

EARNING : Nil (Previous Year Nil )  
Travelling : a) Rs. 0.87 lacs. (Previous Year 7.31 Lacs)

**REPORT ON CORPORATE GOVERNANCE**

A detailed report on Corporate Governance has been included as an attachment to this Report.

**DISCLOSURE UNDER SECTION 274 (1) (g)**

None of the Directors of the Company are disqualified for being appointed as Directors as stipulated under Section 274 (1) (g) of the Companies Act, 1956, amended by the Companies (Amendment) Act, 2000.

**AUDITORS QUALIFICATION**

The Company has given a business advance of Rs. 2000 lacs to Shree Ram Urban Infrastructure Ltd., as part of an earlier arrangement whereby the Company is entitled to certain benefits once the development of Shree Ram Urban Infrastructure Ltd., is completed. This would have favorable financial implication for the Company in times to come.

**ACKNOWLEDGEMENTS**

The Directors thank the Company's customers, contractors, vendors, bankers, Government and other authorities and the Shareholders for their consistent support to the Company. The Directors also sincerely acknowledge the significant contribution made by all the employees for their dedicated services to the Company.

By Order of the Board  
For LANDMARC LEISURE CORPORATION LIMITED

CHAIRMAN

Place : Mumbai  
Dated : 28<sup>th</sup> January 2009



## CORPORATE GOVERNANCE

### PHILOSOPHY OF CODE OF GOVERNANCE

Corporate governance is concerned with creation of long term shareholders' value while also balancing interest of other stakeholders, viz., Employees, Creditors, Government and the Society at large. Corporate governance is crucial as it builds confidence and trust, which eventually leads to a more stable and sustained resources flow and long-term partnership with its investors and other stakeholders.

The corporate governance framework will encourage efficient use of resources and ensure accountability for these resources. Its importance lies in the contribution it makes to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In sum, corporate governance reinforces the concept of "Your Company" and emphasises that the Chairman and Board of Directors are your fiduciaries and trustees, engaged in pushing the business forward and maximising value for you, the shareholders.

### CORPORATE GOVERNANCE

Your Company believes in adopting the best corporate governance practices and protecting rights and interests of stakeholders. We further believe that the shareholders have the right to know complete information on the Board of Directors and the Management, their interest in the organisation as well as governance practices to be followed by them.

The report on corporate governance is divided into five parts:

1. Board of Directors
2. Committees of the Board
3. Disclosure
4. Means of Communication
5. Shareholder Information

### I BOARD OF DIRECTORS

A. The details of the Board of Directors of the Company are given below:

Name of Director	Designation	Other Directorships	Committee Membership	Committee Chairperson
Dr. O. P. Chawla	Non-executive Independent	4	7	3
Mr. Rajat A. Barjatya	Non-executive Independent	Nil	Nil	Nil
Mr. S.D. Sinha	Executive Whole-Time	2	Nil	Nil
Ms. Vidhi Kasliwal	Non-executive Independent	6	1	Nil

## LANDMARC LEISURE CORPORATION LIMITED

As required by the Companies Act, 1956 and Clause 49 of the listing agreement, none of the directors hold directorship in more than 15 public companies, membership of board committees (audit/ remuneration/ investors grievance committees) in excess of 10 and chairmanship of board committees as aforesaid in excess of 5.

### B. REVIEW OF THE BOARD

The Board of Directors reviews in their Board Meetings matters relating to:

1. Strategy and business plans.
2. Annual operating and capital expenditure budgets.
3. Investment and exposure limits.
4. Business risk analysis and control.
5. Senior executive appointments.
6. Compliance with statutory / regulatory requirements and review of major legal issues.
7. Adoption of quarterly results/ annual results.
8. Transactions pertaining to purchase, disposal of property, major provisions and write- offs.

### C. BOARD MEETINGS

The meetings of the Board of Directors are scheduled well in advance and the folder containing the agenda for the meeting with detailed review of all aspects of the Company business, including performance of the Company, employee relations, details of investment, capital expenditure, etc. is circulated to all the directors before 7 days of the Board Meeting. It also highlights important matters discussed at the Audit Committee, Share Transfer & Shareholders Investor Grievance Committee of the Board. The Board meetings were held during the year on 26<sup>th</sup> October 2007, 29<sup>th</sup> January 2008, 28<sup>th</sup> February 2008, 29<sup>th</sup> April 2008 and 29 July 2008.

Name of the Director	No. of Board Meetings Held	No. of Board Meetings Attended	Attendance at last A.G.M.
Dr. O P Chawla	5	4	YES
Mr. Rajat A.Barjatya	5	4	NO
*Mr. Raj Singh Dungarpur	5	0	NO
Mr. S.D.Sinha	5	5	YES
Ms. Vidhi Kasliwal	5	4	NO

\* Mr. Raj Singh Dungarpur resigned w.e.f. 24/10/2007

### D. CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct & Responsibilities of the Board towards the Company in the Board Meeting held on 29<sup>th</sup> January 2008.

## II. COMMITTEES OF THE BOARD

### A. AUDIT COMMITTEE

The Audit Committee comprises of three non-executive Independent Directors :

NAME OF MEMBER	DESIGNATION	NO. OF MEETINGS ATTENDED
Dr. O.P. Chawla	Chairman	4
Mr. Rajat Barjatya	Member	4
Ms. Vidhi Kasliwal	Member	4

Audit Committee in their meetings recommends to the Board matters relating to the following terms of reference :

- To oversee the Company's financial reporting process and disclosure of its financial information.
- To recommend the appointment of Statutory Auditors and fixation of the Audit fees.
- To review and discuss with the Auditors about internal control systems, the scope of audit including the observations of the Auditors, adequacy of internal audit function, major accounting policies, practices and entries, compliance with accounting standards with the Stock Exchanges and legal requirements concerning financial statements and related party transactions, if any.
- To review the Company's financial and risk management policies and discuss with the internal auditors.
- To follow-up significant findings thereon.
- To review the quarterly and annual financial statements before submission to the Board of Directors.

For the financial year 2007 – 08, five meetings were held , viz., on 26<sup>th</sup> October 2007, 29<sup>th</sup> January 2008, 28<sup>th</sup> February 2008 , 29<sup>th</sup> April 2008 & 29<sup>th</sup> July 2008 .

### B. REMUNERATION COMMITTEE

The Remuneration Committee was constituted on 30<sup>th</sup> April, 2002 to formulate and recommend to the Board, from time to time, a compensation structure for Whole-Time members of the Board. Non-executive Directors of the Company are paid sitting fees. The Committee comprises of three Non-Executive Directors, viz.:

NAME OF MEMBER	DESIGNATION
Dr. O.P. Chawla	Chairman
Mr. Rajat Barjatya	Member
Ms. Vidhi Kasliwal	Member

The terms of reference of the Remuneration Committee are considering the matters relating to packages to the Executive Director, Sitting Fees payable to the Directors and Commission to be paid to the Directors in case of adequacy of profits under the provisions of the law.

Remuneration payable to Whole Time Director: The Remuneration Committee in the Committee meeting held on 29<sup>th</sup> April 2008 has decided that Remuneration of Rs. 30,000/- p.m. for three (3) years shall be paid to the Whole Time Director Shri S.D. Sinha.

# LANDMARC LEISURE CORPORATION LIMITED

Name of the Whole Time Director	Salary (Rs.)	Perquisites	Contribution to PF (Rs.)	Total (Rs.)
Shri S.D. Sinha	3,17,333	NIL	38,080	3,55,413

## C. SHARE TRANSFER & SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

a) The Committee comprises of the following members :

- Shri S.D. Sinha
- Shri Rajat Barjatya
- Miss. Vidhi V Kasliwal

During the financial year 2007-08, five meetings were held, viz., on 26<sup>th</sup> October 2007, 29<sup>th</sup> January 2008, 28<sup>th</sup> February 2008, 29<sup>th</sup> April 2008 & 29<sup>th</sup> July 2008.

- a) Name & Designation of Compliance Officer : Mr. Prabhakar Kasalkar  
Tel. No.-022- 2496 5701  
Fax No.022- 2492 8617.
- b) Number of Shareholder Complaints received : 3
- c) Number of Complaints not solved to satisfaction : NIL
- d) Number of pending Complaints : NIL

## D. GENERAL BODY MEETINGS

Location and Time of General Meetings held in last 3 Years:

Year	AGM/EGM	Date	Time	Venue	Special Resolution
2006 - 07	17th AGM	28/03/2008	11.30 a.m	Sunville - Banquet Rooms 2nd Fl., 9, Dr. Annie Besant Road, Worli, Mumbai 400018	NONE
2005 - 06	16th AGM	30/03/2007	11.30 a.m	Sunville - Banquet Rooms 2nd Fl., 9, Dr. Annie Besant Road, Worli, Mumbai 400018	NONE
2004 - 05	15th AGM	29/03/2006	11.30 a.m	"Ganesh Hall" Avadh, Avdhesh Parisar, G.KMarg, Worli, Mumbai 400 018.	*Appointment of Mr. Suresh Raje as Additional Director, *Appointment of Ms. Vidhi Kasliwal as Additional Director, *Reappointment of Mr. S.D.Sinha as Whole-time Director for a period of 3 years

### III DISCLOSURES

- a) There were no materially significant related party transactions with the promoters, Directors, etc. that may have potential conflict with the interests of the Company at large.
- b) There were no non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter relating to the capital markets during the last three years.
- c) There were no pecuniary relationship or transactions of Non-Executive Directors vis-à-vis the Company.
- d) A list of transactions with related parties as per Accounting Standard AS 18 is mentioned in Schedule 15 to the Audited Accounts.

### IV MEANS OF COMMUNICATION

The Annual and Quarterly results are submitted to the Bombay Stock Exchange in accordance with Listing Agreement and published in Free Press Journal & Nav Shakti Newspapers.

### V SHAREHOLDERS' INFORMATION

#### 1. ANNUAL GENERAL MEETING

Date and Time : 26<sup>th</sup> March-2009.

Venue : Sunville - Banquet Rooms,  
2<sup>nd</sup> fl., 9, Dr. Annie Besant Road,  
Worli, Mumbai - 400 018

2. Financial Year : 1<sup>st</sup> October 2007 to 30<sup>th</sup> September, 2008.

3. Book Closure Dates : 20<sup>th</sup> March 2009 to 26<sup>th</sup> March 2009  
(Both days inclusive)

4. Registered Office : LANDMARC LEISURE CORPORATION LIMITED  
"AVADH", AVADESH PARISAR, G.K.MARG,  
WORLI, MUMBAI 400 018.

5. Equity Shares listed : BOMBAY STOCK EXCHANGE LTD.  
(CODE NO.532275)

# LANDMARC LEISURE CORPORATION LIMITED

## 6. Stock Price Data:

The monthly high and low share prices during the year at BSE are as under :

(Rs.)

Month	High	Low
October 2007	2.27	1.65
November 2007	2.38	1.57
December 2007	5.12	2.15
January 2008	7.04	3.06
February 2008	4.07	2.65
March 2008	2.67	1.64
April 2008	3.02	1.91
May 2008	3.37	2.38
June 2008	2.57	1.76
July 2008	2.06	1.51
August 2008	2.19	1.64
September 2008	1.95	0.93

7. Registrar & Transfer Agents : Big Share Services Pvt. Ltd.  
E / 2, Ansa Industrial Estate  
Sakivihar Road, Saki Naka,  
Andheri (East)  
Mumbai 400 072.

8. Distribution of shareholdings as on 30<sup>th</sup> September, 2008

No. of Equity Shares held NO.	SHAREHOLDERS		SHARES	
	NO.	%	NO.	%
1 - 5000	14375	87.46045	21892578	5.47314
5001-10000	1137	6.91774	9516261	2.37907
10001-20000	454	2.76223	6955014	1.73875
20001-30000	178	1.08299	4583613	1.14590
30001-40000	65	0.39547	2301754	0.57544
40001-50000	75	0.45632	3574454	0.89361
50001-100000	87	0.52933	6623844	1.65596
100001 - 999999999	65	0.39547	344552482	86.13813
Total	16436	100.00	400000000	100.00

### III DISCLOSURES

- a) There were no materially significant related party transactions with the promoters, Directors, etc. that may have potential conflict with the interests of the Company at large.
- b) There were no non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter relating to the capital markets during the last three years.
- c) There were no pecuniary relationship or transactions of Non-Executive Directors vis-à-vis the Company.
- d) A list of transactions with related parties as per Accounting Standard AS 18 is mentioned in Schedule 15 to the Audited Accounts.

### IV MEANS OF COMMUNICATION

The Annual and Quarterly results are submitted to the Bombay Stock Exchange in accordance with Listing Agreement and published in Free Press Journal & Nav Shakti Newspapers.

### V SHAREHOLDERS' INFORMATION

#### 1. ANNUAL GENERAL MEETING

- |               |   |  |
|---------------|---|--|
| Date and Time | : | <b>26<sup>th</sup> March 2009.</b>   |
| Venue         | : | Sunville - Banquet Rooms,<br>2 <sup>nd</sup> fl., 9, Dr. Annie Besant Road,<br>Worli, Mumbai - 400 018 |
- 
- |                         |   |   |
|-------------------------|---|---|
| 2. Financial Year       | : | 1 <sup>st</sup> October 2007 to 30 <sup>th</sup> September, 2008.                                     |
| 3. Book Closure Dates   | : | 20 <sup>th</sup> March 2009 to 26 <sup>th</sup> March 2009<br>(Both days inclusive)                   |
| 4. Registered Office    | : | LANDMARC LEISURE CORPORATION LIMITED<br>"AVADH", AVADESH PARISAR, G.K.MARG,<br>WORLI, MUMBAI 400 018. |
| 5. Equity Shares listed | : | BOMBAY STOCK EXCHANGE LTD.<br>(CODE NO.532275)  |

# LANDMARC LEISURE CORPORATION LIMITED

## 6. Stock Price Data:

The monthly high and low share prices during the year at BSE are as under :

(Rs.)

Month	High	Low
October 2007	2.27	1.65
November 2007	2.38	1.57
December 2007	5.12	2.15
January 2008	7.04	3.06
February 2008	4.07	2.65
March 2008	2.67	1.64
April 2008	3.02	1.91
May 2008	3.37	2.38
June 2008	2.57	1.76
July 2008	2.06	1.51
August 2008	2.19	1.64
September 2008	1.95	0.93

7. Registrar & Transfer Agents : Big Share Services Pvt. Ltd.  
E / 2, Ansa Industrial Estate  
Sakivihar Road, Saki Naka,  
Andheri (East)  
Mumbai 400 072.

## 8. Distribution of shareholdings as on 30<sup>th</sup> September, 2008

No. of Equity Shares held NO.	SHAREHOLDERS		SHARES	
	NO.	%	NO.	%
1 - 5000	14375	87.46045	21892578	5.47314
5001-10000	1137	6.91774	9516261	2.37907
10001-20000	454	2.76223	6955014	1.73875
20001-30000	178	1.08299	4583613	1.14590
30001-40000	65	0.39547	2301754	0.57544
40001-50000	75	0.45632	3574454	0.89361
50001-100000	87	0.52933	6623844	1.65596
100001 - 999999999	65	0.39547	344552482	86.13813
<b>Total</b>	<b>16436</b>	<b>100.00</b>	<b>400000000</b>	<b>100.00</b>



9. Category of Shareholdings as on 30<sup>th</sup> September, 2008.

Category	No. of Shares	% of Shareholding
Regular	65322907	16.3308
Directors	0	0.00
Relatives/Friends of Directors	286170500	71.5427
Body Corporate	46045874	11.5114
NRI	2146030	0.5365
Trust	10000	0.0025
Clearing Member	304689	0.0761
<b>Total</b>	<b>400000000</b>	<b>100</b>

10. Financial Release Dates for 2008 - 09.

Quarter	Release Date (Tentative and subject to change)
1 <sup>st</sup> Quarter ending 31 <sup>st</sup> December, 2008	End of January, 2009
2 <sup>nd</sup> Quarter ending 31 <sup>st</sup> March, 2009	End of April, 2009
3 <sup>rd</sup> Quarter ending 30 <sup>th</sup> June, 2009	End of July, 2009
4 <sup>th</sup> Quarter ending 30 <sup>th</sup> September, 2009	End of October, 2009

11. Demat position as on 30<sup>th</sup> September 2008

Total No. of fully paid up Shares	Shares in Demat Form	Percentage	Shares in Physical Form	Percentage
1	2	3	4	5
400000000	399459900	99.84%	540100	0.16%

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Members  
Landmarc Leisure Corporation Limited

We have examined the compliance of conditions of Corporate Governance by Landmarc Leisure Corporation Limited for the year ended 30th September 2008 as stipulated in clause 49 of the listing agreement of the said Company with Stock Exchange(s).

The Compliance with the conditions of Corporate Governance is responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company of ensuring the compliance of the condition of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

We state that as per the records maintained by Company, there were no investor grievances remaining unattended / pending for more than 30 days, as per the records maintained by the investor's Grievances Committee and as per the certificate of the Registrar and Transfer Agents of the Company.

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

For Malpani & Associates  
Chartered Accountants

Shyam Malpani  
Proprietor  
Membership No. F-34171

Place : Mumbai  
Date : 28th January 2009

## **Auditors' Report**

The Members of  
**Landmarc Leisure Corporation Ltd.**

1. We have audited the attached Balance Sheet of **Landmarc Leisure Corporation Ltd.** as at 30<sup>th</sup> September 2008, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order 2003, as amended by the Companies (Auditor's Report) (Amendment) Order 2004 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement of the matters specified in paragraphs 4 and 5 of the said Order, to the extent applicable to the Company during the year under review.
4. Further to our comments in the Annexure referred to in Para 3 above, we report as follows:
  - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (ii) In our opinion, proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books;
  - (iii) The Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the Books of Accounts;
  - (iv) In our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 to the extent applicable;
  - (v) On the basis of written representations received from the concerned directors and taken on record by the Board of Directors, we report that none of directors is disqualified as on 30<sup>th</sup> September, 2008 from being appointed as a director in terms of Section 274 (1) (g) of the Companies Act, 1956 as on the said date;
  - (vi) **Subject to Note No. II. 5. regarding the monetary impact of the compliance or otherwise, on the Company's profit for the year and on the assets of the Company which remains presently unascertainable, in relation to an advance of Rs. 2,000.00 Lacs given to other company towards acquisition of a portion**

## LANDMARC LEISURE CORPORATION LIMITED

of the proposed commercial development being undertaken by the other company in our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the Significant Accounting Policies and other Notes to Accounts in **Schedule-16**, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- (a) In the case of the Balance Sheet, of the State of Affairs of the Company as at 30<sup>th</sup> September 2008;
- (b) In the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

For **Malpani & Associates**  
Chartered Accountants

**Shyam Malpani**  
Proprietor  
Membership No. F- 34171

Place : Mumbai

Dated : 28<sup>th</sup> January 2009

## **Annexure to the Auditors' Report**

**(Referred to in paragraph 3 of our report of even date)**

In terms of the information and explanations given to us and the books and records examined by us and on the basis of such checks as we considered appropriate, we further report as under:

- (i) As explained to us, the Company has updated its Fixed Assets Register to show full particulars, including quantitative details and situation of fixed assets. As explained to us, these fixed assets have been physically verified by the management at reasonable intervals during the year and that no material discrepancies were noticed on such verification.

No significant part of fixed assets has been disposed off by the Company during the year under review.

- (ii) There was no inventory with the Company at any time during the year under review.
- (iii) The Company has taken (interest-free) unsecured loans/deposits from a party being body corporate, covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum & closing balance at the end of the year in respect of the said loans/deposits was Rs. 177.27 Lacs.

In our opinion, other terms and conditions in respect of the above loans were not prima-facie prejudicial to the interests of the Company. Since the above loans are repayable on demand, there can not be any overdue principal or interest in respect of the same as at the close of the year. The same loans are, however, without formal agreements.

The Company has granted interest free unsecured loans / deposits to the four bodies corporate being the parties listed in the Register maintained under Section 301 of the Companies Act, 1956 during the year under review. The maximum balance outstanding at any time during the year in respect of the said loans / deposits was Rs. 2593.55 Lacs and the balance as at the end of the year was Rs. 2588.55 Lacs.

In our opinion, other terms and conditions in respect of the above loans /deposits were not prima-facie prejudicial to the interests of the Company. In our opinion the Company is taking reasonable steps for recovery of the above loans. The said advances / deposits are however without formal agreement.

- (iv) In our opinion, there are internal control procedures for the provision of services by the Company. The same are adequate and commensurate with the size of the Company and the nature of its business. There has been no purchase of inventory or sale of goods by the Company during the year under review except in respect of shares traded . Also, during our review, we have not come across any major weaknesses in the internal controls.
- (v) Transactions that need to be entered into with the parties listed in the Register maintained under Section 301 of the Companies Act, 1956 are updated in the said Register. In our opinion, the said transactions during the year under review have

## LANDMARC LEISURE CORPORATION LIMITED

- been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the purview of the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
  - (vii) *Upon perusal of the Internal Audit reports produced before us during the year under review, we are of the opinion that the scope and coverage of the Internal Audit needs to be substantially strengthened to make it commensurate with the size of the Company and nature of its business.*
  - (viii) As explained to us, the maintenance of cost records has not been prescribed by the Central Government for the Company under Section 209(1)(d) of the Companies Act, 1956.
  - (ix) As per the records verified by us, the Company is generally regular in depositing the undisputed statutory dues involving Provident Fund, Employees' State Insurance, Income tax, Service Tax and Value Added Tax with the appropriate authorities during the year under review, and there were no outstanding undisputed statutory dues with the Company for a period of more than six months as at the close of the year. The provisions of the statutes governing Wealth Tax, Customs Duty, Investor Education and Protection Fund, Excise Duty and Cess are, as explained to us, not applicable to the Company during the year under review.  
  
As explained to us and as per the records verified by us, there are no dues of Value Added Tax, Income tax, Customs Duty, Wealth tax, Excise Duty, Service Tax or Cess, which have been disputed and lying pending as at the close of the year with the Company.
  - (x) As per the accounts verified by us, the Company's accumulated losses at the end of the current financial year are more than fifty per cent of its net worth. The Company has not incurred any cash losses in the current financial year ( Cash Loss of Previous year Rs. 16,21,689).
  - (xi) As per the records verified by us, the Company has not defaulted in repayment of dues in respect of loans taken from banks.
  - (xii) As per the records verified by us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
  - (xiii) The provisions of special statutes applicable to chit fund / nidhi/ mutual benefit fund/ societies are not applicable to the Company during the year under review.
  - (xiv) In respect of Investments, proper records have been maintained by the Company for the transactions and timely entries have been made therein. The shares, securities and debentures have been held by the Company in its own name.
  - (xv) As per the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
  - (xvi) No Term Loans were obtained by the Company during the year under review.
  - (xvii) Based on the cash flow of the company we are of the opinion that the funds raised by the Company on short-term basis have been used only for the purpose intended and not for long-term investment.

- (xviii) The Company has not made any preferential allotment of equity shares during the year under review.
- (xix) The Company has not issued any Debentures and hence no securities are required to be created in respect thereof.
- (xx) No money has been raised by way of public issue by the Company during the year under review.
- (xxi) As per the books examined by us and based on the explanations given to us no fraud on or by the Company has been noticed or reported during the year.

**For Malpani & Associates**  
Chartered Accountants

**Shyam Malpani**  
Proprietor  
Membership No. F-34171

Place : Mumbai  
Dated : 28<sup>th</sup> January 2009

**BALANCE SHEET AS AT 30TH SEPTEMBER, 2008**

	<u>SCH NO</u>	<u>AS AT 30.09.2008 (Rs.)</u>	<u>AS AT 30.09.2007 (Rs.)</u>
<b><u>SOURCES OF FUNDS</u></b>			
Shareholders' Funds			
Share Capital	1	425400000	425400000
Reserves & Surplus	2	<u>25000000</u>	<u>25000000</u>
		450400000	450400000
Loan Funds			
Secured Loans	3	162156	310858
Unsecured Loans	4	17727500	15602500
Deferred Tax Liability		<u>32349</u>	<u>71572</u>
		<u>468322005</u>	<u>466384930</u>
<b><u>APPLICATION OF FUNDS</u></b>			
Fixed Assets	5		
Gross Block		249252206	249225006
Less : Depreciation		<u>248367055</u>	<u>248222881</u>
Net Block		885151	1002125
Investments	6	276654	1210931
Current Assets, Loans and Advances			
Sundry Debtors	7	0	125416
Cash and Bank Balances	8	1144145	1674377
Loans and Advances	9	<u>267047052</u>	<u>258018479</u>
		268191197	259818272
Less: Current Liabilities & Provisions	10	<u>65208061</u>	<u>62725132</u>
Net Current Assets		202983136	197093140
Profit and Loss Account		<u>264177064</u>	<u>267078734</u>
		<u>468322005</u>	<u>466384930</u>
Significant Accounting Policies & Notes on Accounts	16		

As per our attached report of even date

**For Malpani & Associates**  
Chartered Accountants

**For and on behalf of the Board**

**SHYAM MALPANI**  
Proprietor

**S.D. SINHA**  
Whole-Time Director

**O. P. CHAWLA**  
Chairman

Place : Mumbai  
Dated : 28.01.2009



**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH SEPTEMBER, 2008**

<b>PARTICULARS</b>	<b>SCH NO</b>	<b>FOR THE YEAR ENDED 30.09.2008 (RS.)</b>	<b>FOR THE YEAR ENDED 30.09.2007 (RS.)</b>
<b><u>INCOME</u></b>			
Income from Business	11	2823000	2418242
Other Income	12	5333409	635526
		<u>8156409</u>	<u>3053768</u>
<b><u>EXPENDITURE</u></b>			
Operating Expenses	13	0	337724
Administrative & Other Expenses	14	4610497	5247014
Finance Charges	15	36879	232428
Depreciation		144174	144866
		<u>4791550</u>	<u>5962032</u>
Profit / (Loss) before Taxation		3364859	(2908264)
Provision for Taxation - Current Taxation		460000	0
Fringe Benefit Tax		42412	106154
Deferred Taxation		(39223)	(68478)
Profit / (Loss) after Taxation		<u>2901670</u>	<u>(2945940)</u>
Profit/(Loss) after Adjustments		<u>2901670</u>	<u>(2945940)</u>
Balance Brought forward		<u>(267078734)</u>	<u>(264132794)</u>
Balance carried to Balance Sheet		<u>(264177064)</u>	<u>(267078734)</u>
Earnings/(Loss) per Share - Basic & Diluted (Rs.)		0.01	(0.01)
<b>Significant Accounting Policies &amp; Notes on Accounts</b>	16		

As per our attached report of even date

**For Malpani & Associates**  
Chartered Accountants

For and on behalf of the Board

**SHYAM MALPANI**  
Proprietor

**S.D. SINHA**  
Whole-Time Director

**O. P. CHAWLA**  
Chairman

Place : Mumbai  
Dated : 28.01.2009

LANDMARC LEISURE CORPORATION LIMITED

**CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH SEPTEMBER, 2008**

<b>PARTICULARS</b>	<b>For The Year Ended (Rs.)</b>	<b>For The Year Ended (Rs.)</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax & extraordinary items	3364859	(2908264)
Adjustments for:		
Depreciation	144174	144866
Provision for Taxation	(460000)	0
Fringe Benefit Taxation	(42412)	(106154)
Interest (net) & Dividend Income	(142224)	(153381)
Profit/Loss on sale of Assets (net)	0	0
	(500462)	114669
<b>Operating Profit before Working Capital Changes</b>	<b>2864397</b>	<b>(3022933)</b>
Adjustments for:		
(Increase)/Decrease in Trade and Other Receivables	125416	2006752
(Increase)/Decrease in Loans & Advances	(8055347)	(5915079)
(Increase)/Decrease in Current Liabilities	2482929	40021938
Cash Generated From Operations	(2582605)	33090678
Income Tax Paid(net of refund)	(973226)	(45203)
Net Cash Inflow/(Outflow)before		
Extraordinary Items	(3555832)	33045475
Prior Period Adjustment	0	0
Net Cashflow From Operating Activities (A)	(3555832)	33045475
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Fixed Assets	(27200)	(6950)
Sale of Fixed Assets	0	0
(Increase)/Decrease in Investments	934277	3065183
Interest (net) & Dividend Income	142224	153381
Net Cash From Investment Activities (B)	1049301	3211614
<b>C. Cash Flow from Financing Activities:</b>		
Increase/(Decrease) in Long Term Borrowing	(148702)	(125444)
Increase/(Decrease) in Unsecured Loan	2125000	(35913785)
Net Cash Used in Financing Activities (C)	1976298	(36039229)
Net Increase / (Decrease) in Cash & Cash Equivalent (A+B+C)	(530233)	217860
Cash & Cash Equivalent as on 1.10.2007	1674377	1456517
Cash & Cash Equivalent as on 30.9.2008	1144144	1674377

As per our attached report of even date

**For Malpani & Associates**  
Chartered Accountants

**For and on behalf of the Board**

**SHYAM MALPANI**  
Proprietor

**S.D. SINHA**  
Whole-Time Director

**O. P. CHAWLA**  
Chairman

Place : Mumbai  
Dated : 28.01.2009

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 30TH SEPTEMBER, 2008**

<b>PARTICULARS</b>	<b>FOR THE YEAR ENDED 30.09.2008 (RS.)</b>	<b>FOR THE YEAR ENDED 30.09.2007 (RS.)</b>
<b><u>SCHEDULE - 1</u></b>		
<b><u>SHARE CAPITAL</u></b>		
<b><u>Authorised</u></b>		
44,40,00,000 Equity Shares of Re.1/- each	444000000	444000000
10,60,000 1 % Redeemable Cumulative Preference Shares of Rs.100/- each	106000000	106000000
	<u>550000000</u>	<u>550000000</u>
<b><u>Issued, Subscribed and Paid-up</u></b>		
40,00,00,000 Equity Shares of Re.1/- each fully paid up	400000000	400000000
254000 1 % Redeemable Cumulative Preference Shares of Rs.100/- each fully paid up	25400000	25400000
	<u>425400000</u>	<u>425400000</u>
<b><u>SCHEDULE - 2</u></b>		
<b><u>RESERVES AND SURPLUS</u></b>		
<b><u>Reserves</u></b>		
Security Premium Account	25000000	25000000
	<u>25000000</u>	<u>25000000</u>
<b><u>SCHEDULE - 3</u></b>		
<b><u>SECURED LOANS</u></b>		
<b><u>Hire Purchase Loans</u></b>		
(Secured against assets financed)	162156	310858
Instalment due within 12 months		
Rs. 1,62,156/- (P.Y. Rs.1,48,702)	<u>162156</u>	<u>310858</u>
<b><u>SCHEDULE - 4</u></b>		
<b><u>UNSECURED LOANS</u></b>		
From Bodies Corporate (Interest Free)	17727500	15602500
	<u>17727500</u>	<u>15602500</u>

**SCHEDULES FORMING PART OF BALANCE SHEET AS AT 30 TH SEPTEMBER, 2008****FIXED ASSETS****SCHEDULE- 5**

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 30.09.2007	ADDITIONS	AS AT 30.09.2008	UPTO 30.09.2007	FOR THE YEAR	UPTO 30.09.2007	AS AT 30.09.2008	AS AT 30.09.2007
FURNITURE & FIXTURES	4616218	0	4616218	4333462	30419	4363881	252337	282756
OFFICE EQUIPMENT	16522080	0	16522080	16375459	27875	16403334	118746	146621
GO-KART EQUIPMENT	3200402	0	3200402	3200401	0	3200401	1	1
GAMES & GOLF - CRICKET	601926	0	601926	601925	0	601925	1	1
REFURBISHMENT OF BUILDING	45730944	0	45730944	45730943	0	45730943	1	1
PRIDE SIMULATOR	5639370	0	5639370	5639369	0	5639369	1	1
ELECTRICAL INSTALATIONS	6544728	0	6544728	6544727	0	6544727	1	1
COMPUTERS & SOFTWARE	30289602	27200	30316802	30207167	34383	30241550	75252	82435
MOTOR CARS	542086	0	542086	51781	51497	103278	438808	490305
FAMILY STORE	8883823	0	8883823	8883822	0	8883822	1	1
LEISURE CENTRE	105129962	0	105129962	105129961	0	105129961	1	1
MIKANOS - NIGHT CLUB	21523865	0	21523865	21523864	0	21523864	1	1
TOTAL	249225006	27200	249252206	248222881	144174	248367055	885151	1002125
PREVIOUS YEAR	249218056	6950	249225006	248078015	144866	248222881	1002125	-

**SCHEDULES FORMING PART OF BALANCE SHEET AS AT 30TH SEPTEMBER, 2008**

PARTICULARS	AS AT 30.09.2008		AS AT 30.09.2007		
	FACE VALUE (Rs)	QUANTITY	AMOUNT (Rs)	AMOUNT (Rs)	
<b>SCHEDULE - 6</b>					
<b>INVESTMENTS</b>					
<b>I) LONG TERM INVESTMENTS</b>					
(At Cost, as adjusted for diminution) (Non-Trade)					
IN SHARES, UNITS, DEBENTURES, BONDS ETC.					
	FACE VALUE (Rs)	QUANTITY	AMOUNT (Rs)	AMOUNT (Rs)	
<b>(I) QUOTED</b>					
<b>IN FULLY PAID EQUITY SHARES</b>					
Ajcon Global Services Limited	10	0	0	100	0
Associated Profiles & Aluminium Ltd.	10	0	0	14900	149000
Bank of India	10	0	0	200	9000
Dena Bank	10	0	0	200	6000
Godrej Consumer Products Ltd.	10	0	0	300	14000
HDFC Bank Ltd.	10	0	0	100	1000
Housing Development Finance Corpn Ltd.	10	0	0	60	2400
Jai Corp Ltd.	10	0	0	200	22000
KJMC Financial Services Ltd.	10	0	0	500	0
KJMC Global Market (India) Ltd	10	0	0	500	0
Panasonic AVC Networks	10	0	0	2000	0
Niryat Sam (Apparels) India Ltd.	10	9100	18200	9100	18200
Nouveau Multimedia Ltd.	10	0	0	2400	0
Omnitex Industries (India) Ltd.	10	0	0	1400	4200
Reliance Industries Ltd.	10	0	0	110	2000
Reliance Capital Ltd.	10	0	0	5	0
Reliance Communications Ltd.	10	0	0	110	0
Reliance Energy Ltd.,	10	0	0	8	0
Reliance Natural Resources Ltd.	10	0	0	110	0
Panasonic Matsuhita Tel. & Audio India Ltd.,	10	0	0	1000	50000
Savita Chemicals Ltd.	10	0	0	300	33000
Shantivijay Jewels Ltd.	10	0	0	3700	74000
Standard Industries Ltd.	10	0	0	6550	39300
Global Stone India Ltd.	10	0	0	300	0
Swadeshi Mills Ltd.	10	0	0	1000	0
The Credit Rating Information					
Services of India Ltd.	10	0	0	100	5000
Ucil Leasing Ltd.,	10	9600	400	9600	400
Umred Agro Complex Ltd.	10	40000	80000	40000	80000
Vippy Spinspro Ltd.	10	0	0	100	150
Zodiac Clothing Ltd.	10	0	0	2500	275000
			98600		784650
Less :Permanent Diminution in Quoted Investments(Individually identified)			0		0
<b>Net Book Value of Quoted Investments</b>					
<b>Total (a)</b>			98600		784650

LANDMARC LEISURE CORPORATION LIMITED

**SCHEDULES FORMING PART OF BALANCE SHEET AS AT 30TH SEPTEMBER, 2008**

		AS AT 30.09.2008		AS AT 30.09.2007	
	FACE VALUE (Rs)	QUANTITY	(Rs)	QUANTITY	(Rs)
<b>II) UNQUOTED</b>					
<b>FULLY PAID EQUITY SHARES</b>					
Dewas Soya Ltd.,	10	10000	100000	10000	100000
Bombay Mercantile Bank Ltd	30	100	3000	100	3000
<b>Total (b)</b>			<b>103000</b>		<b>103000</b>
<b>III) UNITS</b>					
Morgan Stanley Ltd.,	10	0	0	5000	50000
Prudential ICICI Mutual Fund	11.84	0	0	1211	14346
UTI Money Market		0		0	31341
ICICI Power	10	0	0	1000	10000
Birla Advantage Fund	10	0	0	2500	25000
Reliance Vision Fund	10	0	0	1000	10000
Taurus The New Share	10	0	0	1000	10000
<b>Total (c)</b>			<b>0</b>		<b>150687</b>
<b>IV) DEBENTURES</b>					
Global Stone India Ltd.	30	100	0	100	0
<b>Total (d)</b>			<b>0</b>		<b>0</b>
<b>V) BONDS</b>					
6.75% Tax Free US-64 Bonds	0	0	0	10182	122194
(Formerly Unit Trust of India US -64)					
Sardar Sarovar Narmada Nigam Ltd.	3600	14	50400	14	50400
<b>Total (e)</b>			<b>50400</b>		<b>172594</b>
<b>II) CURRENT INVESTMENTS</b>					
(at the lower of cost or fair value)					
Hindustan Dor - Oliver Ltd	10	285	23738	0	0
Reliance Liq Plus Fund Retails					
Daily Division	1000	2.078	2078	0	0
			<b>25816</b>		<b>0</b>
Less: Diminution in Quoted Investments (Individually Identified)			1162		0
Aggregate Book Value of Quoted Investments			123254		784650
Aggregate Book Value of Unquoted Investments			153400		426281
<b>Total (a+b+c+d+e)</b>			<b>276654</b>		<b>1210931</b>
Aggregate Market Value of Quoted Investments		471658		7398404	

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 30TH SEPTEMBER, 2008**

<b>PARTICULARS</b>	<b>AS AT 30.09.2008</b>		<b>AS AT 30.09.2007</b>	
	<b>(Rs.)</b>	<b>(Rs.)</b>	<b>(Rs.)</b>	<b>(Rs.)</b>
<b><u>SCHEDULE - 7</u></b>				
<b>SUNDRY DEBTORS</b>				
(Unsecured, considered good, unless otherwise stated)				
(i) Exceeding six months, considered doubtful	1665416		1540000	
Less : Provision for doubtful debts	<u>1665416</u>	0	<u>1540000</u>	0
(ii) Exceeding six months, considered good			0	125416
(iii) Other Debts		<u>0</u>		<u>0</u>
				<u>125416</u>
<b><u>SCHEDULE - 8</u></b>				
<b>CASH AND BANK BALANCES</b>				
Cash in Hand		173021		1053658
Balance with Scheduled Banks				
In Current account	531280		211959	
In Fixed Deposit account	<u>439844</u>	<u>971124</u>	<u>408760</u>	<u>620719</u>
		<u>1144145</u>		<u>1674377</u>
<b><u>SCHEDULE - 9</u></b>				
<b>LOANS &amp; ADVANCES</b>				
(Unsecured, considered good, unless otherwise stated)				
Loans, considered doubtful of recovery	0		1189121	
Less : Provision for doubtful recovery	<u>0</u>	0	<u>1189121</u>	0
Advances recoverable in cash or in kind or for value to be received		264972670		256917323
Tax Deducted at Source & Income Tax Paid		2009806		1036580
Income Tax Refund Receivable		<u>64576</u>		<u>64576</u>
		<u>267047052</u>		<u>258018479</u>
<b><u>SCHEDULE - 10</u></b>				
<b>CURRENT LIABILITIES AND PROVISIONS</b>				
(a) <b>Current Liabilities</b>				
Sundry Creditors for Expenses	64016433		62011962	
Other Liabilities	<u>487954</u>	<u>64504387</u>	<u>503726</u>	<u>62515688</u>
(b) <b>Provisions</b>				
Provision for Gratuity		243674		209444
Provision for Taxation		<u>460000</u>		<u>0</u>
		<u>65208061</u>		<u>62725132</u>

LANDMARC LEISURE CORPORATION LIMITED

**SCHEDULES FORMING PART OF THE PROFIT & LOSS FOR THE YEAR ENDED 30TH SEPTEMBER, 2008**

<b>PARTICULARS</b>	<b>For The Year Ended 30.09.2008 (Rs.)</b>	<b>For The Year Ended 30.09.2007 (Rs.)</b>
<b><u>SCHEDULE - 11</u></b>		
<b>INCOME FROM BUSINESS</b>		
Royalty	0	47905
Simulator	0	93957
Management Consultancy Fees	2823000	1760000
Hire Charges (Premises)	0	515000
Electricity, houskeeping, & other reimbursment charges	0	1380
<b>Total</b>	<b>2823000</b>	<b>2418242</b>

**SCHEDULE - 12**

<b>OTHER INCOME</b>		
Dividend	102768	121404
Sundry Balance Written Back	0	398869
Interest (Tax Deducted at Source - Rs.6771/- (P.Y.Rs.4,149/-)	39456	31977
Profit on Sale of Shares	4973335	48776
Appreciation in book value of Investments	217850	0
Miscellaneous Income	0	34500
<b>Total</b>	<b>5333409</b>	<b>635526</b>

**SCHEDULE - 13**

**OPERATING EXPENSES**

Electricity	0	152501
Simulator Expenses	0	95822
Commission	0	78125
Mikanos Expenses	0	11276
	<b>0</b>	<b>337724</b>



**SCHEDULES FORMING PART OF THE PROFIT & LOSS FOR THE YEAR ENDED 30TH SEPTEMBER, 2008**

<b>PARTICULARS</b>	<b>For The Year Ended 30.09.2008 (Rs.)</b>	<b>For The Year Ended 30.09.2007 (Rs.)</b>
--------------------	--	--

**SCHEDULE - 14****ADMINISTRATIVE & OTHER EXPENSES**

Salaries & Allowances	586080	438516
Contribution to Provident & other funds	103891	52187
Training Expenses	0	431085
Staff welfare & Other Allowances	239348	287733
Directors' Remuneration & Sitting Fees	361413	325885
Directors Foreign Travelling Expense	212872	773775
Travelling and Conveyance Expenses	270411	361374
Legal and Professional charges	1464812	203130
Communication Charges	122988	108055
Repairs & Maintenance - Others	0	71237
Office Expenses	166213	118786
Vehicle Expenses	54545	44356
Auditor's Remuneration	146068	155412
Membership & Subscription	0	111531
Provision for doubtful debts	125416	1540000
Diminution of Investments	1162	0
Sundry Expenses	755279	223952
	<u>4610498</u>	<u>5247014</u>

**SCHEDULE - 15****FINANCE CHARGES**

Interest	4595	161512
Hire Charges	21194	30294
Bank Charges	9307	18989
Demat Charges	1783	21633
	<u>36879</u>	<u>232428</u>

## **Landmarc Leisure Corporation Limited**

**Schedules forming part of the Accounts: 30.09.2008 :**

**Schedule - 16**

### **Significant Accounting Policies & Notes on Accounts:**

#### **I. Significant Accounting Policies**

##### **1. Basis of Accounting**

- i) The financial statements have been prepared under the historical cost convention and in accordance with (a) the generally accepted accounting principles, (b) Accounting Standards issued by the Institute of Chartered Accountants of India and (c) the provisions of the Companies Act, 1956 as adopted consistently by the Company.
- ii) The Company follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis unless otherwise expressly stated.

##### **2. Income Recognition**

- (i) Dividend income is recognized on receipt basis.
- (ii) Royalty income is accounted for as per the terms of royalty agreement.
- (iii) Management Consultancy fees is recognised on accrual basis.

##### **3. Fixed Assets & Depreciation**

- i) Fixed assets are stated at cost of acquisition /construction including any cost attributable to bringing the assets to their working condition, less accumulated depreciation.
- ii) Depreciation is provided on fixed assets as per the Straight Line Method at the rates and in the manner stipulated in Schedule XIV to the Companies Act, 1956 except for Mobile Handsets in respect of which, the Company adopts writing off the entire value in three years from the date of their acquisition (i.e., at 33 1/3% per annum), with the estimated recoverable value at the end of specified period to be insignificant.
- iii) Assets individually costing less than Rs. 5000/- are fully depreciated in the year of purchase.

##### **4. Investments**

Investments are classified as Long Term and Current Investments. Long Term Investments are carried at the cost of acquisition. Permanent diminution in the book value of long-term investments with reference to the market value and other relevant factors is recognized and charged to the Profit and Loss Account. Current Investments are carried at the lower of their Cost or Fair Value (market value) and the difference between the Cost and fair value is charged to Profit and Loss Account as per the recommendation of Accounting Standard 13.

**SCHEDULES FORMING PART OF THE PROFIT & LOSS FOR THE YEAR ENDED 30TH SEPTEMBER, 2008**

<b><u>PARTICULARS</u></b>	<b>For The Year Ended 30.09.2008 (Rs.)</b>	<b>For The Year Ended 30.09.2007 (Rs.)</b>
<b><u>SCHEDULE - 14</u></b>		
<b>ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Salaries & Allowances	586080	438516
Contribution to Provident & other funds	103891	52187
Training Expenses	0	431085
Staff welfare & Other Allowances	239348	287733
Directors' Remuneration & Sitting Fees	361413	325885
Directors Foreign Travelling Expense	212872	773775
Travelling and Conveyance Expenses	270411	361374
Legal and Professional charges	1464812	203130
Communication Charges	122988	108055
Repairs & Maintenance - Others	0	71237
Office Expenses	166213	118786
Vehicle Expenses	54545	44356
Auditor's Remuneration	146068	155412
Membership & Subscription	0	111531
Provision for doubtful debts	125416	1540000
Diminution of Investments	1162	0
Sundry Expenses	755279	223952
	<u>4610498</u>	<u>5247014</u>

**SCHEDULE - 15****FINANCE CHARGES**

Interest	4595	161512
Hire Charges	21194	30294
Bank Charges	9307	18989
Demat Charges	1783	21633
	<u>36879</u>	<u>232428</u>

## Landmarc Leisure Corporation Limited

Schedules forming part of the Accounts: 30.09.2008 :

Schedule - 16

### Significant Accounting Policies & Notes on Accounts:

#### I. Significant Accounting Policies

##### 1. Basis of Accounting

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- iii) Assets individually costing less than Rs. 5000/- are fully depreciated in the year of purchase.

##### 4. Investments

Investments are classified as Long Term and Current Investments. Long Term Investments are carried at the cost of acquisition. Permanent diminution in the book value of long-term investments with reference to the market value and other relevant factors is recognized and charged to the Profit and Loss Account. Current Investments are carried at the lower of their Cost or Fair Value (market value) and the difference between the Cost and fair value is charged to Profit and Loss Account as per the recommendation of Accounting Standard 13.

5. **Borrowing Costs**

Borrowing costs attributable to the acquisition and construction of assets are capitalised as part of cost of respective assets up to the date when such assets are ready for their intended use. Other borrowing costs are charged to revenue.

6. **Foreign Currency Transactions**

Transactions in foreign currency are translated at the rate of exchange prevailing on the date of transaction. Monetary assets and liabilities and the carrying amount of fixed assets as at year the end are translated at the rate of exchange prevailing on the date of closing the accounts and resulting losses or gains arising out of exchange fluctuations are recognised in the Profit and Loss Account.

7. **Taxation**

Provision for Current tax is made as per the relevant provisions applicable under the Income Tax Act, 1961. Deferred tax asset/liability arising on account of timing difference and capable of reversal in subsequent periods is recognized using the tax rates and tax provisions that have been enacted or substantively enacted as at the Balance Sheet date.

8. **Retirement Benefits**

Liability for Gratuity is provided for in the accounts on Actuarial Valuation basis.

9. **Impairment of Assets**

Impairment of assets as per the recommendations of the Accounting Standard-28 is considered wherever appropriate.

10. **Contingent Liabilities and Provisions**

Disputed liabilities and claims against the Company including claims raised by the revenue authorities pending in appeal for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes on accounts.

However, present obligation as a result of past event with possibility of outflow of resources, when reliably estimated, is recognised in accounts, wherever applicable.

II. **Notes on Accounts**

1. **Contingent liabilities**

- a. Arrears of dividend on Redeemable Cumulative Preference Shares - Rs. 14.39 Lacs (Previous Year – Rs. 11.85 Lacs).
  - b. Contingent Liabilities as may arise on account of non/delayed compliance of certain fiscal statutes—Amount unascertainable (Previous Year – Amount unascertainable).
2. 2,54,000 1% Redeemable Cumulative Preference Shares of Rs. 100/- each fully paid up amounting to Rs. 254.00 Lacs are redeemable at the end of five years from the date of issue, on 30<sup>th</sup> January 2013. (as extended).
3. The Company has provided liability for Gratuity payable to its eligible employees as per Actuarial Valuation in line with the recommendations of the Accounting Standard -15, Employees Benefits, amounting to Rs.2.44 lacs (previous year Rs.2.09 lacs).

# LANDMARC LEISURE CORPORATION LIMITED

4. Loans, Advances & Current Liabilities include the following amounts due / recoverable / (payable) from concerns in which directors of the Company are interested as directors/ members:

Name of Concern	Maximum Balance during the year (Rs. in Lacs)	Balance as at 30.09.08 (Rs in Lacs)	Balance as at 30.09.07 (Rs in Lacs)
Rajshree Productions Pvt. Ltd.	30.00	25.00	30.00
Shree Ram Urban Infrastructure Ltd.	2000.00	2000.00	2000.00
Shree Ram Urban Infrastructure Ltd.	(622.99)	(622.99)	(604.93)
Vidhi Holdings Pvt Ltd	(177.27)	(177.27)	(156.02)

5. The Company has given an advance of Rs. 2,000.00 Lacs in the year 2004 – 05 to Shree Ram Urban Infrastructure Ltd. (SRUIL) towards acquisition of a portion of the proposed commercial development. In the event of non-compliance of the said obligation, SRUIL will compensate the Company suitably, in addition to refunding the above mentioned amount. The above is keeping in view of the fact that the Company is not a party to the said development undertaken by SRUIL. Monetary impact of the above compliance or otherwise by SRUIL on the Company's Profit for the year and on the assets of the Company is presently not ascertainable, since the compensation is yet to be quantified.
6. Balances of Sundry Debtors, Loans and Advances, Sundry Creditors and Current Liabilities are subject to confirmation from respective parties and consequential reconciliation, if any.
7. In the opinion of the management, the Current Assets, Loans and Advances are approximately of the values stated in the financial statements if realised in the ordinary course of business and necessary provisions for all known liabilities have been made.
8. Travelling Expenses of Rs. 2.51 Lacs (Previous Year – Rs. 7.74 Lacs) , other expenses of 0.21 Lacs (Previous Year – Nil) and Training Expenses of Nil (Previous Year – Rs. 4.31 Lacs) were incurred in respect of a director of the Company.
9. Provision for doubtful Debtors and Loans & Advances created in the earlier years amounting to Rs. 11.89 lacs has been considered as no longer relevant, in view of the said Debtors and Loans & advances becoming bad debts during the current year and hence the same have been written off in the books of accounts. However there is no impact due to the above, on the Profit and Loss Account for the year. (Previous Year Rs. Nil)

- 10 a. Taxation Provision has been made as per Law stated u/s.115 JB of the Income Tax Act 1961 in respect of minimum alternate tax. No Provision for Current tax for year ended 30<sup>th</sup> September 2008 has been considered in view of the set off provisions available to the Company under the Income tax Act, 1961.
- b. (i) Deferred tax Liability on account of timing differences due to depreciation and gratuity provisions has been considered in the accounts amounting to Rs.0.32 lacs (Previous year- Rs. 0.72 Lacs).
- (ii) Deferred tax Assets arising due to brought forward losses under the Income Tax Act, 1961 were not recognized in the accounts as a matter of prudence.
- (iii) Tax rate considered - 33.99% (Previous Year – 33.99%).
11. There were no dues to Micro, Small and Medium Enterprises in the current as well as in the previous year. The same has been taken on the basis of information provided by the Company and relied upon by the Auditors.

12. Earnings/(Loss) Per Share:

Particulars	Current Year	Previous Year
Amounts used as numerator - Loss for the year (Rs.)	29,01,670	(29,45,940)
Preference dividend	(2,54,000)	(2,54,000)
Amount available to Equity Shareholders	26,47,670	(31,99,940)
No. of Equity Shares used as denominator (Nos.)	40,00,00,000	40,00,00,000
Nominal value per Equity Share (Re.)	1.00	1.00
Earnings / (Loss) Per Share (Rs.)	0.01	(0.01)

13. Auditors' Remuneration comprises of the following :

(Rs. In Lacs)

Particulars	Current Year	Previous Year
Audit Fees	0.83	0.84
Tax Audit Fees	0.29	0.29
Certification and other matters	0.34	0.42
<b>Total</b>	<b>1.46</b>	<b>1.55</b>

14. Directors' Remuneration:

(Rs. In Lacs)

Sr. No.	Particulars	Current Year	Previous Year
i.	Remuneration to Whole Time Director	3.17	2.83
ii.	Company's Contribution to Provident Fund	0.38	0.34
iii.	Sitting Fees paid to various directors	0.06	0.09
	<b>Total</b>	<b>3.61</b>	<b>3.26</b>

# LANDMARC LEISURE CORPORATION LIMITED.

## 15. Segment Information

Reporting as per the recommendations of Accounting Standard-17 is not applicable to the Company during the under review, since there are no business or geographical segments. There was only one reportable segment during the year under review.

## 16. Related Party Disclosure

### (i) Key Management Personnel

- (a) Shri S D Sinha Whole Time Director  
(b) Ms. Vidhi Kasliwal Non Executive Director

### (ii) Relatives of Key Management Personnel

None

### (iii) Subsidiaries

None

### (iv) Associates

- (a) Shree Ram Urban Infrastructure Ltd.  
(b) Akhilesh Developers Pvt. Ltd  
(c) Hanumesh Realtors Pvt. Ltd  
(d) Vidhi Holdings Pvt. Ltd  
(e) Mandakini Hospitality Pvt. Ltd.  
(f) Yashaswini Leisure Pvt. Ltd.  
(g) Vijay Infrastructure Technologies Pvt. Ltd.  
(h) Shree Rajeev Lochan Urban Infrastructure Pvt Ltd.

(Rs in Lacs)

(a) Particulars	(b) Key management Personnel	(c) Relatives of key management Personnel	(d) Associates	(e) Closing Balance
Remuneration & Perquisites	3.61 (3.26)	---	---	---
Interest on loans	0.00 (1.62)	---	---	---
Training Expenses	Nil (4.31)	---	---	---
Foreign Travelling Expenses	2.13 (7.74)			
Unsecured Loans taken.	Nil (Nil)	---	177.27 (226.88)	177.27 (226.88)
Deposits Given	---	---	2000.00 (2000.00)	2000.00 (2000.00)
Advance Given	---	---	593.55 (559.80)	593.55 (559.80)
Advance recovered	---	---	5.00 (33.04)	5.00 (33.04)

Notes: (a) Related party relationships are as per the information provided by the Company and relied upon by the auditors.

(b) Previous year's figures are given in brackets.



17. Information pursuant to schedule VI & paragraphs 3 and 4 of Part II of Schedule VI to the Companies Act, 1956

(i) Quantitative information in respect of Trading Activity in Investments purchased and sold during the year (previous year – Nil) is as follows.

Name of Company	No. of Shares / Units Purchased	No. of Shares Units Sold
Adf Foods Ltd.	5391	5931
Alfa Transformers Ltd.	3854	3854
Areva T & D India Ltd.	203	203
Arrowe Webtex Ltd.	13226	13226
Bharti Shipyards Ltd.	852	852
Blue Star Ltd.	1448	1448
Bombay Dyeing & Mfg Co Ltd.	1192	1192
Development Credit Bank Ltd.	8953	8953
ECE Industries Ltd.	888	888
Emco Ltd.	383	383
Goldstone Technologies Ltd.	3611	3611
Hindustan Dorr - Oliver Ltd.	3301	3016
India Infoline Ltd.	2141	2141
Infrastructure Development Finance Ltd.	2856	2856
JM Financial Ltd.	6407	6407
JMC Projects India Ltd.	1012	1012
Karur Vysya Bank Ltd.	1408	1408
Khoday India Ltd.	2279	2279
KLG Systel Ltd.	788	788
LKP Merchant Financing Ltd.	1484	1484
Modison Metal Ltd.	558	558
Monnet Ispat Ltd.	1176	1176
NIIT Ltd.	5401	5401
P.G.Foils Ltd.	2923	2923
Prime Focus Ltd.	594	594
Ratnamani Metals & Tubes Ltd.	684	684
Sadbhav Engineering Ltd.	367	367
Saksoft Ltd.	447	447
TRF Ltd.	745	745
Welspun Guj Stahl Rohren Ltd.	1241	1241
Yes Bank Ltd.	2909	2909
Reliance Liq-Fund Tp Ip Growth	653907.489	653907.489
Reliance Liq Plus Fund Retails Daily Div	128.019	125.943
Nifty. Put - 500	1900	1900

# LANDMARC LEISURE CORPORATION LIMITED

(ii). Earnings in Foreign Exchange –Nil (Previous year- Nil)

(ii) Foreign Exchange Outgo: Rs. 0.87 Lacs (Previous year- Rs. 731 Lacs ) as per details given below:

Description	Current year Amount (Rs.)	Previous Year Amount (Rs.)
Travelling expenses	86,825	505047
Training Expenses	0	225500
<b>Total</b>	<b>86,825</b>	<b>730547</b>

18. Figures representing the previous year have been regrouped / rearranged wherever considered necessary.

**19. Information pursuant to Part-IV of Schedule VI to the Companies Act, 1956**

**Balance Sheet Abstract and Company's General Business Profile**

**Registration details**

<b>I. Registration No.</b>	:	60535
State Code	:	11 (Maharashtra)
Balance Sheet Date	:	30th September 2008
<b>II. Capital raised during the Year</b>		<b>(Amount Rs. in Lacs)</b>
Public Issue	:	Nil
Right Issue	:	Nil
Bonus Issue	:	Nil
Private Placement	:	Nil
<b>III. Position of Mobilisation and Deployment of Funds</b>		<b>(Rs in Lacs)</b>
Total Liabilities	:	4683.22
Total Assets	:	4683.22
(a) Sources of Funds		
Paid up Capital	:	4254.00
Reserves & Surplus	:	250.00
Secured Loans	:	1.62
Unsecured Loans	:	177.27
(b) Application of Funds		
Net Fixed Assets	:	8.85
Pre-Operative Expenses Pending Capitalisation	:	Nil
Investments	:	2.76
Net Current Assets	:	2029.83
Miscellaneous Expenditure	:	Nil
<b>IV. Performance of Company</b>		
Turnover	:	81.56
Total Expenditure	:	47.92
Profit/Loss Before Taxation	:	33.64
Profit/Loss After Taxation	:	29.02
Earnings/(Loss) per share (Annualised)	:	0.01
Dividend	:	Nil
<b>V. Generic Names of Principal products of the Company</b>		
Item Code No. (ITC Code)	:	Not Applicable
Product description	:	Entertainment and Investment business

**For and on behalf of the Board**

**S.D. Sinha**      **O.P.Chawla**  
Whole-Time Director      Chairman

Place : Mumbai  
Dated : 28th January 2009.

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## LANDMARC LEISURE CORPORATION LIMITED

Regd. Office : "Avadh" Avadesh Parisar, Shree Ram Mills Premises, G.K. Marg,  
Worli, Mumbai - 400 018.

### ANNUAL GENERAL MEETING 26<sup>th</sup> March 2009.

#### ATTENDANCE SLIP

(to be handed over at the entrance of the meeting hall)

* Clint ID No. :
* Clint ID No. :

Reg. Folio No. :
Reg. Folio No. :

I certify that I am Registered Share Holder / Proxy of the Company and hold \_\_\_\_\_ shares. I here by record my presence at the Eighteenth Annual General Meeting being held at "Sunville Banquet Rooms" 2nd floor, 9 Dr. Annie Besant Road, Worli, Mumbai - 400 018. On Firday 26<sup>th</sup> March 2009. at 11.30 a.m.

\_\_\_\_\_  
Name of the Member / Proxy  
(In block letter)

\_\_\_\_\_  
Member's / Proxy's Signature

#### NOTES:

1. A member / proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete the proxy form below and deposit it at the Company's Registered Office at least 48 hours before the meeting.

### ANNUAL GENERAL MEETING 26<sup>th</sup> March 2009.

#### ATTENDANCE SLIP

(to be handed over at the entrance of the meeting hall)

* Clint ID No. :
* Clint ID No. :

Reg. Folio No. :
Reg. Folio No. :

I / We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being Member(s) of Landmarc Leisure Corporation Limited hereby appoint \_\_\_\_\_ or failing him / her \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as proxy to attend and vote for me / us on my / our behalf at the Eighteenth Annual General Meeting of the Company to be held on Friday, 26<sup>th</sup> March 2008. at 11.30 a.m. and at any adjournment thereof.

Place : Mumbai

Date :

\_\_\_\_\_  
Signature

- The Proxy form duly completed must be received at the Company's Registered Office at the least 48 hours before the meeting.
- Applicable to shareholders holding shares in Demat form.

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## BOOK-POST

To,

If undelivered please return to :

Bigshare Services Pvt. Ltd.  
E/2, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri (E), Mumbai - 400 072.