



**August 26, 2023**

To,  
The Secretary,  
**BSE Limited,**  
P. J. Towers,  
Dalal Street,  
Mumbai- 400 001  
Scrip Code – **543714**

To,  
The Secretary,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block- G,  
Bandra Kurla Complex, Bandra(E)  
Mumbai – 400 051  
Symbol – **LANDMARK**

Dear Sir/Madam,

**Subject: Annual Report and Notice of Annual General Meeting for the financial year 2022-2023 pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”).**

Dear Sir/Madam,

We wish to inform you that the Seventeenth (17<sup>th</sup>) Annual General Meeting (“**AGM**”) of Landmark Cars Limited (“**the Company**”) will be held on Monday, September 18, 2023 at 03.00 p.m. through Video conferencing (“**VC**”)/other audio-visual means (“**OAVM**”) in accordance with the General Circulars issued by the Ministry of Corporate Affairs dated May 05, 2020, read with General Circulars dated April 08, 2020, April 13, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide its Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as “**SEBI Circulars**”) to transact the businesses that will be set forth in the Notice convening the AGM. The venue of the meeting shall be deemed to be the registered office of the Company situated at Landmark House, Opp. AEC, S.G. Highway, Thaltej, Near Gurudwara, Ahmedabad - 380059, Gujarat.

Pursuant to Regulation 30 and Regulation 34(1) of the Listing Regulations, please find enclosed herewith the copy of Annual Report of the Company along with the Notice of the 17<sup>th</sup> AGM for the Financial Year 2022-23.

In terms of Regulation 46 of the Listing Regulations, the said Annual Report is also available on the website of the Company, i.e., [www.grouplandmark.in](http://www.grouplandmark.in).

Further, in accordance with the aforesaid MCA and SEBI Circulars, the Annual Report including AGM Notice are being dispatched electronically to those Members whose email IDs are registered with the Company/Link Intime India Private Ltd. (“Registrar and Transfer Agents” of the Company) or the Depositories.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility to its Members to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the 17<sup>th</sup> AGM of the Company, through remote e-Voting services of Central Depository Services Limited (“**CDSL**”) as well as e-Voting during the AGM. The e-Voting instructions and the process to join meeting through VC/ OAVM is set out in the AGM Notice.

This is for your information, and you are requested to bring this to the notice of your constituents and take the above information on your record.

**For Landmark Cars Limited**

**Mr. Amol Arvind Raje**  
**Company Secretary and Compliance Officer**  
**(A19459)**

**Place: Mumbai**  
**Date: August 26, 2023**  
**Encl: A/a**



**Landmark**  
You drive us

# LANDMARK

DRIVEN BY INDIA'S GROWTH AND OUR PASSION

Landmark Cars Limited | Annual Report 2022-23



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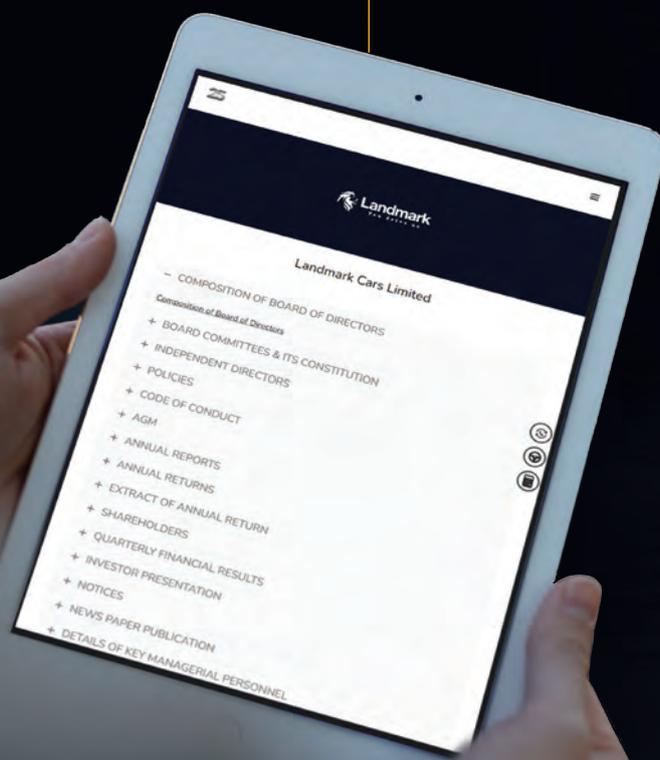
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Scan this QR code to navigate investor-related information



An electronic version of this report is available online at <https://www.grouplandmark.in/investor-relations/>



### Forward-looking statement:

This document contains statements about expected future events and financials of Landmark Cars Limited which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this annual report.

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Financial Statements

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Notice



# Landmark of Growth, Excellence & Possibilities

Over 25 remarkable years, Landmark (or “the Company”, hereinafter referred to as Landmark Cars Limited along with its subsidiaries) has traversed the road to becoming reflection of excellence in India’s automotive landscape. Fuelled by the nation’s economic rise, Landmark has scaled new heights, establishing itself as the country’s leading luxury and premium automotive retailer.

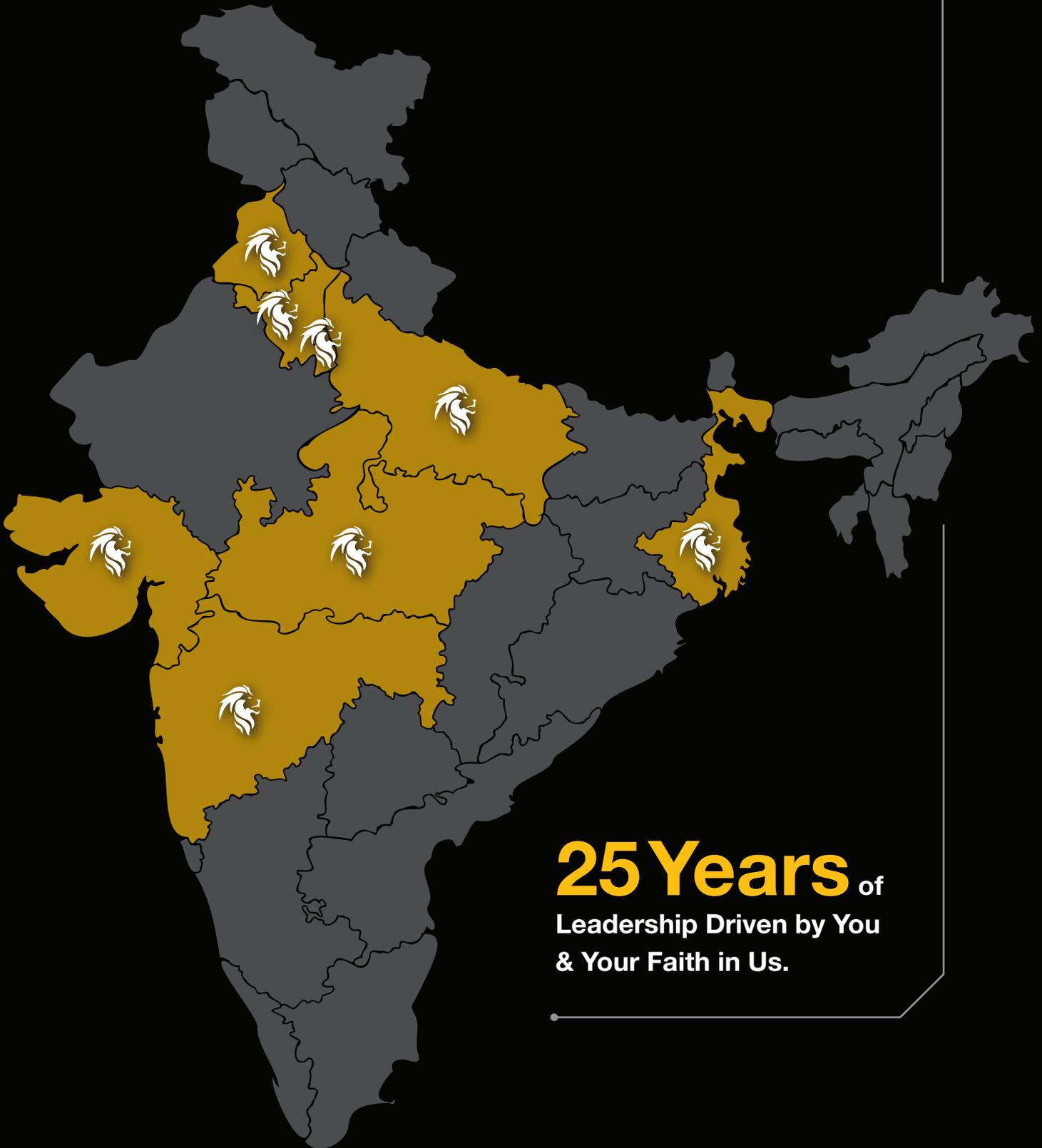
With an extensive footprint of 115 sales and service outlets across 26 cities, Landmark has brought the world’s most coveted automotive brands within easy reach of customers across India. The Company’s range of offerings encompasses everything from new vehicle sales, after-sales service and spare parts, and pre-owned vehicles across segments – from premium and luxury hatchbacks to sedans to high-end SUVs.

By understanding latent consumer aspirations and introducing customers to sophisticated global brands, Landmark has been at the forefront of shaping automotive trends and possibilities in India.

Driven by the ethos of customer-centricity, transparency and international service standards, Landmark represents the possibilities of what the Indian automotive ecosystem can deliver at its best. The Company’s relentless pursuit of excellence and emphasis on creating unmatched ownership experiences has made it the partner of choice for leading global OEMs in India.

115

Sales and Service Outlets



# 25 Years of Leadership Driven by You & Your Faith in Us.

Disclaimer : This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind in connection to its accuracy or completeness.

# Landmark Propelled by India's Growth Story

Landmark, through its remarkable journey of 25 years, has made a legacy for itself of being a one-stop solution for premium and luxury automotive needs in India. The Company's growth is fuelled by India's continuous economic rise, above and beyond.

**62**

Sales Showrooms

**53**

Workshops

**26%**

of Landmark's Total Outlets  
are Strategic Acquisitions

**26** Cities across **8** States  
and Union Territories

Presence

**4,000+**

Professionally  
Skilled Associates

**20%**

Gender  
Diversity Ratio

Landmark is a professionally managed, leading premium and luxury auto retailer of India, since its inception in 1998. With significant market share across its OEM partners, the Company has expanded its offerings through strategic acquisitions and investments to meet the evolving market demands. The Company offers to extend its portfolio from just traditional auto retail services to include comprehensive solutions across ownership lifecycle like third-party financing and insurance products, after-sales service and spare parts, and pre-owned vehicle sales.

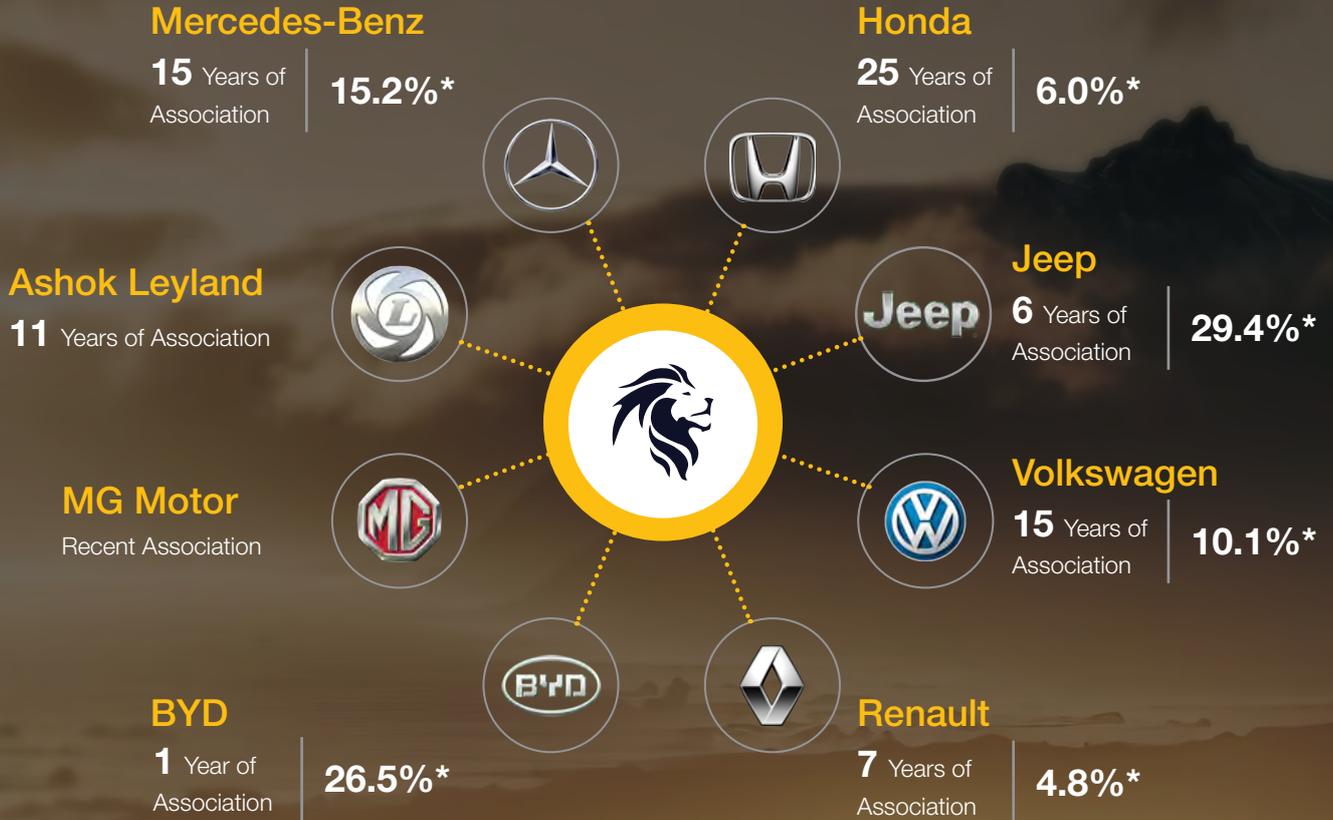
Today, the Company's associations reflect upon the legacy it has carved over the years to become a preferred partner for many OEMs. Enabling it to offer a wide range of premium and luxury automobile brands including Mercedes-Benz, Honda, Jeep, Volkswagen, Renault and recent partnership with MG Motor (Morris Garage). Partnering with BYD, Landmark has forayed into the growing EV segment, thereby strengthening its premium retail offerings, and making itself future-ready. The Company has its presence in the commercial segment with Ashok Leyland.

Driven by a widespread network, exceptional post-sales support, and an unwavering commitment to customer satisfaction, Landmark has emerged as one of the leading beneficiaries of the premiumisation wave in India.



# 25 Years of Automotive Excellence

\*Share of Sales in India by Unit for the OEM for FY23



Landmark is the preferred partner for eight globally acclaimed brands. With integrity, transparency, and trust, Landmark is dedicated to winning customers' hearts. Using a customer-centric approach, the Company strives to understand its customers' needs and deliver on their expectations. Landmark takes great pride in the trust its customers place in it and is committed to expanding its footprint and service palette.

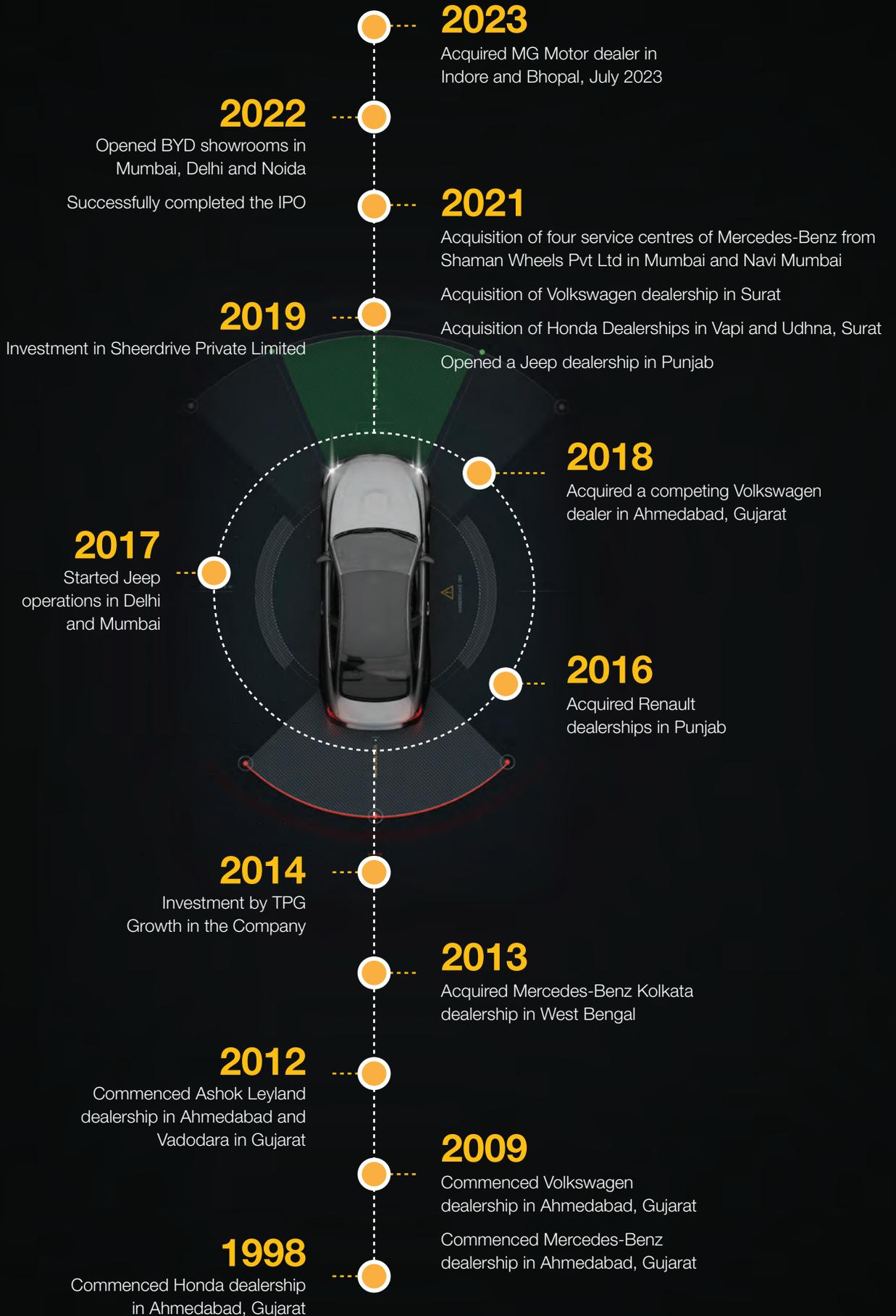
# Landmark's Growth Story and Journey of Excellence

Over the past 25 years, Landmark has experienced a remarkable ascent to become a leader in the premium and luxury automotive retail sector. Throughout this journey, the Company has gained invaluable expertise not only in selling and servicing cars but also in connecting and comprehending the needs of the Indian consumer.





# Our Journey



Key Financial Highlights

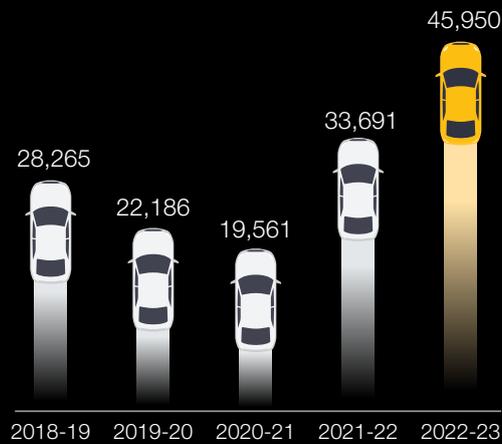
# Landmark's Financial Growth Story

Landmark's exceptional financial strength cements its position as a prominent player in the auto retail sector. This achievement is a direct result of the Company's consistent track record of strong financial prudence and diligent management.

## Key Financial Metrics

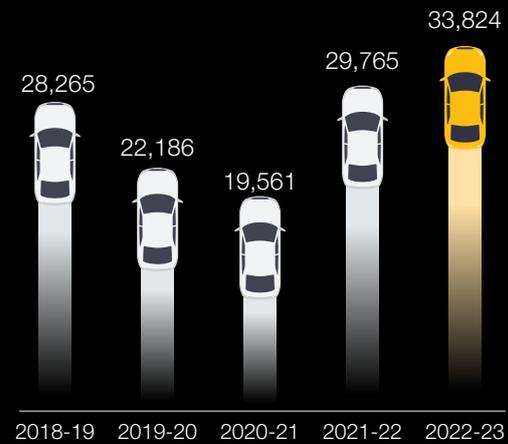
### Proforma Revenue\*

(₹ Millions)



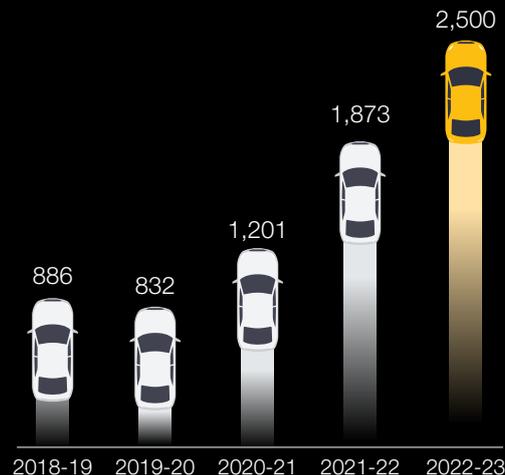
### Reported Revenue

(₹ Millions)



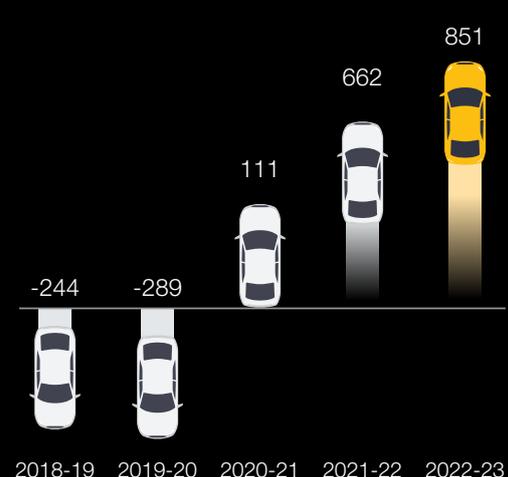
### EBITDA

(₹ Millions)



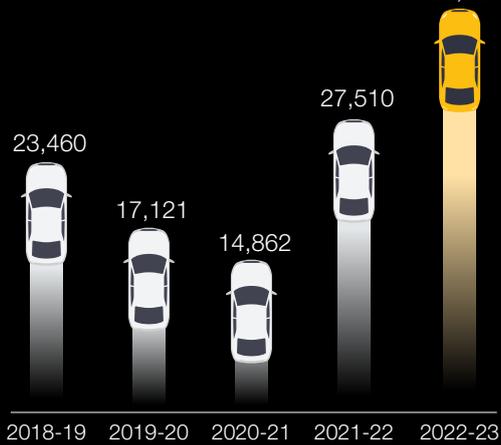
### PAT

(₹ Millions)

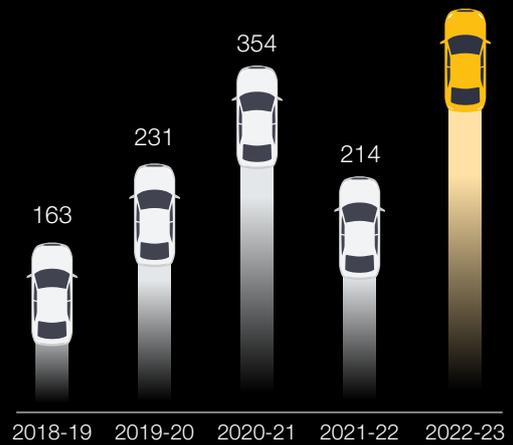




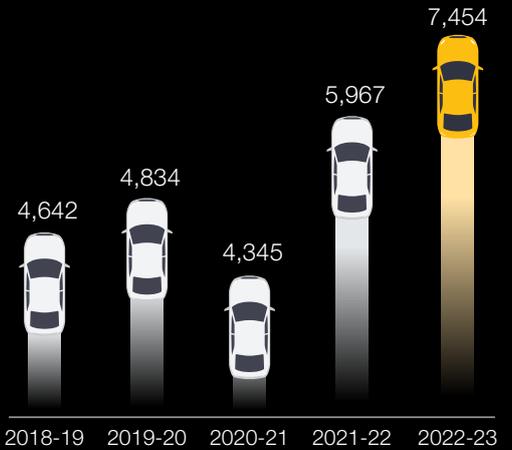
### Proforma Revenue\* from New Vehicle Sales (₹ Millions)



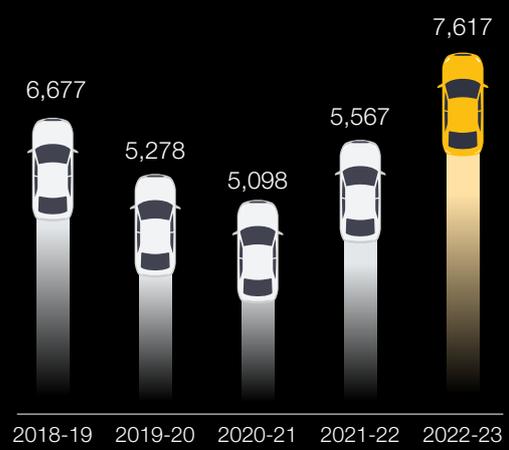
### Revenue from Sales of Pre-Owned Vehicles (₹ Millions)



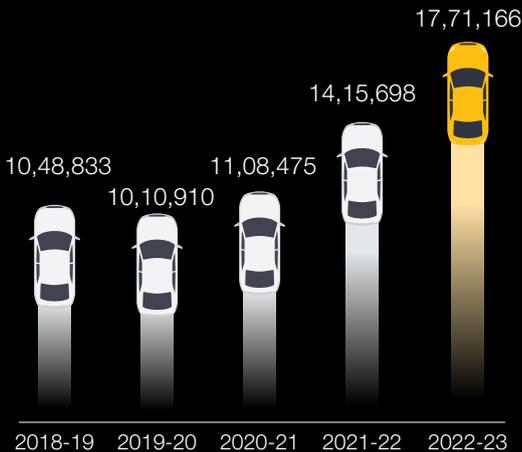
### Revenue from After-Sales and Spare-parts (₹ Millions)



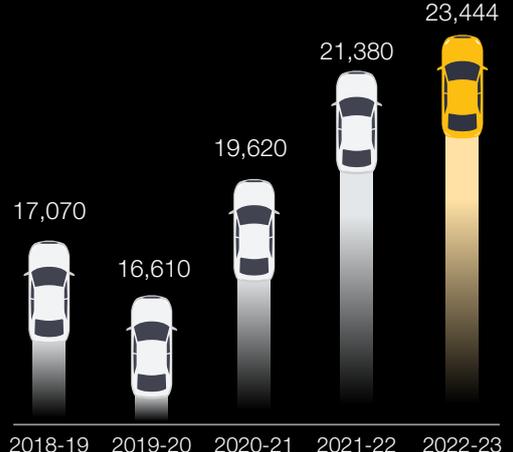
### Capital Employed (₹ Millions)



### Average Selling Price for New Vehicles (In ₹)



### Average Revenue Per Vehicle Serviced (In ₹)



# Message from the Chairman



In recent years, we have witnessed a major shift towards premium and luxury vehicles. Factors like rising disposable incomes and aspirations are driving demand. Luxury car penetration in India remains around just 1% of the overall passenger vehicle market, amongst the lowest globally, representing massive headroom for growth.

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**Dear Shareholders,**

I am honored to present Landmark's first annual report after our successful IPO. This year marks our 25th anniversary - a journey of premium excellence from humble beginnings to becoming India's leading automotive retail business.

Our IPO garnered a good response, with a subscription rate of 3.06 times. This serves as a testament to the immense trust and support of investors. We are deeply honored to have such strong backing as we remain dedicated to our focus on high-growth segments. We used our IPO proceeds of ₹ 1,391 Million to repay our working capital loans in line with the Utilisation of Net Proceeds as stated in the Prospectus.

The previous two years presented the world with unprecedented challenges, significantly impacting economies. However, emerging economies, particularly India, demonstrated better resilience. Across the world, listed and organised auto retailers have played a crucial role in developing and strengthening automobile markets. With India now the third largest automobile market globally and car penetration still only around 22 per 1,000 people, there remains huge potential for further growth.

In recent years, we have witnessed a major shift towards premium and luxury vehicles. Factors like rising disposable incomes and aspirations are driving demand. Luxury car penetration in India remains around just 1% of the overall passenger vehicle market, amongst the lowest globally, representing massive headroom for growth.

Moreover, India's per capita income is projected to rise from USD 2,301 in March 2022 to USD 5,242 by 2030. This substantial increase is expected to drive the demand for premium and luxury cars exponentially, establishing India as a prominent market for global OEMs.



*There is no finish line...*

The premiumisation trend is accelerating, presenting significant opportunities as the mass market stagnates.

The surge in premiumisation can be attributed to Young aspirational customers with growing disposable incomes driving top-end variant and EV demand. They seek luxury vehicles offering cutting-edge features and technology along with performance and eco-consciousness. This reflects customer preference for high-performance and environmentally conscious options.

Furthermore, the Indian government's emphasis on infrastructural development is increasing in demand for commercial vehicles. This trend has and will continue to benefit Landmark, as we also cater to the commercial vehicle segment through our dealership for Ashok Leyland in various regions of Gujarat.

**We expanded our presence by opening three sales outlets for BYD in Delhi, UP and Mumbai, as well as two Jeep outlets in Navi Mumbai. In Kolkata, we upgraded to a larger workshop for Mercedes-Benz.**

Over the past 25 years, Landmark has established itself as the largest partner for its OEM brands in India, driven by its relentless pursuit of excellence and strategic partnerships. This has led to remarkable growth and success within the market. We have consistently expanded our dealership network to offer customers extensive premium vehicle choices.

In 2022-23, we expanded our presence by opening three sales outlets for BYD in Delhi, UP and Mumbai, as well as two Jeep outlets in Navi Mumbai. In Kolkata, we upgraded to a larger workshop for Mercedes-Benz.

**We are introducing a new pillar of pre-owned car sales. The pre-owned car market is approximately 1.4 times the size of the new car market and is projected to grow even faster.**

Landmark is dedicated to ensuring customer satisfaction by providing a comprehensive suite of services to enhance the ownership experience. Our offerings encompass new vehicle sales, third-party financing and insurance products, after-sales service and spare parts, as well as pre-owned passenger vehicle sales. We ensure that our customers' needs are met at every stage, backed by strategic collaborations and investments in technology. This includes our foray into the EV market in partnership with BYD, as we align ourselves with sustainable mobility solutions and envision a future-oriented approach.

With our extensive network of outlets across 26 cities in 8 states and union territories, Landmark remains accessible to customers nationwide.

**Over the past 25 years, Landmark has established itself as the largest partner for its OEM brands in India, driven by its relentless pursuit of excellence and strategic partnerships.**

Behind our success lies a dedicated team of over 4,000 individuals, guided by experienced professional management and recognised for their exceptional people management practices. Together, we strive to provide unparalleled experiences and uphold our position as a leader in the automotive industry.

The business model followed in India for auto retailers has 2 pillars.

- ① Sales and sales-related incomes like finance commission, Insurance commission, and accessory sales.
- ② After sales/services Business.

To capitalise on the potential in the Indian auto market, we are introducing a new pillar of pre-owned car sales. The pre-owned car market is bigger than the size of the new car market and is projected to grow even faster. We have devised a unique business model to make this segment profitable and believe it will contribute meaningfully to our profitability and customer retention.

Our financial performance for 2022-23 has been remarkable despite the economic challenges. We have witnessed a growth of 36.4% in proforma revenue, amounting to ₹ 45,950 Million compared to ₹ 33,691 Million in the previous year. This highlights the growing demand for premium vehicles and our strong

ability to cater to the rising demand. The number of vehicles we sold increased to 21,310 during 2022-23 showcasing a rise of 10.6% as compared to the previous year. The number of vehicles serviced has also increased by 13.9% to 3,17,954 in 2022-23. Our EBITDA margins stands at 5.4%. This demonstrates our commitment to operational efficiency and cost optimisation. Furthermore, our PAT stands at ₹ 851 Million, showing a substantial growth of 28.6% over the previous year.

FY23 was the first full year under the new direct billing model with Mercedes-Benz. This has significantly reduced working capital needs and increased retained margins. While chip shortages and supply chain disruptions impacted the supply of some fast-moving vehicles, proforma turnover still grew healthily.

**We will focus on expanding our geographic presence across India by establishing new showrooms and workshops. Our additional focus will be on the pre-owned vehicle segment, leveraging our strengths, skilled workforce, robust infrastructure, and strong brand image**



Looking ahead, we will focus on expanding our geographic presence across India by establishing new showrooms and workshops. Our additional focus will be on the pre-owned vehicle segment, leveraging our strengths, skilled workforce, robust infrastructure, and strong brand image.

To enhance the customer experience, we are intensifying our efforts to leverage technology, streamline processes, and provide personalised services. We believe this strategic focus on technology will keep us at the forefront of industry advancements and propel us forward in India's growth story. India's auto retail sector remains highly fragmented. There is sizable potential for organised players like Landmark

to consolidate their share. Leveraging our strengths - including scale, reach, infrastructure, and renowned OEM partners & capital, we are well-positioned to capitalise on the industry's strong growth prospects.

**Closing Note**

I am deeply grateful to every member of the Landmark family for their unwavering commitment, tireless efforts, and invaluable contributions that have led to our remarkable success. Together, we have surpassed significant milestones and set new benchmarks within the automotive industry. I would also like to express my sincere appreciation to our esteemed OEM partners for their unwavering support and trust in our shared vision. Their collaboration

has been instrumental in our achievements. I extend my gratitude to our shareholders and investors who have demonstrated their unwavering support and belief in the Company. It is through the collective efforts and support of all stakeholders that Landmark continues to thrive and excel. I look forward to our continued collaboration as we shape the future of the automotive industry together.

Sincere regards,

**Sanjay Thakker**

Promoter, Chairman and Executive Director



■ Benchmark Interkrafts, Kolkata  
One of the largest workshop in India for Mercedes-Benz

# Landmark Committed to Premiumisation

**Landmark offers comprehensive services catering to all aspects of the luxury and premium car ownership experience across India. With a strong commitment to customer satisfaction, the Company strives to provide a seamless experience for premium and luxury auto enthusiasts.**

The Company's primary objective is to deliver a comprehensive and streamlined automotive experience catering to the diverse needs of its customers at every stage of their vehicle ownership journey from acquiring a brand-new vehicle, exploring financing or insurance options, accessing maintenance and spare parts services, and purchasing a pre-owned vehicle.





# Presence across the Automotive Value Chain





## New Vehicle Sales

Landmark offers a wide range of new passenger vehicles, from premium to luxury, electric vehicles as well as commercial vehicles. For premium passenger vehicles, the Company retails brands like Honda, MG Motor, Volkswagen, and for mass segment it retails Renault. In the luxury segment, Landmark provides access to coveted global marques including Mercedes-Benz, and Jeep. The Company also partners with BYD for electric vehicles, capitalising on sustainable mobility growth. Landmark's partnership with Ashok Leyland caters to buses, trucks, tippers and trailers, diversifying revenues beyond just cars.

This extensive brand portfolio representing eight OEMs provides Landmark presence across vehicle categories - from affordable hatchbacks to upscale SUVs, high-end electric sedans, and commercial vehicles. Leveraging understanding, Landmark identifies growth areas early and adapts its brand mix to align with consumer preferences. New outlets have been added for Mercedes-Benz, Honda, Jeep, BYD and MG Motor dealership in response to demand trends.

# 62

Sales Showrooms

# 53

Workshops





## Vehicle Finance and Insurance Sales

As a value add-on to its passenger vehicle sales, Landmark takes pride in facilitating the sale of insurance policies, providing customers with access to reliable coverage. Additionally, the Company assists them in securing vehicle finance, thereby simplifying the process. The sale of insurance policies serves as a recurring source of income for the Company. It also helps Landmark to foster stronger customer relationships through policy renewals and paperwork in the event of claims.



## Pre-Owned Passenger Vehicle Sales

Own Brands' Used Car Business Model is an innovative platform for our valued customers that enables them to sell their existing cars through our workshops and upgrade to a new car model of the same brand.

The purchase of the existing cars at the workshop ensures the lowest acquisition cost for the dealership. The team of qualified technicians ensure the flawless and rational refurbishment of the used cars. Our dedicated new car sales team, which has experience of selling both new and used vehicles of the same brand, sells these refurbished cars. By utilising our current ecosystem of resources, infrastructure, technological know-how, and skilled manpower, we are poised to buy our own brand used cars, optimise the cost of refurbishing, and implement disposition through new car showroom.

The edge of this business model is that it empowers the customer to enjoy all the benefits by paying a lower EMI, which includes warranty, service cost, insurance, and a future buy-back guarantee enabling the customer a complete peace of mind. Along with that, it also caters to the customers seeking used/refurbished cars.

# Landmark Cars

लँडमार्क कार्स  
मर्सिडीज-बेन्झ





## After-Sales Service & Spare Parts

The Company's after-sales service and spare parts offerings at each of its service centres comprise repair and collision repair services. This includes warranty work, insurance claim work, and customer-paid services. The Company operates as an authorised service centre for Mercedes-Benz, Honda, Volkswagen, Jeep, Renault, MG Motor, BYD and Ashok Leyland, providing after-sales service and repairs through 53 workshops.

The after-sales services business provides a stable revenue stream for the Company, contributing higher-margin revenues. This effectively mitigates the cyclical nature of new vehicle sales. Our after-sales offerings include:



### Customer-paid services

Performing paid repairs and maintenance outside of warranty



### Warranty work

Carrying out repairs and maintenance covered by factory warranties



### Accessories

Selling and installing parts to customise vehicles



### Collision and repair services

Providing bodywork, paint, and other repairs to fix collision damage and restore vehicles

By placing a strong emphasis on customer service, Landmark achieve increased customer retention and higher revenue per serviced vehicle. Landmark has gained a first-mover advantage by acquiring exclusive brand and distribution rights for India with esteemed companies like Permagard LLC (USA) and Smart Origins PTY LTD - MotorOne (Australia). Additionally, the Company also sells car accessories under the banner 'Landmark Genuine Accessories'.

Leveraging technology, the Company enhances efficiency and customer convenience through its user-friendly website. This enables customers to conveniently book service appointments, track vehicle maintenance, and access service estimates.



### After-Sales Business - Growing At A 20% CAGR

Provides a stable revenue stream and contributes to higher-margin revenues which helps mitigate the cyclical nature of new vehicle sales

Emphasis on customer service leading to increased customer retention and higher revenue per vehicle serviced. Coupled with a continued focus to optimise cost and utilise resources efficiently through sharing of premises

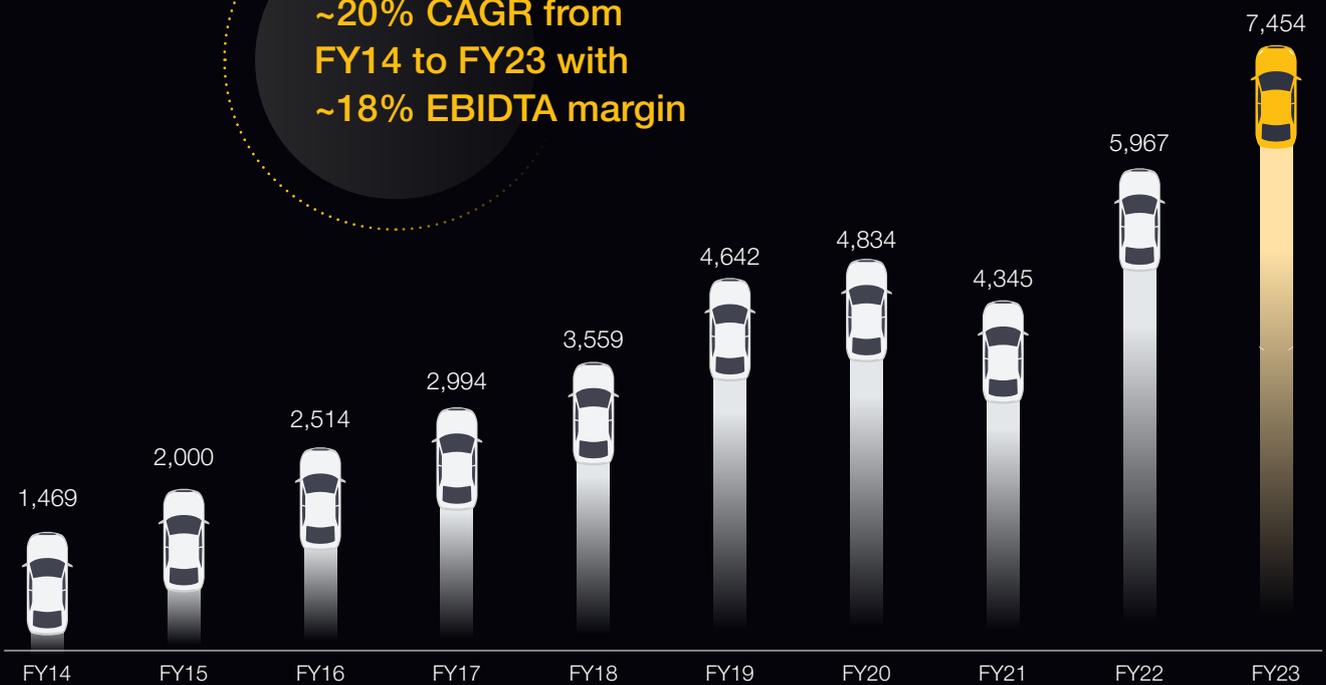
First mover advantage by acquiring exclusive Brand & Distribution rights for India with Permagard LLC (USA) and Smart Origins PTY LTD - MotorOne (Australia)

Leveraging technology to improve efficiency and customer convenience - Website/App allows customers to book service appointment, track vehicle maintenance, service estimates

### After Sales Revenue Growth

(₹ Millions)

~20% CAGR from FY14 to FY23 with ~18% EBIDTA margin



How we premiumise

# Growth in Luxury and Premiumisation

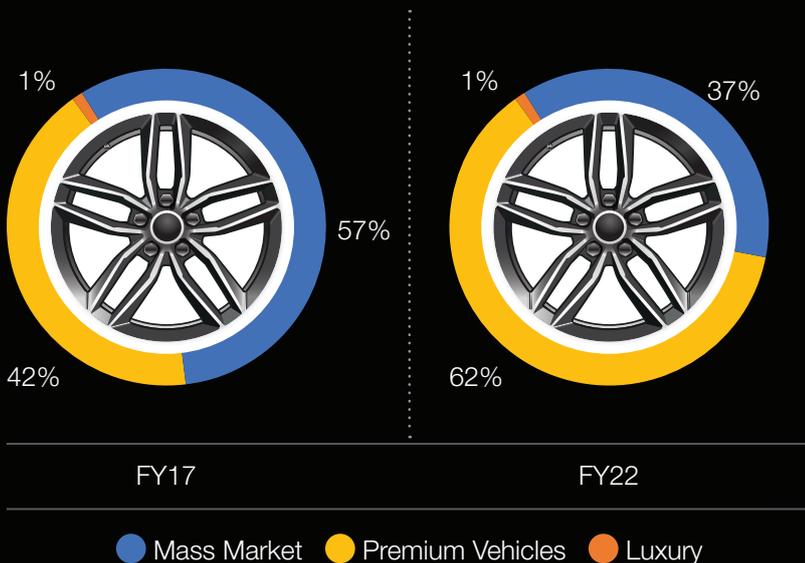
Landmark strives to provide a distinctive experience for its customers looking for premium automotive solutions. This gives the Company a unique standing in the industry, positioning it at the forefront of the ongoing premiumisation revolution in India. With an unwavering commitment to providing unparalleled quality, Landmark ensures that customers experience nothing less than perfection throughout their journey with the Company.

Luxury brands stand out with their cutting-edge features and latest technology, going well beyond standard comforts and conveniences. They offer advanced connectivity, autonomous driving aids, and electrification along with top-notch design, performance and prestige. Landmark strives to deliver a distinctive luxury ownership experience. Its unwavering commitment to providing unparalleled quality ensures customers enjoy perfection at every touchpoint.

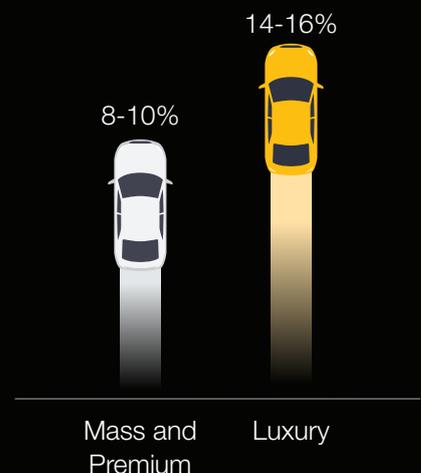
With rapid premiumisation reshaping India's automotive market, luxury vehicles present a major growth opportunity for Landmark. The Company is well-positioned to cater to discerning customers seeking exclusive high-end vehicles and ownership experiences.

## India's Potential in Luxury Vehicles

### Growth of CAGR 8% in Premium Vehicle Segment



### Expected Growth by FY22-FY27P (CAGR)





# 2 Millions+

Luxury Vehicles Sold in the US & China  
Each Year ( ~10% of total volumes)

# 37k

Luxury Vehicles sold in India  
(less than 1% of total volumes)

## Growth Drivers of Premiumisation

### Changing Demographics of Car Buyers

The demographic landscape of car buyers is experiencing a notable transformation, with younger customers and salaried professionals leading the way. This shifting preference reflects the evolving aspirations and expectations of this demographic segment in the automotive market.

### Economy Reviving

A robust economic revival, bolstered by strong corporate earnings and increased infrastructure spending by the Government, is driving and providing substantial support to sales in the automotive industry.

### Increasing Disposable Income

A substantial surge in disposable incomes within urban and semi-urban regions, coupled with an increased inclination towards spending, is fuelling the demand for discretionary purchases in the automotive sector. This trend is particularly evident in the growing preference for spending on private vehicles.

### Rise in Preference for Top-End Variants

There is a rapid and notable shift towards favouring top-end variants in the luxury car market, particularly for performance brands and electric vehicles.



# Landmark's Fuel for Future Growth

Over the course of its 25-year journey, Landmark has strategically aligned itself to thrive alongside India's growth. This philosophy forms the bedrock of the Company's values and has been instrumental in its development. With a steadfast commitment to this core philosophy, Landmark has positioned itself to flourish alongside a rapidly advancing India, particularly as the nation approaches the pivotal milestone of becoming a USD 5 Trillion economy and looks beyond.

## Landmark Strategies Ahead



## India's Growth Going Forward

The Indian economy is on a promising trajectory towards becoming the largest economy in the world. Currently ranked as the third-largest economy globally in terms of Purchasing Power Parity (PPP), India holds approximately a 7% share of the global economy. This share is projected to grow even further as the Indian economy is poised to achieve a robust growth rate of over 6% from CY 2024 to CY 2028, surpassing the significant milestone of USD 5 Trillion in GDP. The positive momentum extends to the GDP per capita, which is expected to reach USD 5,160 by 2030, a substantial increase from USD 2,301 in March 2022. This substantial growth in GDP per capita will significantly enhance consumer spending capacity, driving a surge in discretionary spending within the economy. Consequently, the demand for premium and luxury cars is expected to experience a notable increase, primarily fuelled by the prosperous and expanding middle class.

(Source: care edge research report: tyre industry, <https://www.ceicdata.com/en/indicator/india/gdp-per-capita>, <https://www.moneycontrol.com/news/business/economy/india-on-course-to-becoming-third-largest-economy-by-2030-says-capital-economics-9142241.html>)



**Capitalising on opportunities**

Landmark is well-positioned to capitalise on the anticipated surge in demand for automobiles in India, with a specific focus on the flourishing premium and luxury car segments. The Company's objective is to harness the power of its strong relationships with original equipment manufacturers (OEMs) to expand its geographical footprint and attain economies of scale. By strategically diversifying its portfolio, Landmark aims to enhance its market presence and cater to a wider range of customers. These strategic initiatives will enable the Company to tap into the growing automotive market in India and solidify its position as a leader in the industry.



**Customer retention**

In our pursuit to cater to our customers with the best of services and increase customer retention ratio, our strategic growth plans includes expansion of its workshops and service centres. By adding these facilities, the Company aims to provide comprehensive and convenient maintenance and repair services to its customers. It is optimising centralising. Additionally, Landmark has strategically positioned itself as a market leader by successfully acquiring exclusive brand and distribution rights for India from Permargard LLC (USA) and Smart Origins PTY LTD - MotorOne (Australia). Moreover, the Company has further expanded its product offerings by establishing 'Landmark Genuine Accessories', a dedicated banner under which it sells a wide range of car accessories.



**Leveraging technology**

Landmark has prioritised strategic investments in IT systems to drive operational optimisation and streamlining processes. Recognising the significance of its online presence, the Company consistently improves its digital platforms to generate leads and deliver exceptional customer experiences. Embracing a culture of innovation, Landmark actively seeks partnerships with technology-focussed companies to stay at the forefront of industry advancements. Through the development of analytical models, the Company gains valuable insights into customer behaviour, facilitating targeted cross-selling initiatives.



**Expanding geographic reach**

Landmark actively takes a strategic approach to acquiring newer location and brands to expand its geographic reach. The Company aims to establish its network in fast-growing demographic areas, particularly those with a growing upper-middle class population. With a focussed approach, Landmark identifies acquisition targets that offer a competitive advantage, enabling independent operations within the targeted area.



**Expanding pre-owned cars retail**

As a key part of its business strategy, Landmark actively engages in the buying and selling of its own brand pre-owned cars. This initiative involves leveraging the Company's existing infrastructure and skilled manpower to ensure seamless operations in addition to an industry-leading AI-based evaluation platform. This enables Landmark to offer customers reliable and high-quality options. The efficient business model employed by the Company optimises profitability, while meeting the growing demand for affordable and trustworthy pre-owned cars.

# Landmark's Growth through Able Leadership

## Board of Directors



### Sanjay Thakker

Promoter, Chairman and Executive Director

He founded the Company Landmark in 1998. Having accumulated extensive experience in the automobile industry for over two decades, he has established a reputable standing within the field. Through his astute leadership, Mr. Thakker has successfully brought together a team of dedicated and highly skilled professionals who play a pivotal role in driving Landmark's success. His outstanding accomplishments have been acknowledged with the prestigious title of 'Business Leader of the Year' at both the 19<sup>th</sup> Global Edition and 4<sup>th</sup> Indian Edition of the Business Leader of the Year Awards, hosted by the World Leadership Congress and Awards.



### Aryaman Thakker

Executive Director

He has a master's degree of science in Marketing and Strategy from the University of Warwick. He has been instrumental in bringing valuable expertise to the team ever since he joined Landmark Cars in 2017 as a General Manager. Previously, he was associated with Automation Corp in Fort Lauderdale, Florida, United States. Currently, he plays a key role in the Landmark Transformation Team and Group Marketing, leading strategic initiatives and driving the Company's marketing efforts.



### Paras Somani

Executive Whole-Time Director

He holds a bachelor's degree in Commerce from Saurashtra University and participated in the CEO Leadership Programme at ISB, Hyderabad. Mr. Somani joined Landmark Cars in 2006 as the Vice President of Sales and currently oversees the Mercedes-Benz business. He is also responsible for the car care business. He has 30 years of experience in sales and banking and previously worked with Kotak Mahindra Primus Limited.



### **Manish Chokhani**

#### **Independent Director**

He holds a master's degree in Business Administration from the London Business School, University of London. He is also an Associate of the ICAI (Institute of Chartered Accountants of India) and a Fellow of the All India Management Association. From 2006 to 2019, he served as a Director of Enam Securities Private Limited. He was also the Managing Director and CEO of Axis Capital Limited and was the Chairman of TPG Growth India during 2015-16. Additionally, he acted as a senior advisor to TPG Growth from 2013 to 2019.



### **Gautam Trivedi**

#### **Independent Director**

He holds a bachelor's degree in Commerce from Sydenham College, a bachelor's degree in Law from Government Law College, and a master's degree in Business Administration from the University of Southern California, LA. Previously, he held positions as Vice President at Reliance Industries Limited, CEO at Religare Capital Markets, and Managing Director at Goldman Sachs (Asia) LLC. He is also the co-founder and Managing Partner of Nepean Capital LLP.



### **Sucheta Shah**

#### **Independent Director**

She holds a master's degree in Management Studies from S P Jain Institute. Additionally, she serves as the Executive Director of Atlas Integrated Finance Limited. Mrs. Shah has also held prominent positions as the Chairperson of FICCI Maharashtra's MSME Committee during 2018-19 and 2019-20. She has also served as the Chairperson of the FLO Mumbai Chapter for the year 2011-12 and held the position of National Head for SWAYAM.



### **Mahesh Sarda**

#### **Independent Director**

He is a qualified Chartered Accountant, Company Secretary, and Law Graduate. He also holds a Diploma in Information Systems Audit. Mr. Sarda served as a partner at M/s. Deloitte Haskins Sells for 10 years. He has contributed to the profession by serving as a member of the Central Council of ICAI for six years. Mr. Sarda was also a member of the Regional Council of ICAI and a member of the High-Powered Advisory Group for the Ministry of Finance.

## Directors of Subsidiaries and Key Managerial Personnel of Landmark Cars



### **Garima Misra**

**Managing Director of AMPL (Volkswagen business), Jeep North**

She holds a master's degree in Business Administration from the Fore School of Management. With 25 years of experience in the automobile retail industry, she is a valuable member of the founding team at Landmark. Before joining Landmark, she had a notable association with Blue Skies Travels and Tours Private Limited. Her expertise and contributions have led to her appointment as the State Chairperson of the Delhi Chapter of the Federation of Automobile Dealers Associations (FADA).



### **Devang Dave**

**Director After-Sales and Commercial Vehicle Business**

He holds a diploma in Management from the ICFAI University, Dehradun. He possesses a solid foundation of business knowledge. He joined Landmark in 2002, and has since contributed significantly to the Company's after sales business. With 21 years of experience in the automobile industry, he brings a wealth of expertise and insights to his role. His extensive knowledge and understanding of the industry have been instrumental in driving the growth and development of Landmark.



### **Urvi Mody**

**Director Infrastructure**

She holds a diploma in Architecture and a Diploma in Business Management from S.P Mandali's WE School, Prin. L.N. Welingkar Institute of Management Development and Research, Mumbai. She possesses a unique blend of architectural and business expertise. Her journey with Landmark began in the year 1999, and she has since played a crucial role in the Company's growth and success. With 24 years of experience in setting up retail and factory infrastructure, she brings valuable insights and skills to the table. Her expertise in this area has been instrumental in establishing efficient and effective infrastructure for the Company's operations.



### **Harshal Desai**

**Director Sales Honda, Jeep (Mumbai), MG Motor & Used Car Business**

He holds a bachelor's degree in Science from Maharaja Sayajirao University of Baroda. He brings a strong academic foundation to his role. With over 25 years of experience in the automobile industry, he has developed extensive expertise and insights. Since 2007, Mr. Desai has been an integral part of Landmark, contributing to its growth and success. Before joining the Company, he spent a decade with Kamdhenu Motors Private Limited, further honing his skills and knowledge in the industry. His valuable contributions and long-standing commitment make him an asset to the team.



### **Rajiv Bal Vohra**

#### **Director of New Initiatives & EV**

He holds a master's degree in International Business from the Indian Institute of Foreign Trade. He has been associated with the Company since 2016, and brings over 23 years of experience in marketing. His previous roles include working with trading enterprises at Al Futtaim Group in Dubai, as well as with H D Motor Company India Private Limited (Harley-Davidson, India) and Honda Siel Cars India Limited. Mr. Vohra's diverse background and expertise contribute significantly to Landmark team.



### **Surendra Agarwal**

#### **Chief Financial Officer**

He holds a bachelor's degree in Commerce from Rajasthan University and is also an associate of The Institute of Chartered Accountants of India. He has been a part of the Company since 2018 and brings with him over two decades of experience in finance and accounting roles. Before joining Landmark, he was associated with Trent Hypermarket Private Limited, Videocon Appliances Limited, and Century Rayon.



### **Amol Raje**

#### **Company Secretary & Compliance Officer**

He holds a bachelor's degree in Commerce and Law, as well as an associate membership with The Institute of Company Secretaries of India. He possesses a strong academic foundation. He joined Landmark Cars in 2021 and has over 16 years of valuable experience in various sectors. Before his association with the Company, he held positions at esteemed organisations such as Bombay Dyeing & Manufacturing Company Limited, House of Anita Dongre Limited, and Tara Jewels Limited. His diverse background and expertise contribute to his ability to navigate complex legal and business matters effectively.

# Senior Management Team



## **B.K. Arora**

**CEO, Jeep, NCR & Renault, Punjab**

**Background:** Graduate, PGDM has been with Landmark Cars since 2018.

Has 27 years of experience in Automobile industry including a stint with Tata Concorde Motors India Ltd.



## **Manjeet Sawant**

**CEO, Volkswagen**

**Background:** B.A. Honors in Economics and Diploma in HR, has been with Landmark Cars since 2008.

Has 25 years experience across Automobile, Telecom, Insurance and Infrastructure companies. Have worked in varied roles like Circle HR Head , Group Head HR and Heading Operations



## **Neerav Shah**

**CEO, Jeep & BYD Mumbai**

**Background:** B.E.(Chemical), MBA has been with Landmark Cars since 2017.

Has 20 years of experience in Automotive industry across multiple OEMs viz, Maruti Suzuki, M&M, Volkswagen India.



## **Jalpan Bhatt**

**VP After-Sales**

**Background:** Automobile Engineering

Has been with Landmark Cars since 2007. Has 26 Years of experience in Auto Industry



## **Kaushik Panchal**

**CEO, Customer Services - Mercedes-Benz**

**Background:** Diploma in Automobile Engineering

Has 31 years of experience in Automobile Industry. Associate with Landmark since 2002



## **R. Sridhar**

**VP After-Sales**

**Background:** BE Mechanical with Post Graduation from IMT Ghaziabad,

Been with Landmark Cars since 2020. Has 28 Years of experience in Automobile After Sales Business. Worked with Major OEM's viz, TVS Motors, Hero Honda, Hyundai Motors India Ltd, Tata Motors & with Saud Bhawan Automotive in Muscat.



### **Sandesh Rane**

**Chief Digital Officer**

**Background:** Graduate, PGBDA, Prince2, ITIL Certified. Working with Landmark Cars from Oct 2022

20+ years of experience in IT, Automobile and Auto ancillary Industry in the area of Technology, Software Development, Infra and IT security domains. Worked with Mahindra & Mahindra Ltd, Bridgestone India Ltd, Bristlecone India Ltd.



### **Ravi Shankar**

**CEO, Mercedes-Benz, Mumbai**

**Background:** BSc (Hons) , has been with Landmark Cars since 2017.

Has 31 years of experience in India and abroad. Worked with Pfizer Ltd, PepsiCo, Toyota Middle East and Audi India, Performance Cars ,Jubilant Motorworks.



### **Yashovardhan Bichu**

**CEO, Mercedes-Benz, Gujarat**

**Background:** MBA & Executive Program in Management (EPM) from IIT, Bombay.

Over 12 years of rich experience in Automobile Industry. He has worked with OEM's like Mercedes-Benz India at Pune and Bosch Ltd at Mumbai.



### **Neelmani Sharma**

**CEO, Mercedes-Benz, West Bengal**

**Background:** BSc and MBA

Has 22 years of experience in Automobile Industry.



### **Prabuddha Yadav**

**CEO, Mercedes-Benz, Madhya Pradesh**

**Background :** Bachelor's of Engineering degree

He brings with him over 15 years of rich experience in Automobile Industry. He has worked with OEM's like Tata Motors, Hyundai Motors & Nissan Motors and dealership of BMW Munich Motors.

# Corporate Information

## Board of Directors

### Sanjay Thakker

Promoter, Chairman and Executive Director

### Aryaman Thakker

Executive Director

### Paras Somani

Executive Whole-Time Director

### Akshay Tanna

Nominee Director of TPG Growth

*(Ceased to be Director w.e.f. May 24, 2023)*

### Ramakant Sharma

Independent Director

*(Ceased to be Director w.e.f. June 01, 2022)*

### Manish Chokhani

Independent Director

### Gautam Trivedi

Independent Director

### Sucheta Shah

Independent Director

### Mahesh Sarda

Independent Director

*(Appointed w.e.f. July 04, 2022)*

## Chief Financial Officer

Surendra Agarwal

## Company Secretary

Amol Rajee

## Statutory Auditors

Deloitte Haskins & Sells,

Chartered Accountants, Ahmedabad

## Bankers and Financial Institutions

Kotak Mahindra Bank Limited

HDFC Bank Limited

Axis Bank Limited

Kotak Mahindra Prime Limited

Mercedes-Benz Financial Services India Private Limited

## Committees of the Board and Present Constitution

### Audit Committee

Sucheta Shah – Chairperson

Gautam Trivedi

Paras Somani

### Nomination & Remuneration Committee

Gautam Trivedi – Chairperson

Sucheta Shah

Mahesh Sarda

### Stakeholders' Relationship Committee

Gautam Trivedi – Chairperson

Mahesh Sarda

Aryaman Thakker

### Risk Management Committee

Manish Chokhani – Chairperson

Mahesh Sarda

Surendra Agarwal

### Corporate Social Responsibility Committee

Aryaman Thakker – Chairperson

Mahesh Sarda

Paras Somani

## Registrar and Share Transfer Agent

M/s Link Intime India Private Limited,

C 101, 247 Park, L.B.S. Marg, Vikhroli (West),

Mumbai – 400 083, Maharashtra

Website: <https://linkintime.co.in/>

## Contact Details

### Investor Relations Queries

[companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net)

### Business Enquiries

[connect@grouplandmark.in](mailto:connect@grouplandmark.in)

### Website

<https://www.grouplandmark.in/>

### Registered Office

Landmark House, Opp. AEC, S.G. Highway, Thaltej, Near Gurudwara, Ahmedabad 380 059, Gujarat, India; Telephone: +91 79 6618 5555;

### Corporate Office

Unit No. 201 to 203, Landmark, 2<sup>nd</sup> Floor, G. M. Bhosale Marg, Worli, Mumbai 400 018, Maharashtra, India



# Management Discussion and Analysis

## Global economy

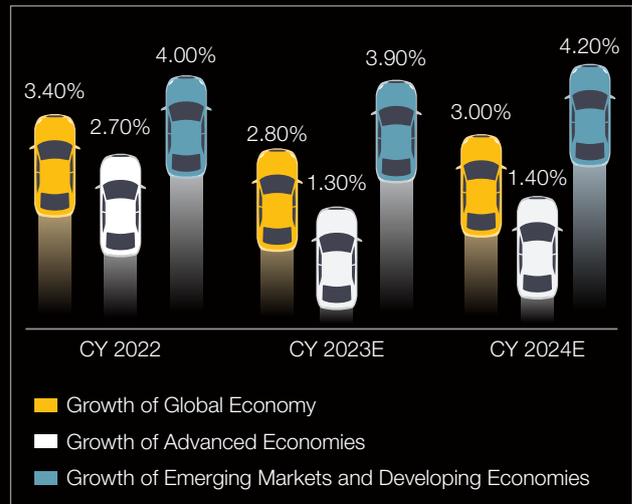
The global economy showed resilience amidst multiple challenges in CY 2022. Inflation surged to 8.7% due to pandemic-induced supply disruptions. To counter rising prices, central banks implemented synchronized monetary tightening. These concerted efforts helped ease commodity market disruptions caused by the war, though risks remain.

According to IMF estimates, growth slowed across regions. Advanced economies grew 2.7%, down from 5.2% in 2021. Emerging markets expanded 4.0%, compared to 6.8% in prior year. Behind this moderation was rapid inflation, which reached multi-decade highs, forcing consumers to cut back on spending.

Policymakers deployed a range of tools to combat price pressures. Central banks enacted aggressive interest rate hikes while governments provided fiscal stimulus. The combined response helped restrain inflation expectations. As supply chains normalise and commodity prices stabilise, inflation is projected to fall to 7.0% in CY 2023.

This outlook faces risks from potential COVID-19 resurgences and escalating geopolitical tensions. However, the global economic recovery has proven resilient thus far. Continued international cooperation will be key to sustaining growth while restoring price stability. With appropriate policies, the world economy can transition towards more balanced and sustainable growth over the medium term.

## IMF's World Economic Outlook



(Source: World Economic Outlook April 2023 - IMF)

## Indian economy

During the year 2022-23, India emerged as the world's fifth-largest economy in the world, solidifying its position as a global economic powerhouse. The GDP grew by 7.2% during the year, valuing the GDP at USD 3.5 trillion. This growth can be attributed to several factors, including increased domestic consumption, higher capital expenditure, foreign investments, supportive government policies, a thriving manufacturing sector, and impressive export performance as one of the fastest-growing economies in the world during the year 2022-23.

The Reserve Bank of India's interest rate hikes played a significant role in controlling inflation and bringing it within the target range. For the year 2023-24 the inflation rate is projected to be at 5.2% while the GDP is expected to grow by 6.5% during the same period.

Further, the Union Budget for 2023-24 focused on seven key areas, acting as the guiding principles for the nation's development. These areas are referred to as the "Saptarishi" and include inclusive development, reaching the last mile, infrastructure and investment, unleashing potential, green growth, youth power, and the financial sector.

Capital expenditure was prioritised by the Indian government in the budget for 2023-24, with an increase of 33% to ₹ 10 Lac Crs. This significant investment in infrastructure is expected to have a positive impact on the economy and foster sustainable growth over the long term.

(Source: IMF WEO April 2023, <https://www.imf.org/en/Publications/WEO/Issues/2023/04/11/world-economic-outlook-april-2023>, <https://pib.gov.in/PressReleasePage.aspx?PRID=1895320>, <https://www.cnbcvt18.com/economy/india-inflation-data-consumer-price-index-cpi-16387551.htm>, <https://economictimes.indiatimes.com/news/economy/policy/monetary-policy-rbi-cuts-inflation-projection-for-fy24-to-5-1-from-5-2/articleshow/100837895.cms>, <https://www.cnbcvt18.com/economy/rbi-mpc-policy-meet-january-inflation-projection-shaktikanta-das-fy23-forecast-15882221.htm>)



## Industry Overview

### Indian Passenger Vehicle Industry

The Indian Passenger Vehicle (PV) industry is categorised into three segments: mass market, premium, and luxury vehicles.

In the year 2022-23, the Indian PV market experienced its highest-ever sales, marking the first full year without the impact of Covid. After facing challenges in terms of demand and production, PV sales surged by 26.7% to reach 38,90,114 units in 2022-23, compared to 30,69,523 units in 2021-22. This segment posted the highest-ever domestic sales surpassing the previous peak of 2018-19. The Society of Indian Automobile Manufacturers (SIAM) reported that the shortage of semiconductor chips had eased and there was an increased demand for sport utility vehicles (SUVs). Despite inflationary pressures, factors such as improved chip supply, higher incomes, and pent-up demand, particularly for SUVs, contributed to the sales growth. The growth of the passenger vehicle market is expected to be driven by several factors in the coming years. These include economic growth, rising disposable incomes, favourable

financial conditions, a modest increase in the cost of acquiring PVs, improved availability of auto finance, and increased vehicle penetration in rural markets, tier-III, and tier-IV cities.

For the year 2023-24, the Indian PV industry is projected to see steady growth, with sales expected to reach approximately 40.5-41.5 lakh units, reflecting a growth rate of 3.5-6.0%. This growth will be driven by multiple factors. Firstly, the overall growth of India's economy and its progress toward becoming a USD 5 Trillion economy will result in increased incomes and, consequently, higher demand for passenger vehicles. Additionally, there is a growing preference for vehicles that offer superior aesthetics and advanced technology, which will increase the demand for premium and luxury vehicles. Moreover, with the additions of Electric Vehicles (EV) to the current fleet, the industry is expected to witness an increase in EV offtake from the current levels moving forward.



## Indian Luxury Cars Segment

Asia leads global ultra-high net worth individual (UHNWI) growth estimates over the next 5 years at 39%, with India expected to see a dramatic 63% rise. India's UHNWI population is already 10x larger than Indonesia's and 14x the Philippines' but only represents 1% of the total presently. However, wealth forecasts show India's affluence threshold nearly tripling in 5 years as the economy expands.

This mirrors wider trends of rising prosperity in India and China, where high net worth individuals (HNIs) have proliferated. Knight Frank predicts a 75% Indian HNI increase by 2025, from 3.5 lakhs in 2020 to 6.11 lakhs. Similarly, India's UHNIs are expected to surge 63% from 6,884 to 11,198. As HNIs and UHNIs are the main luxury consumers, their robust growth signals exciting expansion opportunities across luxury sectors.

One major area of potential is automobiles. Overtaking Japan, India is now the 3rd largest car market globally, aided by its youthful population. However, just 4% of Indian millionaires currently buy luxury cars, versus 60% globally. This highlights the huge upside for luxury brands to tap into this largely untapped market. Over 40% of cars sold in India already fall into premium models above ₹10 lakhs. Overall, the Indian luxury car market is projected to accelerate to \$1.54 billion by 2027, with a 14-16% CAGR over 2022-2027.

(Source: <https://www.researchandmarkets.com/reports/4763945/india-luxury-car-market-growth-trends-covid>, Q4 Transcript)



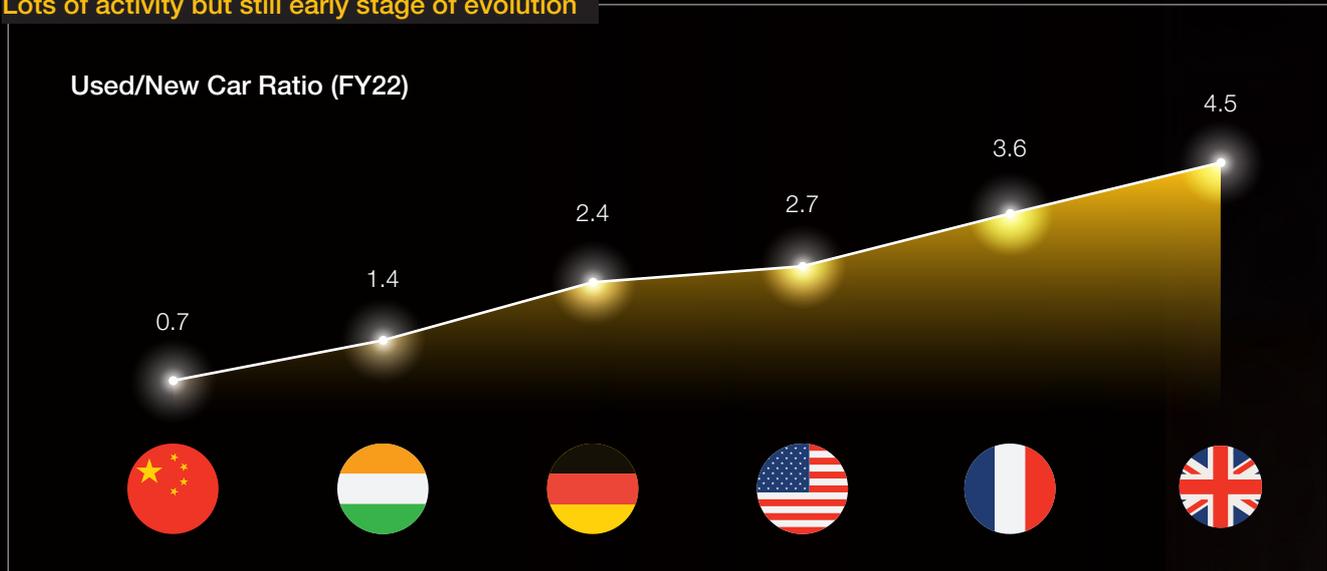
## Indian Pre-Owned Passenger Vehicles Industry

The used car industry is currently experiencing a favorable period, with strong demand anticipated to persist in the foreseeable future. In the fiscal year 2021-2022, the valuation of the Indian used car industry was \$23 billion. It is projected to exhibit growth at a Compound Annual Growth Rate (CAGR) of 19.5% in value and 12.7% in volume by the fiscal year 2026-2027. The used car to new car ratio, which was 1.4 in the fiscal year 2021-2022, is expected to rise, reaching 1.9 times by fiscal year 2026-2027. The sector is set to witness substantial changes over the next decade as consumers' preferences and knowledge evolve.

The description of the industry as predominantly “Unorganised” is a common characterisation. Previously seen as a compromise, used cars are now gaining traction among consumers as a viable option. Post-pandemic shifts in the business landscape have resulted in a clear inclination towards used cars among consumers throughout the country. With a range of business models addressing various customer concerns, the industry has transformed into one of India’s most promising consumer tech markets. This marks a significant turning point that underscores the profound transformation that has taken place in recent years.

### A Growing Share Of Used Cars Globally

**Lots of activity but still early stage of evolution**



### Factors Driving The Rise In Used Car Ownership

Rising Disposable Income	Reduced Ownership Duration
Increased Finance Penetration	Low Vehicle Ownership density
Increased Comfort	Organised Investment

**Low car per 1,000 people**



Source: car & bike Analysis (IndianBlueBook report)

## Indian Commercial Vehicle Industry

In 2022-23, the commercial vehicle (CV) segment experienced a robust 34% YoY sales growth to 716,566 units, driven by increased infrastructure spending, nationwide freight movement, and OEM discounts. Heavy trucks benefited from government initiatives and e-commerce activity. Replacement demand, price hikes, and year-end buying further boosted Q4 demand. Initiatives like Bharatmala and Vehicle Scrappage Policy are expected to support CV demand, alongside load regulations enforcement. E-commerce expansion has raised logistics needs, driving CV demand. Government policies on EV incentives, vehicle scrapping, and load regulations will impact industry growth.

(Source: Care Edge Research Report December 2022, Care Edge Research Report Auto Sector Update-April 2023)

## Indian Automobile Dealership Industry

In recent years, the Indian automobile dealership sector has witnessed several changes and trends. These include a growing emphasis on customer experience and service quality, driven by the increasing expectations of consumers. Dealerships are focusing on creating a seamless and personalised buying experience for customers, leveraging technology to streamline processes and enhance interactions.

The industry has also seen a shift toward digitalisation, with dealerships adopting online platforms to showcase their vehicle inventory, provide virtual tours, offer price quotes, and even enable online purchasing. This digital transformation has been accelerated by the COVID-19 pandemic, as more consumers turned to online channels for researching and buying vehicles.

FY 2022-23 was the first full year without any impact of Covid after a gap of two years. Consequently, overall retail sales during the year experienced double-digit growth of 21%. Similarly, all categories of vehicles, except for tractors, saw double-digit growth with passenger vehicles, and commercial vehicles growing by 23% and 34%, respectively. Tractors, however, only grew by 8%.

Retail sales of passenger vehicles reached a record high of 3.6 million vehicles, growing 23% YoY. The previous high was in FY'19 when retail sales were 3.2 million vehicles. The segment experienced numerous new launches and better product availability due to the easing of the semiconductor shortage during the year. The demand for higher-end variants helped sustain sales. However, the entry-level variant remains under pressure as customers in this category are still affected by high inflation.



## Company Overview

Landmark is a professionally managed premium auto retailer with a significant market share across its OEM partners. The Company's portfolio includes seven OEMs in the Passenger Vehicle (PV) segment and one in the Commercial Vehicle (CV) segment. Offering a wide range of services throughout the ownership lifecycle, including new vehicle sales, third-party financing and insurance products, after-sales service and spare parts, and pre-owned vehicle sales, the Company has established itself as a leading player in the industry since its inception in 1998. With a strong reputation for its dealerships of high-end brands like Mercedes-Benz, Honda, Jeep, Volkswagen, Renault, MG Motor and BYD, the Company also has a presence in the CV retail business of Ashok Leyland, a leading manufacturer of CVs in India.

The Company operates through two business models, namely selling used vehicles through appointed agents on

a commission basis and taking refurbished vehicles on their books for sale. To cater to the emerging market trend in the pre-owned cars industry, the Company has devised a strategy and plans to expand its current presence in the car segment.

The Company aims to stay at the forefront of new developments and technology within the automotive industry. It recognises the importance of embracing digital transformation and enhancing customer experiences through advanced technological solutions.

With a network of 115 outlets across 8 Indian states and union territories across 26 cities, including 62 sales outlets and 53 workshops, the Company is well-equipped to cater to customers across the country.

## Financial Overview

Particulars	2022-23	2021-22	% Change
Proforma Revenue* (in ₹ Millions)	45,950	33,691	36.38%
Revenue from Operations (in ₹ Millions)	33,824	29,765	13.63%
Total Income (in ₹ Millions)	33,944	29,891	13.56%
EBITDA (in ₹ Millions)	2,500	1,873	33.48%
EBITDA Margin# (in %)	5.44%	5.56%	
Profit Before Tax (before exceptional items) (in ₹ Millions)	1,116	823	35.62%
Profit Before Tax (before exceptional items Margin)# (in %)	2.43%	2.44%	
Profit After Tax (in ₹ Millions)	851	662	28.59%
Profit After Tax margin# (in %)	1.85%	1.96%	
Return on Capital Employed (ROCE) (in %)	21.63%	19.69%	
Return on Equity (ROE) (in %)	23.75%	30.88%	

\*The Proforma Revenue from operations is sum of reported revenue from operations and value of cars sold under Mercedes-Benz agency model reduced by agency commission

#% EBITDA, Profit Before Tax (before exceptional item) and Profit after Tax calculated on Proforma Revenue

## Profit and Margins

Proforma revenue has increased by 36.38% mainly due to increase in revenue from sale of vehicles by 38.85% and increase in after-sales service and spare parts revenue by 24.93%. Increase in revenue from sale of new vehicles is on account of increase in number of vehicles sold from 19,264 to 21,310 (i.e. 10.62%) due to the launch of new vehicle models by our OEM's as well as our average selling price per new vehicle has increased from ₹ 14,15,698 to ₹ 17,71,166 (i.e. 25.11%). Increase in revenue from after-sales service and spare parts is on account of increase in number of vehicles serviced from 2,79,078 to 3,17,954 (i.e. 13.93%) as well as our average revenue per vehicle serviced has increased from ₹ 21,380 to ₹ 23,444 (i.e. 9.66%). During the year, there is an increase in employee benefit expense, job work charges and other expenses due to additions of new outlets and increase in number of vehicles serviced. EBITDA stood at ₹ 2,499.82 millions which reflects a strong 33.48% increase from previous year. Profit before tax and exceptional items has increased by 35.62% as compared to previous year. There is significant increase on PAT from ₹ 661.82 Millions to ₹ 851.01 millions due to optimal utilisation of resources via shared facilities and manpower across brands, leading to higher operational efficiency and better margins. PAT is impacted due to exceptional item of ₹ 74.72 Millions on account of closure of non-viable outlets of Renault in Punjab.

## Net Worth and Capital Employed

As on March 31, 2023, the total net worth was ₹ 4,697.32 millions, higher by 90.22 % from the previous year. The return on equity (ROE = Net profit / Average Equity) stood at 23.75% during the year. Return on Capital Employed (ROCE = Earnings before interest and tax / Average Capital Employed) stood at 21.63% during the year. There is an impact in ROCE and ROE due to impact of net proceeds from fresh issue amounting to ₹ 1,391 millions in last week of December 2022.

## Other key ratios

Current ratio as on March 31, 2023 stood at 1.27 against 0.91 of previous year. Debtor's turnover ratio as on March 31, 2023 stood at 40.33 days as against 49.63 days of previous year, mainly due to stringent collection policy and change in the business model of Mercedes-Benz. The Inventory turnover ratio as on March 31, 2023 stood at 7.14 times as against 8.12 times of previous year, due to the strategic built-up of inventory. The adjusted net debt-equity ratio was 0.53 as on March 31, 2023 as against 1.13 as on March 31, 2022.



# Opportunities

The Indian automobile industry is brimming with opportunities for growth and development, driven by its focus on sustainable mobility. With a clear shift to premiumisation in the PV segment, the market for premium and utility vehicles is poised to grow significantly in the coming years as the Indian luxury car market is expected to reach a value of over USD 1.54 billion by 2027.

## Premium and luxury cars

The premium and luxury car industry has been experiencing steady growth over the past several years, driven by a combination of factors such as increasing disposable incomes, evolving consumer preferences, technological advancements, and global economic trends. This growth has led to both established luxury car manufacturers and new entrants in the market capitalising on the demand for high-end vehicles.

## After sales service

The after-sales car industry is becoming an integral part of the automotive ecosystem, contributing to vehicle longevity, customisation, and the overall ownership experience. As vehicles continue to advance in technology and design, they often require specialised knowledge and equipment for maintenance and repairs. This has led to the growth of authorised service centers who specialise in working with specific brands and models. The after-sales service is likely to continue growing to meet the evolving needs of car owners.

## Pre-owned cars

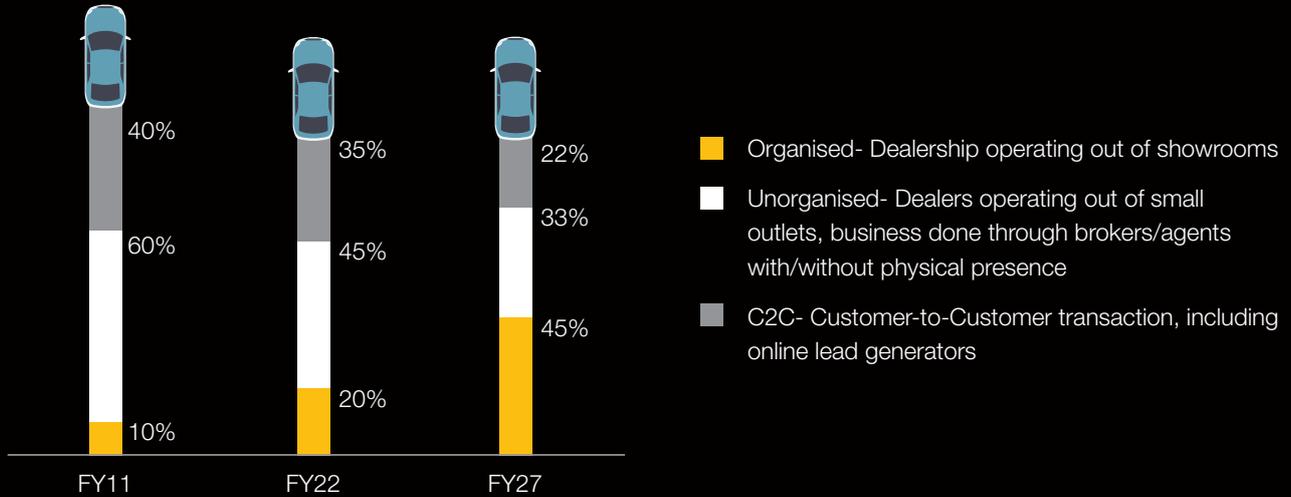
The pre-owned car industry in India is poised for continued growth and is experiencing significant growth due to a combination of economic, cultural, and market-related factors. India's pre-owned car market is evolving rapidly, offering consumers a wide range of options and services. Our innovative platform for the valued customers enables them to sell their existing cars through our workshops and upgrade to a new car model of the same brand. Our dedicated new car sales team is well trained and has experience in selling both new and used vehicles of the same brand. By utilising our current ecosystem of resources, infrastructure, technological know-how, and skilled manpower, we are well positioned to benefit from the emerging opportunities while leveraging strategies.

The industry is also witnessing new trends, such as the rapid growth of digital sales channels and the expansion of the used-car market. These developments offer promising prospects for companies in the digital and e-commerce space, allowing them to tap into the evolving consumer preferences and capture a significant market share. Landmark has adopted an omnichannel strategy to serve customers seamlessly across physical and digital touchpoints. It operates over 100 sales outlets along with a strong online presence and sales channels. This omnichannel approach allows Landmark to engage customers through the channel of their choice and positions it well to benefit from the industry trends toward digital and used car sales.





### The rising share of organised players in the used car market



Source: car & bike Analysis (IndianBlueBook report)

### Car Care

The Indian car care products market is expected to record a robust growth from \$ 228.7 Million in 2021 to \$ 513.9 Million in 2028 at a 12.3% CAGR. Rising vehicle ownership, greater maintenance awareness, and demand for longevity and aesthetics are key growth drivers of this growth. As consumers prioritise their cars' lifespan and appearance, the car care industry is poised for sustained expansion. Our presence and offerings across the spectrum - Maintenance Products, Detailing Products, Tyres & Alloys - positions us better to seize these opportunities. Further, our presence in cost-effective and high quality products complements our business.

### EV industry

The rise of electric vehicles (EVs) is poised to reshape the industry significantly. The domestic EV market is projected to experience a remarkable CAGR of 49% between CY 2022 and CY 2030. This exponential growth reflects the increasing adoption of EVs and highlights the potential for companies operating in this sector.



## Threats

India's automobile industry is currently undergoing a transformation. The changing consumer preference and the shift towards sustainable mobility could be a challenge to the Company.

To address these challenges and ensure sustained growth and profitability, the Company's recent tie-up with EV car manufacturer helps it to diversify its offerings while emphasising on sustainability.

## Key Strategies

1

### Partnering with high-growth segments and brands

Capitalise on this expected growth in demand for automobiles in India in general, and premium and luxury cars in particular, by increasing sales of passenger vehicles at each sales outlet. Aim to leverage the Company's relationships with the OEMs to expand geographically and achieve economies of scale. Continue to strategically diversify dealership portfolio, and will thus, continue to evaluate prospects of introducing additional brands to meet changing customer preferences.

2

### Expand after-sales service business (Customer centricity)

Continue to explore with OEM dealership partners the possibility of adding service workshops and additional authorised service centers. Leverage the linkages between sales outlets and service centers to retain customers who have purchased new and pre-owned vehicles as continuing clients of Landmark's service departments. Improve service operations and profitability by focusing on service initiation, body paint jobs, improving revenue per car serviced, sharing locations and non-technical staff, centralised purchases, addition of capacity and technological integration.

3

### Focus on pre-owned car business segment

Capture the expected growth in this segment by expanding buy and sell of pre-owned passenger vehicles at each dealership. Leverage new vehicle business and technology platform by providing superior pre-owned vehicle retail service to customers. Improve customer confidence in preowned vehicle inventory by offering pre-owned car certification programs. Continue to invest in technology and digitalising sales and service channels.

4

### Strengthening digital presence

Continue to invest in the Company's online presence to drive lead creation in both new and used cars and to enhance our customer's experience when booking after-sales service. Invest in companies focused on innovative technology or platforms in the automotive retail and after-sales service segments. Developing analytical models to analyze historical customer data to help provide insights on customer behavior on product offerings and cross-sell opportunities as well as to increase customer retention.



## Landmark's Omnichannel Approach



### Outlet Channel

Physical outlets remain a cornerstone of the Indian automobile industry's omnichannel strategy and so is Landmark's. Our showrooms provide an opportunity for customers to experience vehicles firsthand, interact with sales representatives, and receive in-depth information. The integration of digital screens and augmented reality is enhancing the in-person experience by providing interactive product information and configuration options.



### Website Channel

Landmark has embraced the omnichannel approach through its websites, offering seamless user experiences. Customers can explore vehicle models, compare features, and even customise their choices online. Interactive tools, virtual showrooms, and online booking options enhance the digital car-buying journey. Integration of chatbots and customer support is ensuring real-time assistance, making the website a crucial touchpoint for potential buyers.



### After Sales Channel

The post-purchase journey is also a significant aspect of the omnichannel approach. Landmark offers online service booking platforms to its customers where they can schedule maintenance and repairs. Real-time updates on service progress, along with mobile apps for service tracking, create a seamless transition from the physical vehicle to the digital service ecosystem.



### Digital Marketing and Social Media Channel

Digital marketing and social media platforms play a crucial role in the omnichannel strategy of Landmark. Brand is actively engaging with customers through social media platforms, sharing product updates, features, and customer testimonials. Targeted advertising ensures that potential buyers are reached through personalised content, driving interest and consideration.



### Pre-Owned Channel

The pre-owned segment in Landmark has leveraged the omnichannel approach to enhance transparency and trust. Online platforms dedicated to certified used cars are enabling customers to browse a wide range of options, view detailed vehicle histories, and connect with sellers directly. Virtual inspections and doorstep test drives have become commonplace, providing convenience and flexibility to pre-owned car buyers.



### Data and Information management

The Company's digital platform is a critical enabler and cornerstone of sustained growth. The Company has a mix of licenced and open-source technology. Information technology systems also incorporate retail space planning and traffic, master data management, inventory, Omnichannel retail, warehouse management, CRM, finance, accounting, insurance, repair systems, business intelligence, and other aspects of the Company's operations. The Company systems have been optimised to serve its operations across India, and the digital assets and CRM are shared across all the sales channels and processes. A specialised team is hired which is dedicated to improving the platform's capabilities and the shopping experience for customers.

## Risk and Mitigation

Risk Category	Risk Description	Mitigation Strategy
 Economic Risk	<p>Economic factors such as recession, inflation, and interest rate fluctuations can negatively impact demand for cars and affect the financial performance of Landmark</p>	<p>Diversified product offerings and expansion into new markets; maintaining a strong balance sheet to ensure financial stability during challenging economic scenarios.</p>
 Supply Chain Risk	<p>Landmark relies on its OEMs and other suppliers to obtain cars and parts necessary for after sales services. Disruptions in the supply chain due to natural disasters, geopolitical tensions, or labor disputes can result in delays and increased costs.</p>	<p>Working closely with suppliers and OEMs to establish clear communication channels and developing contingency plans in case of any disruptions.</p>
 Regulatory Risk	<p>The car industry is subject to various regulations related to emissions, safety, and labor practices. Changes in these regulations can impact the cost of production and the ability of Landmark to comply with these regulations.</p>	<p>Staying up to date with changes in regulations and adjusting operations accordingly.</p>
 Credit Risk	<p>Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk for the Company primarily arises from credit exposures to trade receivables, loans given, deposits with landlords for properties taken on leases and other receivables including balances with banks.</p>	<p>The Company's operations predominantly rely on credit card, cash collections, and insurance companies, resulting in a minimal level of credit risk associated with these transactions. To mitigate potential risks, it has implemented a stringent policy of engaging exclusively with creditworthy counterparties for institutional customers, while conducting thorough creditworthiness checks. Regular reviews and assessments are conducted to closely monitor all trade receivables, enabling the timely identification of any instances of default. Furthermore, due to the wide customer base involved in trade and other receivables, the Company faces no significant concentration risks. In situations where credit risk arises from commercial transactions, the Company diligently recognises the required provisions for trade receivables, triggered by the presence of objective evidence suggesting the inability to fully recover outstanding amounts according to the original contractual conditions.</p>
 Liquidity Risk	<p>Landmark may face liquidity risk if it cannot meet its financial obligations or fund its operations due to a shortage of cash or access to credit.</p>	<p>Maintaining adequate cash reserves, managing working capital efficiently, and establishing lines of credit with banks or other financial institutions; developing a contingency plan to address any potential liquidity shortfalls.</p>
 Market Risk	<p>Landmark may face market risk due to fluctuations in interest rates, foreign exchange rates, or commodity prices that can affect the value of its assets and liabilities.</p>	<p>Implementing risk management strategies, such as hedging or diversification, to manage exposure to market risk; monitoring market conditions regularly and adjusting strategies accordingly.</p>



# Human Resource

Landmark prioritises employee engagement programs, nurturing a culture of learning, collaboration, and a growth-oriented mindset. Successful recruitment efforts have attracted top-tier talent across various levels, fostering cordial industrial relations and a constructive work environment.

The company recognises the vital role of its human resources, investing in their development to enrich the organisation's human capital and deliver value to stakeholders. This commitment ensures sustained growth and success, empowering employees to thrive in their careers.

# Cub Landmark

Pioneering the Leaders of Tomorrow

Introducing THE CUB - Landmark's Incubation Program for Exceptional B-School Graduates!

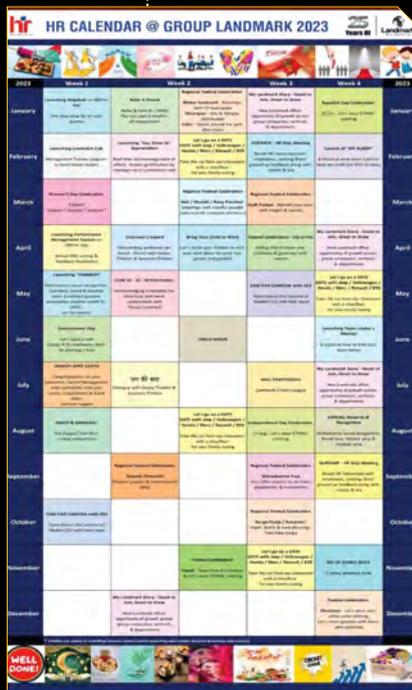
A distinguished panel of interviewers from Landmark scouted esteemed B-Schools and Institutions, conducting rigorous Campus Interviews. From over 80 promising candidates, only 6 outstanding Management aspirants were selected to embark on this unprecedented journey. Landmark to partake in THE CUB, a groundbreaking induction program, destined to shape them into the leaders of the future.

## LLDP - Landmark Leadership Development Program

A transformative initiative exclusively designed for Landmark's employees.

### Key Objectives:

- Cultivate a profound understanding of value creation within the realm of leadership.
- Implement contemporary frameworks and best practices to enhance functional capabilities.
- Foster a customer-centric approach to decision-making, elevating the overall customer experience.



Dear Colleagues,

We are pleased to inform you that we are launching a new Leadership Program for the existing employees of Group Landmark - "Landmark Leadership Development Program".

This program is designed to cultivate and groom the mid-level team who are the potential leaders of Group Landmark.

**Objectives of LLDP:**

- To inculcate financials of value creation in context of leadership.
- To apply modern frameworks and best practices to functional capabilities.
- To develop and apply a customer-centric approach towards decision-making to boost customer experience.
- To explore innovative strategies and leadership styles to foster business growth across all verticals.
- Come out strong as a leadership team with better communication, collaboration and commitment.

**Program Duration:**  
LLDP would span over 7 months commencing with a 2-day offline session followed by a 1-day session each for subsequent 6 months. These sessions would involve workshops, case studies, role plays, discussions, activities, online and offline sessions. We have appointed an external agency - **Logical Education** - for overall learning to ensure the program.

**Program Schedule:**  
The broad schedule of the program is given below. We expect to commence the program by June - 2023.

Month	Deliverables	Duration	Mode
1	OCIL Level 4 Success Self Awareness Learning Agility Influence Communication	2 Days	Classroom Training (Off Site)
2	Managing Conflict & Emotional Intelligence Information Intelligence Critical Decision Making Performance & Reinforcement Session - 1	3 Day 1 Hour	Classroom Training (Off Site) On Site
3	Problems to Possibilities Strategic Thinking & Planning Problem Solving & Decision Making Customer Value Proposition	3 Day	Classroom Training (Off Site)
4	Culture of Accountability & Effective Feedback Learning & Reinforcement Session - 2	1 Day 1 Hour	Classroom Training (Off Site) On Site
4/5	Leadership from the Front Project Management Building Trust & Relationship Team Handling & Team Microcosm	1 Day	Classroom Training (Off Site)
6	Change Management & Manager as a Coach Advanced Project Through Change Achieving Goals through Knowledge	3 Day	Classroom Training (Off Site)
6/7	Performance & Reinforcement Session - 3 Final Training Self-Assessment & Final Presentation to Management	1 Day 1 Hour	On Site

We would soon be announcing the date of commencement of this program along with the venue details for Classroom training along with names of participants of the first batch.

Watch out this space for more details.

Team HR - Group Landmark

# Landmark's Path to Marketing Excellence

Within the walls of Landmark, an accomplished in-house marketing team skillfully blends strategy and creativity to establish profound connections with their intended audience. Employing a blend of research, data analysis, and inventive campaigns, they fashion messages that resonate deeply with patrons and potential clients. Their dedication to staying attuned to trends, adapting to evolving consumer behaviours, and fostering unwavering brand loyalty lays the foundation for their marketing triumphs. Harnessing the potential of digital platforms, social media, and narrative crafting, they build genuine, enduring relationships that grant them a competitive advantage in the bustling business landscape.





## Landmark's Marketing Objectives

Landmark sets its sights on prioritising the customer at the heart of all initiatives. This entails ensuring customer contentment with products, tailoring messages to customer preferences, and sustaining ongoing interest in their offerings. Simultaneously, the Company strives to both retain current customers' loyalty and attract fresh ones. This multifaceted approach involves constructing a robust brand identity reflective of its principles, actively listening to customer feedback, and maintaining an ongoing commitment to improvement.





## Innovative Campaigns that Command Attention

The adeptness with which Landmark approaches creative campaigns is integral to their prosperity. Consider the case of 'Landmark 2 Landmark', where emotive narratives, arresting visuals, and memorable slogans captivated audiences and forged emotional ties. Similarly, 'Vintage Visions' tapped into nostalgia, spotlighting classic automobiles and tapping into people's affection for the past. These campaigns etched Landmark into people's memories and set it apart within the market.



## Engaging with the Customer Base

Landmark recognises the paramount significance of communicating with its customers in manners that resonate. With an array of channels including social media, emails, and chat, they ensure accessibility and prompt responsiveness. Supplemented by engaging events strategically timed to draw footfall, Landmark fortifies customer allegiance, fostering sustained success.





## Cultivating a Resolute Brand Image

The cultivation of brand recognition and trust is a linchpin of Landmark endeavours. The Company's goal is to craft a brand identity aligned with customer values, effectively differentiating itself within the competitive landscape. By demonstrating an astute understanding of customer needs and values, Landmark ensures its brand is indelibly etched in the minds of its customers.

At Landmark, the pursuit is not merely of adequacy, but of true marketing excellence. Through the melding of creativity, customer-centric principles, and astute strategies, the Company continues to flourish in the ever-changing realm of modern business.



# Landmark's Story of Sustainable Practices

Landmark firmly uphold its commitment to preserving the environment. This philosophy is deeply ingrained in the Company's values and guides its environmental initiatives.

Since 2016, Landmark has launched the 'Green Initiative' to conserve flora and fauna, promote biodiversity, offset carbon emissions, prevent soil erosion, improve water retention, and generate local employment. This reflects the Company's holistic approach towards sustainable development and its active role in building a better future.

## Saplings Planted

**26,000**

Kheda, Gujarat

**31,127**

Hathijan, Gujarat

**440**

Harda, Madhya Pradesh

**6,176** Work-Days

Jobs Created through These Initiatives

**9,88,400** Kg

Estimated Offset of Carbon Emissions

## Contributing to Mission Million Trees

Under Landmark's 'Green Initiative Mission Million Trees', the Company collaborated with Drishti Foundation to plant over 1,00,000 saplings across Gujarat and Madhya Pradesh. This ambitious project will help create 'lungs' for future generations, while also generating livelihoods through sapling nurturing.



## Bringing Critical Care Within Reach

In collaboration with Rotary Delhi South End, Landmark has established pediatric dialysis centres aimed at serving children from disadvantaged backgrounds. In the initial operational month, these centres successfully administered 60 dialysis procedures for a Group of nine children.



## Channelising Rainwater for All

In alignment with the 'Catch the Rain' campaign, Landmark has provided support to Drishti's initiatives focussed on deepening and desilting ponds ahead of the monsoon season. This proactive approach enhances groundwater recharge and simultaneously promotes sustainable agricultural practices.



## Upskilling Youth through Industrial Training

To empower youth with industrial skills, Landmark has established Rotary Skill Development centres that deliver training to 500 students each year. Through facilitating their placement in renowned companies, the initiative creates sustainable livelihood opportunities for approximately 3,000-4,000 young individuals annually.



## Restoring Mehsana's Heritage

In partnership with the Drishti Foundation, Landmark has engaged in a Stepwell Rejuvenation project located in Mehsana, Gujarat. Through organised cleaning initiatives, the collaboration successfully eliminated waste and revitalised this significant historical water reservoir.



## A Legacy of Uplifting Communities

Such projects highlight Landmark commitment to environmental conservation, livelihood enablement, healthcare infrastructure support, and heritage restoration.

The Company's 2,500 employees also enthusiastically participate in CSR drives across India. Initiatives like blood donation camps, provision of nutritious meals and clothing to the underprivileged, and disaster relief outreach help build an inclusive society.

As Landmark completes its remarkable 25-year journey, the Company remains driven by ethics, social responsibility, and its foundational purpose of positively impacting communities. Landmark CSR efforts over the past two decades have enhanced the quality of life for thousands. The Company remains dedicated to scaling its social initiatives as it progresses into the future.

**Our Awards and Accolades**

# Landmark's Growth Exemplified by Awards and Accolades



**Best in Customer Services**  
Mercedes-Benz, Gujarat



**Highest Volume Achiever (3<sup>rd</sup> Year in a Row)**  
Landmark Honda, Gujarat



**Best Dealer in Innovation**  
Volkswagen Ahmedabad



**Top Dealer of the Year (West)**  
Group Landmark



Dealer of the Year  
Landmark Jeep, Mumbai



Top Volume Contributors  
Benchmark Motors, Mumbai/Punjab



**200+**  
Awards

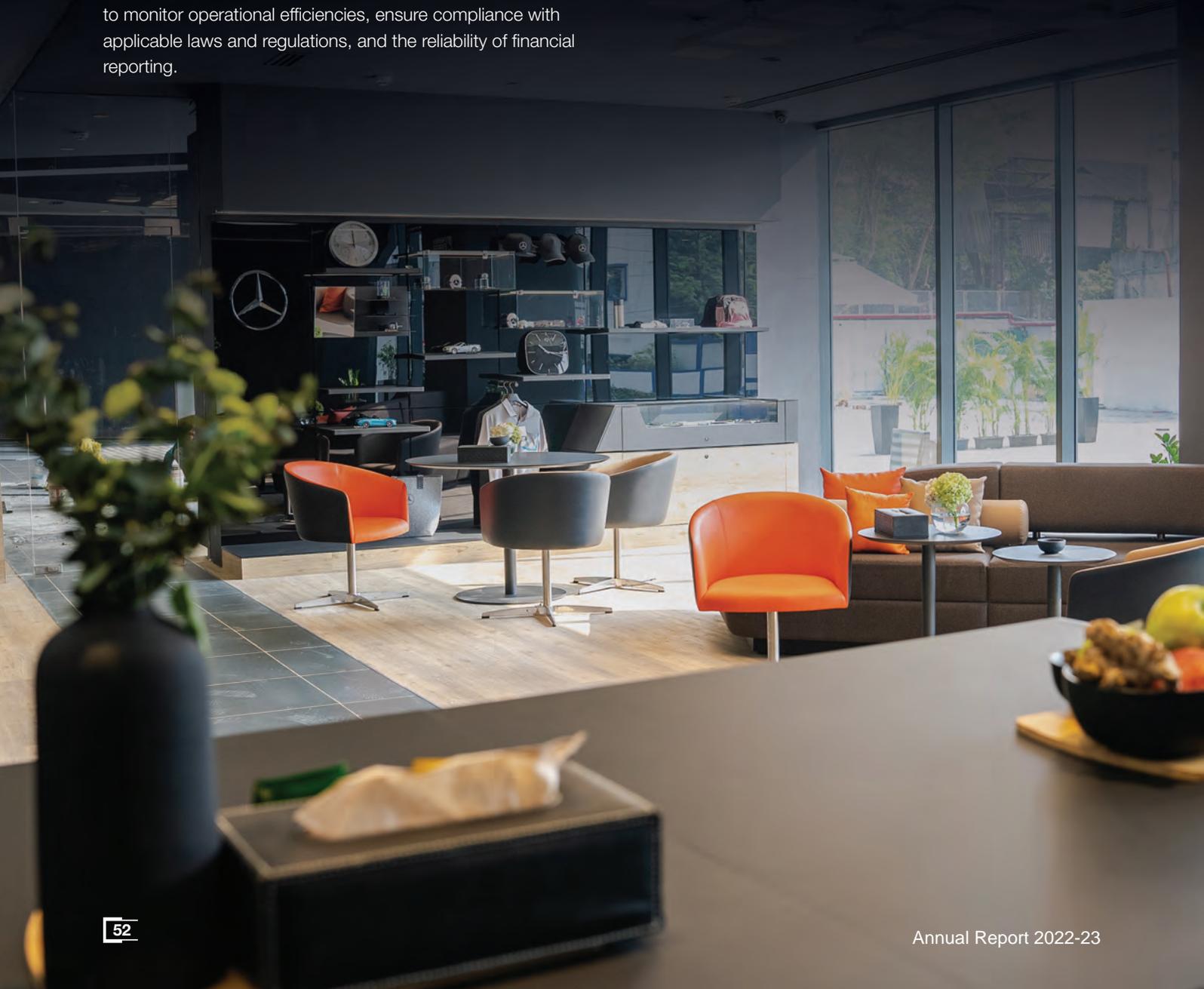
## Internal Control System and Audit

The Company and its Management have put in place strong internal control systems to ensure the accuracy of financial reporting and safeguard against potential losses or unauthorised use of assets. These controls facilitate efficient utilisation of the Company's resources and ensure proper authorisation, recording, and reporting of transactions to Management. The Company regularly enhances and tests its internal controls to ensure the effectiveness of Management and operating procedures, while adhering to accounting standards and guidelines for maintaining books of accounts and financial statement reporting.

To evaluate the effectiveness of internal controls, the Company appoints independent internal auditors to conduct risk-based audits throughout the year. The Audit Committee of the Board of Directors receives a summary of the auditors' findings, and necessary corrective actions are promptly taken. The internal control systems are designed to monitor operational efficiencies, ensure compliance with applicable laws and regulations, and the reliability of financial reporting.

## Forward-Looking Statement

The statement, forming a part of this Report, may contain certain 'forward-looking' remarks with the meaning of applicable Securities Law and Regulations. Many factors could cause the actual results, performances, or achievements of the Company to be materially different from any future results, performances, or achievements. Significant factors that could make a difference to the Company's operations include domestic and international economic conditions, changes in Government regulations, tax regime and other statutes.



# DIRECTORS' REPORT

To,

The Members,

**Landmark Cars Limited**

Your Directors are hereby presenting the 17<sup>th</sup> Directors' Report of the Company together with the Audited Statement of Accounts for the financial year ended March 31, 2023.

## 1. FINANCIAL STATEMENTS & RESULTS:

### Financial Results

The Company's financial performance during the year ended March 31, 2023 as compared to the previous financial year, is summarised as below:

Particulars	Amount (₹ in Millions)			
	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from operations	4,840.03	6,810.23	33,823.51	29,765.23
Other income	113.62	86.64	120.79	125.93
Profit before depreciation and amortisation, finance costs, exceptional items and tax	1,074.34	747.98	2,499.81	1,872.81
Less: Depreciation and amortisation	303.11	222.05	873.07	697.91
Profit before finance costs, exceptional items and tax	771.23	525.93	1,626.74	1,174.90
Less: Finance costs	86.67	60.07	510.96	352.16
Profit before exceptional items and tax	684.56	465.86	1,115.78	822.74
Less: Exceptional items	6.45	-	74.72	-
Profit before tax	678.11	465.86	1,041.06	822.74
Less: Tax expense	170.90	115.93	190.05	160.92
Profit for the year	507.21	349.93	851.01	661.82
Other comprehensive income/(loss), net of tax	(5.39)	5.89	(14.92)	7.62
Total Comprehensive income for the year	501.82	355.82	836.09	669.44
Attributable to:				
Non-controlling Interest	-	-	6.08	7.04
Owners of the Company	-	-	830.01	662.40
<b>Surplus in Statement of Profit and Loss brought forward</b>	<b>894.47</b>	<b>557.88</b>	<b>488.61</b>	<b>(154.55)</b>
Add: Profit for the year	507.21	349.93	844.94	654.84
Add: Transfer to retained earnings on options cancelled/exercised during the year	1.05	2.31	1.05	2.31
Less: Remeasurement loss of defined benefit plans for the year	0.35	1.91	1.69	0.25
Less: Payment of dividend	14.65	13.74	14.65	13.74
<b>Surplus in Statement of Profit and Loss</b>	<b>1,387.73</b>	<b>894.47</b>	<b>1318.26</b>	<b>488.61</b>

The Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023 forms part of the Annual Report. As per the provisions of Section 136 of the Companies Act, 2013, the Company has placed separate audited accounts of the Company and its Subsidiaries on its website: <https://www.grouplandmark.in/investor-relations/> and a copy of audited financial statements of its Subsidiaries will be provided to shareholders upon their request.

## DIRECTORS' REPORT (Contd.)

### 2. PERFORMANCE OF THE COMPANY

During the year under review, considering the standalone performance of the Company, the total \*proforma revenue from operations has increased to ₹ 15,180.46 Millions from ₹ 10,076.01 Millions. Whereas, the total reported revenue from operations has decreased to ₹ 4,840.03 Millions from ₹ 6,810.23 Millions. The Company earned a profit after tax of ₹ 507.21 Millions as compared to ₹ 349.93 Millions of previous year.

During the year under review, considering the consolidated performance of the Company, the total \*proforma revenue from operations has increased to ₹ 45,949.66 Millions from ₹ 33,691.34 Millions. Whereas, the reported total revenue from operations has increased to ₹ 33,823.51 Millions from ₹ 29,765.23 Millions. On Consolidated basis, the Company has earned the profit after tax of ₹ 851.01 Millions as compared to ₹ 661.82 Millions profit of the previous year.

The Indian auto market remains resilient after solid growth in the last 2 years. New model introduction are likely to drive the sales, while the Aftersales business continues to perform and grow. Going ahead the Company would also rely on Preowned car business to drive profitability and growth.

*\*Note: W.e.f. October 01, 2021, dealership agreement of the Landmark Cars Limited ("LCL") and Landmark Cars (East) Private Limited ("LCEPL") for sale of new cars with M/s. Mercedes-Benz India Private Limited ("MBIL") has materially changed and converted to an agency model whereby all new car sales are made directly to customers by MBIL. Under the agency agreement, customers now place orders through LCL and LCEPL directly to MBIL on which LCL and LCEPL earn commission on each sale of Mercedes-Benz cars. The proforma revenue from operations is sum of reported revenue from operations and value of cars sold under Mercedes-Benz agency model reduced by agency commission to enable a like for like comparison.*

### 3. DIVIDEND

The Board of Directors at their meeting held on May 30, 2023 have recommended final dividend of ₹ 2.25/- (or 45%) per share for the financial year ended March 31, 2023.

In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. The Company shall, accordingly, make the payment of the final Dividend after deduction of tax at source.

In accordance with Regulation 43A of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Board of Directors of the Company has voluntarily adopted a Dividend Policy ("Policy") which endeavours for fairness, consistency and sustainability while distributing profits to the shareholders. Dividend payout is in accordance with the Policy which is available on the website of the Company i.e. <https://www.grouplandmark.in/investor-relations>.

### 4. NATURE OF BUSINESS AND ANY CHANGES THEREIN

The Company continues to be engaged in luxury and premium automotive retail business in India with dealerships for Mercedes-Benz, Honda, Jeep, Volkswagen, BYD and Renault. The Company also have a commercial vehicle dealership with Ashok Leyland in India and has presence across the automotive retail value chain, including sales of new vehicles, after-sales service and repairs (including sales of spare parts, lubricants and accessories), sales of pre-owned passenger vehicles and facilitation of the sales of third-party financial and insurance products.

There has been no change in the nature of business of the Company during the year under review.

### 5. TRANSFER TO RESERVES

During the year under review, there was no amount transferred to any of the reserves by the Company.

### 6. UNPAID DIVIDEND & IEPF

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF; established by the Government of India, after completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

However, your Company did not have any funds lying unpaid or unclaimed for a period of seven years in Unpaid Dividend Account. Therefore, there were no funds which were required to be transferred to Investor Education and Protection fund (IEPF) and no amount is lying in Unpaid Dividend A/c of the Company.



## DIRECTORS' REPORT (Contd.)

**7. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The Company has been carrying on its operations through its wholly owned subsidiaries (WOS) and subsidiary companies as detailed below:

The Company has 8 (Eight) Subsidiaries carrying on business of 7 (Seven) brands which are stated as follows:

1. Landmark Automobiles Limited
2. Landmark Lifestyle Cars Private Limited
3. Automark Motors Private Limited
4. Landmark Cars (East) Private Limited
5. Benchmark Motors Private Limited
6. Watermark Cars Private Limited
7. Landmark Commercial Vehicles Private Limited
8. MotorOne India Private Limited

The performance and financial position / salient features of the financial statement of each of the subsidiaries, associates and joint venture companies for the year ended March 31, 2023 and also the details of companies which have become or ceased as subsidiary, associates and joint ventures, during the year under review, if applicable, is given in **Form AOC-1** and is attached and marked as **"ANNEXURE I"** and forms part of this Report.

The detailed policy for determining material subsidiaries as approved by the Board is uploaded on the Company's website and can be accessed at the Web-link:

<https://www.grouplandmark.in/investor-relations/>

Further, pursuant to the provisions of Section 136 of the Act, the standalone financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website <https://www.grouplandmark.in/investor-relations/>

**8. DEPOSITS**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

**9. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in **Form AOC-2** in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions and the policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company and the web link: <https://www.grouplandmark.in/investor-relations/>

**10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The operations of the Company are not energy intensive as it does not own any manufacturing facility. However, adequate measures for conservation of energy, usage of alternate sources of energy and investments for energy conservation, wherever required have been taken. The Company makes all the efforts towards conservation of energy, protection of environment and ensuring safety. The Company has not absorbed any technology.

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **"ANNEXURE II"** which forms part of this Report.

## DIRECTORS' REPORT (Contd.)

### 11. ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, the copy of Annual Return of the Company as on March 31, 2023 is placed on the website of the Company at the following web address: <https://www.grouplandmark.in/investor-relations/>

### 12. SHARE CAPITAL

During the year under review there was no change in the authorised capital of the Company. The existing share capital of the Company is as stated below: -

#### A. Authorised Share Capital

The Authorised Share Capital of the Company is ₹ 27,05,00,000 (Rupees Twenty-Seven Crores Five Lacs Only) comprising of 5,37,00,000 (Five Crores Thirty-Seven Lacs) Equity Shares of ₹ 5 each and 4,00,000 (Four Lacs) Preference Shares of ₹ 5 each.

#### B. Issued, Subscribed and Paid up Share Capital

During the year under review, the Company has allotted 29,66,498 Equity Shares of face value of ₹ 5/- each through the fresh issue during the Initial Public Offering of the Company and 32,628 Equity Shares of face value of ₹ 5/- each pursuant to the exercise of options by eligible employees under Landmark Cars Limited Employee Stock Option Scheme to the eligible grantees, pursuant to exercise of stock options granted thereunder.

Accordingly, the Issued, Subscribed and Paid-up Share Capital of the Company is ₹ 19,81,23,730 (Rupees Nineteen Crores Eighty One Lakhs Twenty Three Thousand Seven Hundred and Thirty Only) as at March 31, 2023 comprising of 3,96,24,746 Equity Shares of face value of ₹. 5/- each fully paid-up.

### 13. COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2

In terms of Section 118(10) of the Act, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) with respect to Meetings of Board of Directors and General Meetings and such systems were adequate and operating effectively.

### 14. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES

The details of Investments, Loans, Guarantees and Securities have been disclosed in the Financial Statements.

### 15. PROMOTERS

The Promoter Group holding in the Company as on March 31, 2023 was 55.18% of the Company's paid-up Equity Share Capital. The members may note that the shareholding and other details of Promoters has been provided in Annual Return.

### 16. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

### 17. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations have been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

The Company has a robust Internal Audit mechanism, conducted as per pre-approved calendar. Basis the audit, Internal Auditor periodically report on the Design deficiency and Operational inefficiency, if any, apart from recommending further improvement measures, to accomplish the Company objectives more efficiently. The observations and agreed action plans are presented quarterly, to the Audit Committee that reviews the adequacy of the controls implemented by the Management.

### 18. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### a) Board of Directors

The Board of Directors of Landmark Cars Limited is a balanced one with an optimum mix of Executive and Non-Executive Directors. They show active participation at the board and committee meetings, which enhances the transparency and adds value to their decision making. The Board of the Company is headed by Chairman. The Chairman takes the strategic decisions, frames the policy guidelines and extends wholehearted support to Executive Directors, business heads and associates.



## DIRECTORS' REPORT (Contd.)

The Board of Directors of the Company as on March 31, 2023 are as follows:

Name of the Director	Designation	DIN
Mr. Sanjay Karsandas Thakker	Chairman and Executive Director	00156093
Mr. Paras Dilip Somani	Executive Whole-time Director	02742256
Mr. Aryaman Sanjay Thakker	Executive Director	07625409
Mr. Manish Balkishan Chokhani	Independent Director	00204011
Mr. Akshay Tanna (resigned w.e.f. May 24, 2023)	Nominee Director of TPG Growth	02967021
Mr. Gautam Yogendra Trivedi	Independent Director	02647162
Mrs. Sucheta Nilesh Shah	Independent Director	00322403
Mr. Mahesh Pansukhlal Sarada	Independent Director	00023776

*None of the directors of the Company are disqualified under the provisions of the Act.*

**(i) Appointment**

Mr. Mahesh Pansukhlal Sarada was appointed as additional Independent Director of the Company on July 04, 2022 to hold office upto the date of next Annual General Meeting. The proposal for appointment of Mr. Mahesh Pansukhlal Sarada as an Independent Director of the Company was placed in the Annual General Meeting held on July 29, 2022 and the members appointed him as Independent Director by passing a Special Resolution.

**(ii) Resignation**

Mr. Ramakant Sharma, Independent Director, resigned from the directorship of the Company with effect from June 01, 2022.

**(iii) Retirement by Rotation**

In accordance with the provisions of the Act, none of the Independent Directors is liable to retire by rotation.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Aryaman Sanjay Thakker, Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The said Director is not disqualified from being re-appointed as a Director

of a Company as per the disclosure received from him pursuant to Section 164(1) and (2) of the Companies Act, 2013. The directors recommend his re-appointment.

**b) Key Managerial Personnel**

There is no change in the Key Managerial Personnel (KMP) during the year under review.

The Key Managerial Personnel (KMP) of the Company as on March 31, 2023 are as follows:

Name	Designation	Date of Original Appointment
Mr. Paras Dilip Somani	Executive Whole-time Director	July 01, 2006
Mr. Surendra Agarwal	Chief Financial Officer	May 09, 2018
Mr. Amol Arvind Raje	Company Secretary	February 01, 2021

**c) Declaration by Independent Directors**

In terms of Section 149 of the Act and other applicable regulations if any (i) Mr. Manish Chokhani (ii) Mr. Gautam Trivedi (iii) Mrs. Sucheta Shah (iv) Mr. Mahesh Sarada are the Independent Directors of the Company as on date of this report.

As required under Section 149(7) of the Companies Act, 2013, read with SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, the Independent Directors have given the necessary declaration that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and do not suffer from any disqualifications specified under the Act. Such declarations include the confirmation to the effect that the Independent Directors have included their names in the Database maintained by the Indian Institute of Corporate Affairs and they have paid the necessary fees for the said registration and shall renew the registration timely.

**d) Remuneration / Commission drawn from Holding / Subsidiary Company**

During the year under review, no director has drawn remuneration or commission from any subsidiary Company.

## DIRECTORS' REPORT (Contd.)

### e) Statement regarding opinion of the Board with regard to Integrity, Expertise and Experience (including the proficiency) of the Independent Directors appointed during the year

The Board of Directors have evaluated the Independent Directors appointed during the year 2022-23 and opined that the integrity, expertise and experience (including proficiency) of the Independent Directors is satisfactory.

## 19. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

### a) Board meetings

The Board of Directors met 6 (Six) times during the financial year ended March 31, 2023 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The details of the same are as mentioned under:-

Name of the Director	July 04, 2022	October 01, 2022	December 05, 2022	December 16, 2022	December 21, 2022	February 13, 2023
Mr. Sanjay Karsandas Thakker	✓	✓	✓	✓	✓	✓
Mr. Paras Dilip Somani	✓	✓	✓	✓	Absent	✓
Mr. Aryaman Sanjay Thakker	✓	✓	✓	✓	✓	✓
Mr. Manish Balkishan Chokhani	✓	✓	✓	Absent	✓	✓
Mr. Akshay Tanna	✓	✓	✓	✓	✓	✓
Mr. Gautam Yogendra Trivedi	✓	✓	✓	✓	✓	✓
Mrs. Sucheta Nilesh Shah	✓	✓	✓	✓	✓	✓
Mr. Mahesh Pansukhlal Sarda	NA	Absent	✓	✓	✓	✓

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

### b) Audit Committee

The Audit Committee is duly constituted in accordance with Section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time read with Regulation 18 of SEBI (LODR) Regulations 2015. It adheres to the terms of reference which is prepared in compliance with Section 177 of the Companies Act, 2013 read with SEBI (LODR) Regulations 2015.

#### The Audit Committee comprises of:

Mrs. Sucheta Nilesh Shah	Independent Director & Chairperson
Mr. Gautam Yogendra Trivedi	Independent Director & Member
Mr. Paras Dilip Somani	Executive Whole-time Director & Member

The Audit Committee met 4 (Four) times during the financial year ended March 31, 2023. The details of the same are as mentioned under:-

Name of the Director	July 04, 2022	October 01, 2022	December 21, 2022	February 13, 2023
Mrs. Sucheta Nilesh Shah	✓	✓	✓	✓
Mr. Gautam Yogendra Trivedi	✓	✓	✓	✓
Mr. Paras Dilip Somani	✓	✓	Absent	✓

The scope and terms of reference of the Audit Committee have been framed in accordance with the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee and no personnel have been denied access to the Audit Committee.



## DIRECTORS' REPORT (Contd.)

**c) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is constituted in accordance with Section 178 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 amended from time to time read with Regulation 19 of SEBI (LODR) Regulations 2015.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees. The Policy has been placed on the Website of the Company at <https://www.grouplandmark.in/wp-content/uploads/2022/12/Nomination-and-Remuneration-Policy.pdf>.

**The composition of the Committee was as under:**

Mr. Gautam Yogendra Trivedi	Independent Director & Chairperson
Mrs. Sucheta Nilesh Shah	Independent Director & Member
Mr. Akshay Tanna	Nominee Director & Member

The Nomination & Remuneration Committee met 3 (Three) times during the financial year ended March 31, 2023. The details of the same are as mentioned under: -

Name of the Director	May 16, 2022	July 04, 2022	December 05, 2022
Mr. Gautam Yogendra Trivedi	✓	✓	✓
Mrs. Sucheta Nilesh Shah	✓	✓	✓
Mr. Akshay Tanna	✓	✓	✓

**Pursuant to resignation of Mr. Akshay Tanna, the composition of the Committee is as under:**

Mr. Gautam Yogendra Trivedi	Independent Director & Chairperson
Mrs. Sucheta Nilesh Shah	Independent Director & Member
Mr. Mahesh Pansukhlal Sarda	Independent Director & Member

**d) Stakeholders Relationship Committee**

During the year under review, pursuant to Section 178 of the Companies Act, 2013 read with Regulation 20 of SEBI (LODR) Regulations 2015, the Board of Directors of the Company has constituted the Stakeholder's Relationship Committee, comprising of the following members:

Mr. Gautam Yogendra Trivedi	Independent Director & Chairperson
Mr. Mahesh Pansukhlal Sarda	Independent Director & Member
Mr. Aryaman Sanjay Thakker	Executive Director & Member

The scope and terms of reference of the Stakeholders Relationship Committee have been framed in accordance with the Act.

The Stakeholders Relationship Committee met 1(One) time on March 31, 2023 with the presence of all the members, during the financial year ended March 31, 2023.

During the year under review, the Company has resolved all the complaints received from the Shareholders. There was no complaint pending as on March 31, 2023.

**e) Risk Management Committee**

During the year under review, pursuant Regulation 21 of SEBI (LODR) Regulations 2015, the Board of Directors of the Company had constituted the Risk Management Committee, comprising of the following members:

Mr. Manish Balkishan Chokhani	Independent Director & Chairperson
Mr. Akshay Tanna	Nominee Director & Member
Mr. Surendra Agarwal	Chief Financial Officer & Member

## DIRECTORS' REPORT (Contd.)

The Risk Management Committee met 2 (Two) times during the financial year ended March 31, 2023. The details of the same are as mentioned under:

Name of the Director	December 21, 2022	March 30, 2023
Mr. Manish Balkishan Chokhani	✓	✓
Mr. Akshay Tanna	✓	✓
Mr. Surendra Agarwal	✓	✓

Pursuant to resignation of Mr. Akshay Tanna, the composition of the Committee is as under:

Mr. Manish Balkishan Chokhani	Independent Director & Chairperson
Mr. Mahesh Pansukhlal Sarda	Independent Director & Member
Mr. Surendra Agarwal	Chief Financial Officer & Member

### f) Independent Directors meeting

In Compliance with Clause VII of Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations 2015; the Independent Directors Meeting of the Company was held on February 13, 2023. Independent Directors Meeting considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Whenever any new Independent Director is appointed, he/she is made familiar to the business and its operations and also about his/her role and duties through presentations/programmes by Chairman, Executive Directors and Senior Management.

The Independent Directors present at the meeting held on February 13, 2023 were as follows:

Name of the Directors	Position	Status
Mr. Manish Balkishan Chokhani	Chairperson	Independent Director
Mr. Gautam Yogendra Trivedi	Member	Independent Director
Mrs. Sucheta Nilesh Shah	Member	Independent Director
Mr. Mahesh Pansukhlal Sarda	Member	Independent Director

### g) Vigil Mechanism

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, a Listed Company and every such class of companies as prescribed thereunder are required to frame a Vigil Mechanism to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimisation on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The Company has framed an appropriate Vigil mechanism policy and further re-affirms that the Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

The Whistle Blower Policy of the Company is also available on the website of the Company at the link: <https://www.grouplandmark.in/wp-content/uploads/2022/01/Vigil-Mechanism-Policy.pdf>

### h) Risk Management Policy

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and defined a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.



## DIRECTORS' REPORT (Contd.)

**i) Annual Evaluation of Directors, Committee and Board**

The Board has carried out an annual performance evaluation of its own performance, and of the Directors individually, as well as the evaluation of all the committees i.e., Audit, Nomination and Remuneration, Stakeholders Relationship, Risk Management Committee and other Committees of Board of Directors.

The Board adopted a formal evaluation mechanism for evaluating its performance and as well as that of its committees and individual directors, including the Chairman of the Board. The exercise was carried out by feedback survey from each Directors covering Board functioning such as composition of Board and its Committees, experience and competencies, governance issues etc. Separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board who were evaluated on parameters such as attendance, contribution at the meeting etc.

The various criteria considered for evaluation of Executive Directors included qualification, experience, knowledge, commitment, integrity, leadership, engagement, transparency, analysis, decision making, governance etc. The Board commended the valuable contributions and the guidance provided by each Director in achieving the desired levels of growth. This is in addition to evaluation of Non-Independent Directors and the Board as a whole by the Independent Directors in their separate meeting being held every year.

**j) Management Discussion & Analysis**

Report on Management Discussion & Analysis is appended as a separate section to this Annual Report.

**20. CORPORATE SOCIAL RESPONSIBILITY**

As per the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee consisting of following members:

Mr. Aryaman Sanjay Thakker	Executive Director & Chairperson
Mr. Mahesh Pansukhlal Sarda	Independent Director & Member
Mr. Paras Dilip Somani	Executive Whole-time Director & Member

The Board of Directors of the Company has approved CSR Policy based on the recommendation of the CSR Committee.

The CSR Policy of the Company is available on the Company's web-site and can be accessed in the link provided herein below:

<https://www.grouplandmark.in/wp-content/uploads/2022/02/CSR-Policy-LCL.pdf>

The CSR Committee met once during the financial year ended March 31, 2023 on March 27, 2023.

The Company has initiated activities in accordance with the said Policy, the details of which have been mentioned in "ANNEXURE III" which forms part of this Report

**21. AUDITORS AND REPORTS**

The matters related to Auditors and their Reports are as under:

**a. STATUTORY AUDITOR & AUDIT REPORT FOR THE YEAR ENDED MARCH 31, 2023**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Shareholders at their 13th Annual General Meeting had approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Firm Registration No.: 117365W, to act as the statutory auditor of the Company for the term of 5 (Five) consecutive years period commencing from financial year 2019-20 and who shall hold office from the conclusion of 13th Annual General Meeting till the conclusion of 18th Annual General Meeting to be held for the financial year 2023-24.

The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer requiring explanation.

**b. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED MARCH 31, 2023**

Provisions of Section 204 and Section 134(3) of the Companies Act, 2013 read with Regulation 24A of SEBI (LODR) Regulations, 2015, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. The Board has appointed M/s Ravi Kapoor & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the financial year 2022-23.

## DIRECTORS' REPORT (Contd.)

The Secretarial Audit Report issued by M/s Ravi Kapoor & Associates, Practicing Company Secretaries, in **Form MR-3** for the financial year 2022-23, forms part of the Directors' Report as "**ANNEXURE IV**".

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer requiring explanation.

### c. INTERNAL AUDITOR

M/s Ernst & Young LLP, Chartered Accountants were appointed as the Internal Auditor of the Company for the financial year 2022-23 based on the recommendation of the Audit Committee of the Company.

### d. MAINTENANCE OF COST RECORDS

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

### e. REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143(12)

There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143(12) of the Act read with Companies (Accounts) Rules, 2014.

## 22. INSURANCE

All the insurable interests of the Company including properties, equipment, stocks etc. are adequately insured.

## 23. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

### a. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

### b. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended

March 31, 2023, the Board of Directors hereby confirms that:

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. Such accounting policies have been selected and applied consistently and the Directors 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 as at March 31, 2023 and of the Profit of the Company for that year;
- iii. Proper and sufficient care was taken 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 annual accounts of the Company have been prepared on a going concern basis;
- v. Internal financial controls were followed by the Company and such internal financial controls are adequate and are operating effectively; and
- vi. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

### c. CORPORATE GOVERNANCE

Our Company believes that sound practices of good Corporate Governance, Transparency, Accountability, and Responsibility are the fundamental guiding principles for all decisions, transactions, and policy matters of the Company. A Report on Corporate Governance, along with a certificate from the Secretarial Auditor of the Company regarding compliance of conditions of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "LODR Regulations") forms part of Annual Report.

### d. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read



## DIRECTORS' REPORT (Contd.)

with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.

**e. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.

**f. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013**

Our Company has implemented an Employees Stock Options Scheme (ESOP) for permanent employees. The Company obtained in principle approvals from the Stock Exchanges to issue equity shares through the ESOP scheme.

The Company has received a certificate from M/s Ravi Kapoor & Associates, Practicing Company Secretaries, Ahmedabad, who serves as the Secretarial Auditor of the Company.

The certificate certifies that the LCL Employees Stock Option Scheme 2018 is implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and the resolutions passed by the members. This certificate is available for inspection by members in electronic mode.

The disclosures in accordance with Part F of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, have been given at the following web address: <https://www.grouplandmark.in/investor-relations/>

**g. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

**h. POLICY ON SEXUAL HARASSMENT AT WORKPLACE**

The Company has established an Internal Complaints Committee as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company is committed to create and maintain an atmosphere in which employees can work together without fear of sexual harassment and exploitation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and the Company. During the year under review, there were no complaints received of any sexual harassment at work place.

**i. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

The disclosures as per Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been marked as "ANNEXURE V"

**j. LOANS FROM DIRECTORS**

During the financial year under review, the Company has borrowed the following amount(s) from Directors and the respective director has given a declaration in writing to the Company to the effect that the amount is being given by him out of his own funds. Accordingly, the following amount is excluded from the definition of Deposit as per Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014: -

₹ in Millions			
Name of Director	Loan taken	Loan refunded	Balance at the end of the year
Mr. Sanjay Thakker	153.70	156.30	Nil
Mr. Aryaman Thakker	6.71	23.01	Nil

DIRECTORS' REPORT (Contd.)

**k. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

The Business Responsibility and Sustainability Report for the year ended March 31, 2023 as stipulated under Regulation 34 of the Listing Regulations has been marked as "ANNEXURE VI".

**24. DISCLOSURE OF PROCEEDINGS PENDING OR APPLICATION MADE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

No application was filed for corporate insolvency resolution process, by a financial or operational creditor or by the Company itself under the IBC before the NCLT.

**25. DISCLOSURE OF REASON FOR DIFFERENCE BETWEEN VALUATION DONE AT THE TIME OF TAKING LOAN FROM BANK AND AT THE TIME OF ONE TIME SETTLEMENT**

There was no instance of onetime settlement with any Bank or Financial Institution.

**26. ACKNOWLEDGEMENTS AND APPRECIATION**

Your directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

**For and on behalf of the Board**  
**Landmark Cars Limited**

**SD/-**  
**Sanjay Thakker**  
Chairman and  
Executive Director  
DIN: 00156093

**SD/-**  
**Paras Somani**  
Executive Whole-time  
Director  
DIN: 02742256

**Date: August 12, 2023**  
**Place: Mumbai**

**ANNEXURE – I****FORM AOC 1**

Statement Containing Salient Features Of The Financial Statement Of Subsidiaries/Associate Companies/Joint Ventures Pursuant to First Proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014.

**PART A: SUBSIDIARY COMPANIES**

₹ in Millions

Sl. No	Particulars	(WoS 1)	(WoS 2)	(Wos 3)	(SC 4)	(WoS 5)	(WoS 6)	(WoS 7)	(WoS 8)
1	Name of the Subsidiary	Landmark Lifestyle Cars Private Limited.	Benchmark Motors Private Limited.	Watermark Cars Private Limited.	Landmark Cars (East) Private Limited.	Landmark Automobiles Limited.	Automark Motors Private Limited.	Landmark Commercial Vehicles Private Limited.	MotorOne India Private Limited.
	Date when the Subsidiary was incorporated or acquired	October 19, 2015	October 14, 2016	November 16, 2016	January 10, 2013	March 06, 2018	March 23, 2018	April 24, 2018	June 16, 2022
	Reporting Period	April 01, 2022 to March 31, 2023							
2	Share Capital	110.00	160.00	10.00	10.00	10.00	10.00	60.00	2.50
3	Reserve & Surplus	491.96	(5,933.30)	(87.62)	102.18	755.08	497.54	144.04	0.49
4	Total Assets	2,438.20	737.40	694.82	947.32	1,411.28	1857.76	603.90	63.19
5	Total Liabilities	2,279.01	1,170.73	772.44	835.14	646.20	1,350.22	399.86	60.20
6	Investments	-	-	-	-	-	-	-	-
7	Turnover	9,176.23	2,840.59	1,163.38	799.86	5,230.42	5255.23	5,137.95	42.65
8	Profit before Taxation	122.68	(149.27)	43.22	49.55	248.93	19.91	50.70	0.75
9	Provision for Taxation	(30.91)	29.77	16.45	(13.88)	(63.85)	(5.01)	16.83	(0.19)
10	Profit After Taxation	91.77	(119.50)	58.77	35.67	185.08	14.90	67.52	0.56
11	Proposed Dividend	-	-	-	3.00	60.00	-	-	-
12	% of shareholding	100.00	100.00	100.00	83.00	100.00	100.00	100.00	100.0

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL

**PART B: ASSOCIATES AND JOINT VENTURES**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	Name 1	Name 2	Name 3
1. Latest audited Balance Sheet Date			
2. Share of Associate / Joint Venutres held by the Company on the year end No.			
Amount of investment in Associates/Joint venture			
Extend of Holding %			
3. Description of how there is significant influence			NIL
4. Reason why the associate / Joint venture is not consolidated			
5. Networth attributable to Shareholding as per latest audited Balance Sheet			
6. Profit/Loss for the year			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

On behalf of the Board of Directors  
For Landmark Cars Limited

**Sanjay Thakker**  
Chairman & Executive Director  
DIN: 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN: 02742256

Place: Mumbai  
Date: August 12, 2023

## ANNEXURE-II

**DISCLOSURE PURSUANT TO SECTION 134(3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014.**

**(A) Conservation of energy:**

Steps taken or impact on conservation of energy	<ul style="list-style-type: none"> <li>The Company has been working effectively for the conservation of all types of energies used across all locations of the Company.</li> <li>The Company is using LED lighting system, to ensure that consumption of energy is at minimal levels in the operations.</li> </ul>
Steps taken by the Company for utilising alternate sources of energy	<ul style="list-style-type: none"> <li>The Company has not taken any steps for alternative source of energy.</li> </ul>
Capital investment on energy conservation equipment	<ul style="list-style-type: none"> <li>The Company has installed requisite Energy Management System to save energy.</li> </ul>

**(B) Technology absorption:**

Efforts made towards technology absorption	Not applicable
Benefits derived like product improvement, cost reduction, product development or import substitution	
Details of technology imported	
Year of import	
Whether the technology has been fully Absorbed	
If not fully absorbed, areas where absorption has not taken place, and the Reasons thereof	
Expenditure incurred on research and Development	

**(C) Foreign exchange earnings and Outgo:**

	(₹ in Millions)
	<b>April 01, 2022 to March 31, 2023 [Current F.Y.]</b>
Actual Foreign Exchange earnings	-
Actual Foreign Exchange outgo	8.55

**On behalf of the Board of Directors  
For Landmark Cars Limited**

**Place: Mumbai  
Date: August 12, 2023**

**Sanjay Thakker**  
Chairman & Executive Director  
DIN: 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN: 02742256

## ANNEXURE-III

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 read with Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. **A brief outline of the Company's CSR Policy:** The focus areas of the Company's CSR activities will be Environmental Sustainability, and such other activities as CSR Committee or Board may consider being appropriate. The CSR policy of the Company is available on the Company's website.

2. **Composition of CSR Committee:**

The CSR Committee comprises of following members:

Sl. No.	Name of Director	Nature of Directorship	Meetings of CSR Committee during the year	
			No. of meetings held	No. of meetings attended
1.	Mr. Aryaman Thakker	Executive Director	1	1
2.	Mr. Paras Somani	Executive Whole Time Director	1	0
3.	Mr. Mahesh Sarda	Independent Director	1	1

3. **Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed:** <https://www.grouplandmark.in/wp-content/uploads/2022/02/CSR-Policy-LCL.pdf>

4. **Details of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:** Not Applicable

5. **Details of the amount available for set-off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any:**

(₹ in Millions)

Sl. No.	Financial Year	Amount available for set-off from preceding financial years	Amount required to be set-off for the financial year, if any
NIL			

6. **Average Net Profit of the Company as per Section 135(5):** ₹ 228.47 Millions

7. **CSR obligation:**

(₹ in Millions)

Sl. No.	Particulars	Amount
a.	Two percent of average net profit of the Company as per Section 135(5)	4.57
b.	Surplus arising out of the CSR projects or programs or activities of the previous financial years	-
c.	Amount required to be set-off for the financial year, if any	-
d.	Total CSR obligation for the financial year (a+b-c)	4.57

8. **a. Details of CSR spent or unspent during the financial year:**

(₹ in Millions)

Total amount spent for the financial year	Amount unspent				
	Total amount transferred to the Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per the second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
4.57	0	0	0	0	0

**ANNEXURE-III (Contd.)**
**b. Details of CSR amount spent against ongoing projects for the financial year:**

(₹ in Millions)

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No)	Location of the project		Project duration	Amount allocated for the project	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR No.
-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>												

**c. Details of CSR amount spent against other than ongoing projects for the financial year:**

(₹ in Millions)

Sl. No.	Name of the Project/ Programme	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the Project		Amount spent for the project	Mode of Implementation Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District			Name	CSR No.
1	Plantation and/or Social Maintenance Cleaning activities	Ensuring environmental sustainability, ecological balance, protection of agroforestry and maintaining quality of soil, air and water	Yes	Gujarat Delhi	Ahmedabad NCR	2.07	Yes	Drishti Foundation	CSR00000999
2	Education, Rural development	Education, Rural development, Feed to needy people Women empowerment, Health Environment programs	Yes	Gujarat	Ahmedabad	2.50	Yes	Arya Foundation	CSR00032202
<b>Total</b>						<b>4.57</b>			

**d. Amount spent in Administrative Overheads: Nil**
**e. Amount spent on Impact Assessment, if applicable: Not Applicable**
**f. Total amount spent for the Financial Year (b+c+d): ₹ 4.57 Millions**
**e. Excess amount for set off, if any**

(₹ in Millions)

Sl No.	Particulars	Amount
i.	Two percent of average net profit of the Company as per section 135(5)	4.57
ii.	Total amount spent for the Financial Year	4.57
iii.	Excess amount spent for the financial year [(ii)-(i)]	-
iv.	Surplus arising out of the CSR projects or programme's or activities of the previous financial years, if any	-
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	-



## ANNEXURE-III (Contd.)

## 9. a. Details of the unspent CSR amount for the preceding three financial years:

(₹ in Millions)

Sl. No.	Preceding financial year	Amount transferred to the Unspent CSR Account under Section 135(6)	Amount spent in the reporting financial year	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of Transfer	
NIL							

## b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl No.	Project ID	Name of Project	Financial year in which the project was commenced	Project duration	Total amount allocated for the project	Amount spent on the project in the reporting financial year	Cumulative amount spent at the end of reporting financial year	Status of the project - completed/ ongoing
NIL								

## 10. Details relating to the creation or acquisition of capital asset through CSR spent in the financial year:

Sl. No.	Particulars	Name of Asset
1.	Date of creation or acquisition of the capital asset(s)	-
2.	Amount of CSR spent for creation or acquisition of the capital asset	-
3.	Details of the entity or public authority or beneficiary under whose name such capital asset(s) is/are registered, their address, etc.	-
4.	Details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	-

## 11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

On behalf of the Board of Directors  
For Landmark Cars Limited

Sanjay Thakker

Chairman & Executive Director  
DIN: 00156093

Paras Somani

Executive Whole-time Director  
DIN: 02742256

Aryaman Thakker

Executive Director & Chairman of CSR Committee  
DIN: 07625409

Place: Mumbai

Date: August 12, 2023

# ANNEXURE-IV

**FORM MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**LANDMARK CARS LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Landmark Cars Limited** (herein after referred to as "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have verified the soft copies of records maintained by the Company. Based on our online verification of the 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 authorised representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 generally 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Landmark Cars Limited ("the Company") for the financial year ended on March 31, 2023 and verified the provisions of the following acts, regulations and also their applicability as far as the Company is concerned during the period under Audit:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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) Regulation, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) Securities And Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021; (During the year these Regulations were not applicable)
  - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and- (During the year these Regulations were not applicable)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - (During the year these Regulations were not applicable)

We have also examined compliance with applicable clauses of the following

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



## ANNEXURE-IV (Contd.)

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

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Changes took place in the composition of the Board of Directors of the Company during the period under review and the same were carried out as per the provisions of Companies Act, 2013.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

**We 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.

**We further report that** during the audit period of the Company, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For Ravi Kapoor & Associates****Ravi Kapoor**

Company Secretary in Practice

FCS No. 2587

C P No.: 2407

**Date: August 12, 2023****Place: Ahmedabad**

UDIN: F002587E000795302

This report is to be read with our letter of even date which is annexed as Annexure – A and forms an integral part of this report.

ANNEXURE – IV (Contd.)

**Annexure-A**

To,  
The Members,  
**Landmark Cars Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Ravi Kapoor & Associates**

**Ravi Kapoor**

Company Secretary in Practice

FCS No. 2587

C P No.: 2407

UDIN: F002587E000795302

**Date: August 12, 2023**

**Place: Ahmedabad**

## ANNEXURE V

### Disclosure under Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- I. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2022-23 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during FY 2022-23 are as under:

Sr. No.	Name	Designation	Ratio of remuneration of Director to median remuneration of employees	% Increase in remuneration for financial year 2022-23
1	Sanjay Karsandas Thakker	Chairman & Executive Director	39	12%
2	Paras Dilip Somani	Executive Whole-time Director	29	12%
3	Aryaman Sanjay Thakker	Executive Director	19	10%
4	Manish Balkishan Chokhani <sup>1</sup>	Independent Director	1	59%
5	Sucheta Nilesh Shah <sup>1</sup>	Independent Director	2	85%
6	Gautam Yogendra Trivedi <sup>1</sup>	Independent Director	2	81%
7	Mahesh Pansukhlal Sarada <sup>1</sup>	Independent Director	1	Not Comparable <sup>2</sup>
8	Surendra Agarwal	Chief Financial Officer	Not applicable	12%
9	Amol Arvind Raje	Company Secretary	Not applicable	10%

**Note:** 1. The remuneration to the Independent Directors only include the sitting fees paid to them.

2. Mahesh Pansukhlal Sarada was appointed as a Director on July 04, 2022.

- II. The median remuneration of employees during the financial year was ₹ 4,29,556/- p.a. (For calculating the median remuneration of employees, only the remuneration paid to employees who have served throughout the financial year 2022-23 has been considered.)
- III. There were 790 permanent employees on the rolls of the Company as on March 31, 2023.
- IV. In the financial year there was an increase of 10.24% in the median remuneration.
- V. Average increase made in the salaries of employees other than the managerial personnel in the financial year 2022-23 was 7.56% and average increase in the managerial remuneration w.r.t the managerial personnel for the financial year 2022-23 was 9.10%
- VI. It is hereby affirmed that the remuneration is paid as per the remuneration policy of the company.
- VII. Rules 5(2) and 5(3): The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of the Annual Report. Having reference to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members at the Registered Office of the Company during its working hours up to the date of ensuing Annual General Meeting. Further, any member interested in obtaining such information may obtain it by writing to the Company Secretary at companysecretary@landmarkindia.net.

SD/-  
Sanjay Thakker  
Chairman & Executive Director  
DIN: 00156093

SD/-  
Paras Somani  
Executive Whole-time Director  
DIN: 02742256

Date: August 12, 2023  
Place: Mumbai

## **LANDMARK CARS LIMITED BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

### **About us:**

Landmark Cars Limited operates into automotive retail business in India as the authorized dealer for Mercedes-Benz passenger cars in the states of Gujarat, Madhya Pradesh, and Mumbai (Thane and Kandivali).

Embracing a multifaceted approach, we thrive in various domains, encompassing:

- i. Exclusive representation as an authorized agent, devoted to the sales of the prestigious “Mercedes-Benz” brand, symbolizing luxury and excellence.
- ii. A well-established network of workshops and garages, dedicated to the meticulous repair and servicing of automobiles, ensuring peak performance and utmost satisfaction for valued customers.
- iii. Holding the mantle of a direct selling agency and marketing agency, acting on behalf of prominent institutions such as banks and non-banking financial companies. This esteemed role entails the promotion of their financing schemes, catering to the diverse needs of discerning customers.
- iv. Beyond automobiles, we showcase our versatility by offering a curated selection of accessories provided by the esteemed Mercedes-Benz India Private Limited augmenting the driving experience with a touch of elegance.
- v. Further strengthening our portfolio, the company engages in the insurance commission business, a vital connection to its ventures in automobile sales and repair, enhancing overall customer protection and peace of mind.

As a responsible corporate, we welcome the Business Responsibility & Sustainability Report as mandated by SEBI through its Listing Regulations and adopt it mandatorily.

In this report, the words – ‘Landmark Cars’, ‘We’, ‘Company’, ‘Our’, are used interchangeably to denote Landmark Cars Limited.

“Empower, Innovate, Elevate: Unleashing the Power of Our People!”



- Landmark Development Programme
- Landmark CUB Programme
- Glimpses - You Drive Us Appreciation Programme





**“Date with Merc”**

A special program where the Company wholeheartedly recognizes the remarkable efforts of its esteemed team members. As a token of appreciation, an enchanting full-day trip was organised exclusively for them and their beloved family members.





# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details of the Listed Entity

1.	Corporate Identity Number (CIN) of the Listed Entity	U50100GJ2006PLC058553
2.	Name of the Listed Entity	Landmark Cars Limited
3.	Year of Incorporation	2006
4.	Registered office address	Landmark House, Opp. AEC, Near Gurudwara, S.G Highway, Thaltej, Ahmedabad – 380059
5.	Corporate address	Landmark, 2nd Floor, Next to Mahindra Towers, Worli, Mumbai - 400018
6.	E-mail	companysecretary@landmarkindia.net
7.	Telephone	+91 79 6618 5555
8.	Website	<a href="https://www.grouplandmark.in/">https://www.grouplandmark.in/</a>
9.	Financial year for which reporting is being done	2022-23
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited National Stock Exchange of India Limited
11.	Paid-up Capital as on March 31, 2023	₹ 19,81,23,730

### 12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report –

Mr. Amol Raje

Company Secretary

Contact details: +91 22 6271 9040

E-mail: companysecretary@landmarkindia.net

### 13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). –

The disclosures under this report are made on a standalone basis, unless otherwise specified.

### II. PRODUCTS/SERVICES

#### 14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Trade	Retail Trading	100.00%

#### 15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/ Service	NIC Code	% of total turnover contributed
1	Wholesale and retail sale of new vehicles (passenger motor vehicles, ambulances, minibuses, jeeps, trucks, trailers and semi-trailers)	45101	32.9%
2	Wholesale and retail sale of used motor vehicles	45102	5.3%
3	Maintenance and repair of motor vehicles	45200	17.1%
4	Sale of motor vehicle parts and accessories	45300	44.7%

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	-	21	21*
International	-	-	-

\* Note: Number of offices denotes Company's outlets (8 showrooms and 13 workshops)

17. Markets served by the entity:

a. Number of locations

Location	Number
National (No. of States)	3
International (No. of Countries)	0

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Not applicable, as no exports were made during the current financial year.

c. A brief on types of customers

The Company takes pride in being a customer-centric B2C business, catering to a diverse range of clientele with an array of automotive needs. Customer satisfaction is our priority, and we are dedicated to enhancing their lifestyle with our wide array of offerings and unparalleled customer service.

IV. EMPLOYEES

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1	Permanent (D)	790	672	85.06%	118	14.94%
2	Other than Permanent (E)	NIL	NIL	NIL	NIL	NIL
3	<b>Total employees (D + E)</b>	<b>790</b>	<b>672</b>	<b>85.06%</b>	<b>118</b>	<b>14.94%</b>
<b>WORKERS</b>						
4	Permanent (F)	NIL	NIL	NIL	NIL	NIL
5	Other than Permanent (G)	NIL	NIL	NIL	NIL	NIL
6	<b>Total workers (F + G)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1	Permanent (D)	NIL	NIL	NIL	NIL	NIL
2	Other than Permanent (E)	NIL	NIL	NIL	NIL	NIL
3	<b>Total employees (D + E)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>DIFFERENTLY ABLED WORKERS</b>						
4	Permanent (F)	NIL	NIL	NIL	NIL	NIL
5	Other than Permanent (G)	NIL	NIL	NIL	NIL	NIL
6	<b>Total workers (F + G)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The Company does not have any differently abled employees or workers.



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## 19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14.00%
Key Managerial Personnel	3	0	0.00%

## 20. Turnover rate for permanent employees and workers

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	22.21%	50.00%	36.10%	19.19%	46.26%	32.72%	23.59%	62.96%	43.28%
Permanent Workers	Nil								

## V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

## 21. (a) Names of Holding / Subsidiary / Associate Companies / Joint Ventures

S. No.	Name of the Holding / Subsidiary / Associate Companies / Joint Ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Automark Motors Private Limited	Subsidiary	100%	No
2	Benchmark Motors Private Limited	Subsidiary	100%	No
3	Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited)	Subsidiary	100%	No
4	Landmark Commercial Vehicles Private Limited	Subsidiary	100%	No
5	Landmark Lifestyle Cars Private Limited	Subsidiary	100%	No
6	Landmark Cars (East) Private Limited	Subsidiary	83%	No
7	Watermark Cars Private Limited	Subsidiary	100%	No
8	Motorone India Private Limited (Formerly known as Landmark Pre-Owned Cars Private Limited)	Subsidiary	100%	No

## VI. CSR DETAILS

22. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: Yes  
(ii) Turnover (in ₹) – 4,840.03 Millions  
(iii) Net worth (in ₹) – 4,757.79 Millions

## VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

## 23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employees and workers	Yes, the Company has grievance redressal mechanism. The concerned person can be reach out to HR.	NIL	NIL	NIL	NIL	NIL	NIL

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Shareholders	Shareholders can lodge their grievance through <a href="mailto:companysecretary@landmarkindia.net">companysecretary@landmarkindia.net</a>	NIL	NIL	NIL	NIL	NIL	NIL
Investors (other than shareholders)	The Company has a grievance redressal mechanism in line with statutory mandates, wherein the relevant stakeholders can contact the concerned persons to have their grievances promptly resolved. Weblink: <a href="https://www.landmarkcarsmumbai.mercedes-benz.co.in/passengercars/about-us/contact/contact-form.html">https://www.landmarkcarsmumbai.mercedes-benz.co.in/passengercars/about-us/contact/contact-form.html</a>	37	NIL	Routine grievances	NIL	NIL	NIL
Communities		NIL	NIL	NIL	NIL	NIL	NIL
Customers		58	NIL	Routine grievances	122	NIL	Routine grievances
Value Chain Partners		NIL	NIL	NIL	NIL	NIL	NIL

**24. Overview of the entity's material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Energy Management	Risk	Entities in this industry require significant amount of energy for warehouses. An increasing number of greenhouse gas (GHG) emissions regulations and incentives for energy efficiency and renewable energy may result in price increases for conventional electricity sources while making alternative sources more cost-competitive.	Energy sourcing decisions can lead to trade-offs concerning energy supply costs and the operational reliability. As a result, overall energy efficiency and access to alternative energy sources are becoming increasingly vital for entities to manage effectively. Currently, we are at the initial stage of discussion with a select few vendors regarding the transition to renewable energy. The Company is actively engaged in talks with these vendors for the installation of rooftop solar panels.	Negative



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Employee Engagement, Diversity & Inclusion	Opportunity	The Company being into consumer-facing and relies on the ability to communicate effectively with customers during the sales process and adapt to changing consumer demands for products. As the populations of many developed markets undergo a massive demographic shift, entities in this industry can benefit. Since the Company maintains an equal opportunity at workplace policy, which enables them to adapt to the demographic shift and employ diverse staff capable of understanding the needs of various populations. This approach allows us to better cater to large segments of the society providing entity with a competitive advantage.	Not Applicable	Positive
3	Data Security	Risk	The Company's heavy reliance on digital platforms exposes us to potential disruptions or failures of technology due to various reasons such as software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, employee errors, misuse, power disruptions, and other causes. Such events could result in significant interruptions of the operations, leading to a corresponding loss of revenue and profits. Furthermore, they may pose risks like breaches of data security, loss of critical data, and the inadvertent release and misuse of sensitive information, ultimately impairing our overall business operations.	We are continually dedicated to fortifying our digital infrastructure through the implementation of robust technical safeguards and vigilant monitoring of both emerging and existing threats. Our primary focus remains on mitigating data security risks and ensuring that any potential impact on our operations is kept to a minimum. By proactively addressing these challenges, we strive to maintain a secure and resilient environment for our Company and its stakeholders.	Negative
4.	Restrictions imposed by OEMs	Risk	The Company is subject to the significant influence of, and restrictions imposed by OEMs pursuant to the terms of our dealership or agency agreements that may adversely impact our business, results of operations, financial condition and prospects, including our ability to expand into new territories and acquire additional dealerships.	We function as an authorized agent for Mercedes-Benz, and the substantial influence and limitations imposed by Original Equipment Manufacturers (OEMs) and vendors may have an impact on our business, financial condition, results of operations, and future prospects, thereby we are in continuous process to counter such risk.	Negative

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available:									
Web-links for the policies available:									
- <b>Dividend Policy:</b> Microsoft Word - LCL Dividend Policy v1 (grouplandmark.in) IP3, P4									
- <b>Stakeholder Relationship and Shareholder Policy:</b> Stakeholders-Relationship-and-Share-Transfer-Policy.pdf (grouplandmark.in) IP4									
- <b>Policy and procedure for dealing with Leak of UPSI:</b> Microsoft Word - Leak of UPSI Policy (grouplandmark.in)  P1									
- <b>Corporate Social Responsibility Policy:</b> CSR-Policy-LCL.pdf (grouplandmark.in)  P4, P8									
- <b>Nomination &amp; Remuneration Policy:</b> Nomination-and-Remuneration-Policy.pdf (grouplandmark.in)  P3, P4									
- <b>Archival Policy:</b> Microsoft Word - 9. Website-Archival-Policy (grouplandmark.in)  P1									
- <b>Policy on Related Party Transactions:</b> Related-Party-Transactions-Policy.pdf (grouplandmark.in)  P1, P4, P7									
- <b>Familiarization Program:</b> Microsoft Word - 1. Familiarization-Programme (grouplandmark.in)  P1									
- <b>Vigil Mechanism- Whistle Blower Policy:</b> Vigil-Mechanism-Policy.pdf (grouplandmark.in)  P1									
- <b>Website Content Archival Policy:</b> Microsoft Word - 9. Website-Archival-Policy (grouplandmark.in)  P1									
- <b>Performance Evaluation Policy:</b> Microsoft Word - 10. Policy-for-evaluation-of-performance-of-ID & Dire (grouplandmark.in)  P1, P4, P7									
- <b>Materiality Policy:</b> Microsoft Word - LCL Materiality Policy_v1 (grouplandmark.in)  P1									
- <b>Policy for Determining Material Subsidiary:</b> Microsoft Word - 6. Policy for determination of Materiality (grouplandmark.in)  P1									
Few of the company's policies form the part of HR manual accessible to all employees which covers all the Principles of NGRBC.									
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No	No	No	No	No	No	No	No	No
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Currently, the company has not acquired any certifications. However, the same are under plans to be acquired in the coming future.								

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)**

<b>Disclosure Questions</b>	<b>P 1</b>	<b>P 2</b>	<b>P 3</b>	<b>P 4</b>	<b>P 5</b>	<b>P 6</b>	<b>P 7</b>	<b>P 8</b>	<b>P 9</b>
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company strives to embark on its ESG (Environmental, Social, and Governance) journey by formulating a concrete, data-driven ESG strategy. Furthermore, it aims to communicate the advancements made in this journey with its essential stakeholders. This proactive approach demonstrates the Company's capacity to effectively handle risks, maintain profitability, and operate with a strong sense of responsibility.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.									

**Governance, Leadership and Oversight**
**7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements**

At Landmark Cars Limited, we are firmly committed to upholding ESG principles in our operations. As a responsible corporate entity, we recognize our critical role in safeguarding the environment, empowering communities, and maintaining strong governance.

For the Environment, we are planning to install rooftop solar panels to reduce our electricity consumption. Additionally, we are in talks with a few vendors and evaluating transition from conventional washing to steam washing, thereby conserving 70% of water across all locations.

On the Social front, we prioritize employee and stakeholder well-being and development. We foster an inclusive workplace with equal opportunities and invest in the professional growth and safety of our workforce.

Lastly Governance, transparency and accountability are paramount. We adhere to rigorous standards for compliance, ethical behavior, and prudent resource management.

Embracing ESG principles benefits not only our business but also ensures a sustainable and prosperous future for the environment, society, and all stakeholders

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Aryaman Sanjay Thakker Executive Director aryaman@landmarkindia.net								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	The company's Board of Directors are responsible for making decision on sustainability related issues.								

**10. Details of Review of NGRBCs by the Company:**

<b>Subject for Review</b>	<b>Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee</b>									<b>Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)</b>								
	<b>P 1</b>	<b>P 2</b>	<b>P 3</b>	<b>P 4</b>	<b>P 5</b>	<b>P 6</b>	<b>P 7</b>	<b>P 8</b>	<b>P 9</b>	<b>P 1</b>	<b>P 2</b>	<b>P 3</b>	<b>P 4</b>	<b>P 5</b>	<b>P 6</b>	<b>P 7</b>	<b>P 8</b>	<b>P 9</b>
Performance against above policies and follow up action	Yes									Annual								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	There have been no significant instances of material non-compliance reported. Operational issues are diligently addressed on an ongoing basis as soon as they are identified. Each functional head takes on the responsibility of monitoring and ensuring compliance with regulations relevant to their respective functions.									Quarterly/ Annually wherever applicable.								

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)**

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	<b>P 1</b>	<b>P 2</b>	<b>P 3</b>	<b>P 4</b>	<b>P 5</b>	<b>P 6</b>	<b>P 7</b>	<b>P 8</b>	<b>P 9</b>
	Apart from regular internal evaluations conducted at the Board and Committee levels, the Company seeks additional assurances and confidence in its policies and procedures through periodic audits conducted by external agencies. For the purpose of this report, a comprehensive assessment of the operationalization and effectiveness of the policies mentioned in this section has been carried out by Dhir and Dhir Associates, a reputed Law Firm. Their expertise and thorough examination contribute to the robustness of this evaluation.								

**12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:**

<b>Questions</b>	<b>P 1</b>	<b>P 2</b>	<b>P 3</b>	<b>P 4</b>	<b>P 5</b>	<b>P 6</b>	<b>P 7</b>	<b>P 8</b>	<b>P 9</b>
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

**Essential Indicators**

**1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

<b>Segment</b>	<b>Total Number of training and awareness programmes held</b>	<b>Topics/principles covered under the training and its impact</b>	<b>% age of persons in respective category covered by the awareness programmes</b>
Board of Directors	2	<ul style="list-style-type: none"> <li>• Overview about the Company and its businesses</li> <li>• Presentation on Sales &amp; After Sales business of the Company Industry / Market and Technology trends</li> <li>• Competition</li> <li>• Future outlook</li> <li>• Roles and Responsibilities of Independent Directors</li> </ul>	100%

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

Segment	Total Number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Key Managerial Personnel	5	<ul style="list-style-type: none"> <li>Program on Listing Regulations</li> <li>Insider Trading</li> <li>Related Party Transactions</li> <li>Secretarial standards</li> <li>Shareholder activism</li> </ul>	100%
Employees other than BoD and KMPs	233	<ul style="list-style-type: none"> <li>Leadership development program</li> <li>Product Training</li> <li>POSH</li> <li>Fire Training</li> </ul>	100%
Workers	NA	NA	NA

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	NIL	NIL	NIL	NIL	NIL
Settlement	NIL	NIL	NIL	NIL	NIL
Compounding Fee	NIL	NIL	NIL	NIL	NIL
Non-Monetary					
Imprisonment	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/ judicial institutions
NA, since no such instance occurred during the reporting period.	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has policies related to ethics, bribery, and corruption. Additionally, the company's Whistleblower policy establishes a mechanism through which employees and directors can report unethical behavior, suspected or actual fraud, and violations of the policies of Company. The Vigil Mechanism ensures adherence to standards of professionalism, honesty, integrity, and ethical behavior.

The Whistle Blower Policy/ Vigil Mechanism is uploaded on the Company's website:

Vigil-Mechanism-Policy.pdf (grouplandmark.in)

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)**

**5. Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

**6. Details of complaints with regard to conflict of interest:**

	<b>FY 2022-23</b>		<b>FY 2021-22</b>	
	<b>Number</b>	<b>Remarks</b>	<b>Number</b>	<b>Remarks</b>
Number of complaints received in relation to issues of conflict of interest of the Directors	NIL	NIL	NIL	NIL
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NIL	NIL	NIL

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

During the current reporting period, the Company has not incurred any penalties or fines from regulators. To ensure transparency, the company has implemented a proactive mechanism. At the start of each year, every director must disclose their interests in other entities to the company. If any business involves these interested entities, the concerned director abstains from discussions and approvals pertaining to the matter.

**Leadership Indicators**

**1. Awareness programs conducted for value chain partners on any of the Principles during the financial year:**

<b>Total number of awareness programs held</b>	<b>Topic/ principles covered under the training</b>	<b>% age of value chain partners covered (by value of business done with such partners) under the awareness programs</b>
Nil, since the Company currently do not arrange such programs nevertheless, we are in plans to undertake the same in forthcoming years.		

**2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

As an integral part of its code of conduct, the Company has implemented a policy to proactively address conflicts of interest. These conflicts may arise when the interests or benefits of an individual or entity clash with those of the Company. In such situations, the policy mandates individuals to disclose all pertinent facts and circumstances to the relevant authority for transparency and resolution.

**PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe**

**Essential Indicators**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>Details of improvements in the environmental and social impacts</b>
R&D	Considering the nature of activity involved, we currently do not have any R&D and Capex related investments.		
Capex			



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## 2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Although the Company currently lacks established protocols for sustainable sourcing, it is actively involved in formulating a Standard Operating Procedure (SOP) to ensure the adoption of sustainable sourcing practices.

## b. If yes, what percentage of inputs were sourced sustainably?

Not applicable, as the Company currently lacks quantifiable data for this aspect.

## 3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Given the nature of the business, this is not applicable.

## 4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Given the nature of the business, this is not applicable.

## Leadership Indicators

## 1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/ Service	% of total Turnover Contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link.
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At present, the Company does not conduct life cycle assessment; nevertheless, it has plans to undertake the same in forthcoming years.

## 2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product/ Service	Description of the risk/ concern	Action Taken
Not applicable, as no assessments were carried out during the reporting period.		

## 3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2022-23	FY 2021-22
	NIL	NIL

## 4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2022-23			FY 2021-22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	The company has not quantified its waste generation for the reporting year. However, it is working towards providing the relevant data in the upcoming years.					
E-waste						
Hazardous Waste						
Other waste						

## 5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
NIL	NIL

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)**
**PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**
**Essential Indicators**

## 1. a. Details of measures for the well-being of employees:

% of employees covered by											
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Employees</b>											
Male	672	NIL	NIL	672	100.00	NIL	NIL	NIL	NIL	NIL	NIL
Female	118	NIL	NIL	118	100.00	118	100.00	NIL	NIL	NIL	NIL
<b>Total</b>	<b>790</b>	<b>NIL</b>	<b>NIL</b>	<b>790</b>	<b>100.00</b>	<b>118</b>	<b>14.93</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Other than Permanent Employees</b>											
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

## b. Details of measures for the well-being of workers:

% of employees covered by											
	Total (A)	Health Insurance		Accident Insurance		Maternity Insurance		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Employees</b>											
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Other than Permanent Employees</b>											
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

## 2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	37.34	NIL	Yes	40.56	NIL	Yes
Gratuity	100.00	NIL	NA	100.00	NIL	NA
ESI	22.27	NIL	Yes	27.54	NIL	Yes

## 3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard

Yes, the company aims to promote a culture of diversity and inclusion for all in its workplace. To achieve this, the premises are equipped with lifts and ramps to ensure accessibility for differently-abled employees and workers, in accordance with the requirements of the Rights of Persons with Disabilities Act, 2016.

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company provides equal employment opportunities, disregarding caste, religion, race, nationality, disability, marital status, gender, sexual orientation, age, and other characteristics. The company strictly complies with equal employment opportunity policy as part of its code of conduct, ensuring dignity, and a harassment-free environment for employees.

## 5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL

## 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	NA, as the company do not have workers in place
Other than Permanent Workers	NA, as the company do not have workers in place
Permanent Employees	Yes, the Company has established an effective mechanism to address grievances. In case of any concerns, employees have the option to communicate their grievances by writing to the Human Resources department at their respective locations.
Other than Permanent Employees	NA, as the company do not have employees in place

## 7. Membership of employees and worker in Association(s) or Unions recognized by the listed entity:

Benefits	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	790	NIL	NIL	737	NIL	NIL
Male	672	NIL	NIL	641	NIL	NIL
Female	118	NIL	NIL	96	NIL	NIL
Total Permanent Worker	NIL	NIL	NIL	NIL	NIL	NIL
Male	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL

## 8. Details of training given to employees and workers:

	FY 2022-23					FY 2021-22				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Male</b>	672	672	100.00	672	100.00	641	641	100.00	641	100.00
<b>Female</b>	118	118	100.00	118	100.00	96	96	100.00	96	100.00
<b>Total</b>	<b>790</b>	<b>790</b>	<b>100.00</b>	<b>790</b>	<b>100.00</b>	<b>737</b>	<b>737</b>	<b>100.00</b>	<b>737</b>	<b>100.00</b>
<b>Workers</b>										
<b>Male</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Female</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)**
**9. Details of performance and career development reviews of employees and worker:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	672	672	100.00	641	641	100.00
Female	118	118	100.00	96	96	100.00
<b>Total</b>	<b>790</b>	<b>790</b>	<b>100.00</b>	<b>737</b>	<b>737</b>	<b>100.00</b>
<b>Workers</b>						
Male	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**10. Health and safety management system:**
**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

The Company prioritizes employee health and safety in its code of conduct. Comprehensive training and safety measures are provided to all employees, promoting good judgment for their welfare. These standards apply to company premises, offsite locations, business and social events, or any situation where the person represents the Company.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

As Company in the service industry, the company may not necessarily encounter work-related hazards, hence not applicable.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Since the Company operates in the service industry, work-related hazards are not involved. Nonetheless, the company still expects all employees to exercise good judgment to ensure the safety and welfare of themselves.

**d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Currently, the Company's employees do not have access to non-occupational medical and healthcare services. Nevertheless, there are plans in place to provide such services in the upcoming years. This proactive step reflects the Company's commitment to the well-being and welfare of its employees, enhancing their overall health and work-life balance in the future.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
	Workers	NIL	NIL
Total recordable work-related injuries	Employees	NIL	NIL
	Workers	NIL	NIL
No. of fatalities	Employees	NIL	NIL
	Workers	NIL	NIL
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL
	Workers	NIL	NIL



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

**12. Describe the measures taken by the entity to ensure a safe and healthy work place.**

The Company's code of conduct emphasizes the safety of people at the workplace as a primary concern. All employees are required to comply with relevant health and safety measures. Additionally, the company expects employees to exercise good judgment to ensure the safety and welfare of everyone, including officers, directors, agents, and contractors, fostering a cooperative, efficient, positive, harmonious, and productive work environment.

**13. Number of Complaints on the following made by employees and workers:**

Category	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL	NIL	NIL	NIL	NIL	NIL
Health & Safety	NIL	NIL	NIL	NIL	NIL	NIL

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	NIL
Working Conditions	NIL

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

Not applicable, since during the current reporting period, no significant risks or concerns were reported.

**Leadership Indicators****1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

The Company plans to offer this facility in the future to its employees.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Company ensures compliance with statutory regulations through the Software (LIS +) based system. Prior to on-boarding, vendors are required to register themselves by providing necessary details in the specified format, accompanied by essential documents such as Vendor PAN, GST, Cancelled Cheque, MSME Certificate, and e-Invoice Declaration. The organization proceeds with on-boarding based on these submitted details. The Company plans to establish a robust mechanism to ensure labour law compliance by the third party vendors.

**3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees / workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees	NIL	NIL	NIL	NIL
Workers	NIL	NIL	NIL	NIL

**4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

As of now, the Company does not provide such a facility to employees. However, it has plans to offer the same in near future.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

**5. Details on assessment of value chain partners:**

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Health and safety practices	Nil, the Company currently do not conduct such assessment, however as a general practice we ensure health & safety measures when the value chain partners are working on our site.
Working Conditions	

**6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

Not applicable, since during the reporting period no assessment was conducted.

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

**1. Describe the processes for identifying key stakeholder groups of the entity.**

The Company has recognized both its Internal and External stakeholders. At present, the stakeholders who significantly influence the company's operations and functioning comprise Employees, Shareholders, Customers, Vendors and Statutory Authorities.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

<b>Stakeholder Group</b>	<b>Whether identified as Vulnerable &amp; Marginalized Group (Yes/No)</b>	<b>Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)</b>	<b>Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)</b>	<b>Purpose and scope of engagement including key topics and concerns raised during such engagement</b>
Shareholders	No	<ul style="list-style-type: none"> <li>• Newspapers</li> <li>• Websites</li> <li>• Stock exchange disclosures</li> <li>• General Meetings</li> <li>• Annual Report</li> <li>• Quarterly financial results</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>• Financial stability</li> <li>• Growth prospects</li> <li>• Information update,</li> <li>• Share price appreciation/ depreciation</li> <li>• Dividend</li> </ul>
Employees	No	<ul style="list-style-type: none"> <li>• E-mail</li> <li>• HR application</li> <li>• Information Board</li> <li>• Employees initiative</li> <li>• WhatsApp</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>• Working environment,</li> <li>• Career enhancement,</li> <li>• Long-term strategy plans, training and awareness,</li> <li>• Brand communication,</li> <li>• Health, safety and engagement initiatives.</li> <li>• Encouragement to Work</li> </ul>
Vendors	No	<ul style="list-style-type: none"> <li>• E-mail</li> <li>• Telephone</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>• Business operations &amp; transactions</li> </ul>
Customers	No	<ul style="list-style-type: none"> <li>• E-mail</li> <li>• WhatsApp</li> <li>• Social media handles</li> <li>• Website</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>• Information about services</li> <li>• After sales service</li> <li>• Customer satisfaction survey</li> </ul>

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Statutory Authorities	No	<ul style="list-style-type: none"> <li>Return filings</li> <li>Form Filing</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>Timely contribution to exchequer/ local infrastructure, proactive engagement</li> <li>Statutory requirements</li> </ul>

**Leadership Indicators**

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The Company follows a structured procedure where individual departments with specific roles and responsibilities engage in regular interactions with key stakeholders, such as shareholder, customers, vendors, employees and statutory authorities. Additionally, a dedicated stakeholder relationship committee keeps the management informed about progress and periodically seeks inputs. This proactive approach fosters effective communication and collaboration between the Company and its stakeholders.

- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Consistent engagement with stakeholders plays a pivotal role in aligning expectations and empowering the Company to meet their needs effectively. Our company personnel actively engage with diverse stakeholders to gain insight into their expectations. These interactions help us identify and prioritize key issues related to economic, environmental, and social aspects. As this is a dynamic process, the stakeholders' valuable suggestions are meticulously filtered through various procedures.

- Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

Currently, the Company has not encountered any such instances. However, it has established forums to address the concerns of relevant stakeholders from marginalized groups. These forums serve as platforms to ensure their voices are heard and their issues are appropriately addressed.

**PRINCIPLE 5: Businesses should respect and promote human rights**
**Essentials Indicators**

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	790	790	100.00	737	737	100.00
Other than permanent	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total Employees</b>	<b>790</b>	<b>790</b>	<b>100.00</b>	<b>737</b>	<b>737</b>	<b>100.00</b>

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
<b>Workers</b>						
Permanent	NIL	NIL	NIL	NIL	NIL	NIL
Other than permanent	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total Workers</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Permanent	790	NIL	NIL	790	100.00	737	NIL	NIL	737	100.00
Male	672	NIL	NIL	672	100.00	641	NIL	NIL	641	100.00
Female	118	NIL	NIL	118	100.00	96	NIL	NIL	96	100.00
<b>Other than Permanent</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Workers</b>										
Permanent	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Other than Permanent</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

3. Details of remuneration/salary/wages, in the following format:

(₹ in Millions)

	FY 2022-23			
	Male		Female	
	Number	Median remuneration/ Salary/ Wages of respective category	Number	Median remuneration/ Salary/ Wages of respective category
Board of Directors (BoD)	3	16.67	NIL	NIL
Key Managerial Personnel	3	6.43	NIL	NIL
Employees other than BoD and KMP	667	0.43	118	0.40
Workers	NA	NA	NA	NA

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

As a responsible corporate entity, the Company prioritizes addressing all the concerns and grievances raised by our stakeholders promptly. The HR function of the Company is dedicated to handling human rights issues, ensuring a comprehensive and empathetic approach to resolving them.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues

At our Company, human rights issues receive the utmost priority. To foster awareness and understanding, our Human Resources team conducts regular sessions on the topic. Additionally, employees have the option to share their concerns by writing to the dedicated email address provided by HR. The Company values a culture of open communication and strive to address all human rights matters with diligence and sensitivity.

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## 6. Number of Complaints on the following made by employees and workers:

Category	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual harassment	NIL	NIL	NIL	NIL	NIL	NIL
Discrimination at workplace	NIL	NIL	NIL	NIL	NIL	NIL
Child Labour	NIL	NIL	NIL	NIL	NIL	NIL
Forced Labour/ Involuntary Labour	NIL	NIL	NIL	NIL	NIL	NIL
Wages	NIL	NIL	NIL	NIL	NIL	NIL
Other Human Rights related issues	NIL	NIL	NIL	NIL	NIL	NIL

## 7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company's primary goal is to create an excellent working environment for its employees. To achieve this, the company has established comprehensive policies and procedures to monitor and prevent instances of discrimination and harassment. Additionally, the Company takes decisive actions to safeguard the confidentiality of any employee who files a complaint and ensures that they face no adverse consequences for coming forward.

## 8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Company places significant emphasis on upholding human rights. As a result, it incorporates relevant clauses pertaining to the observance of human rights into all its business agreements and contracts. This commitment reflects the Company's dedication to promoting and respecting human rights in all aspects of its operations.

## 9. Assessments for the year:

	% of your plants and Offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	NIL
Forced/involuntary labour	NIL
Sexual Harassment	NIL
Discrimination at workplace	NIL
Wages	NIL

## 10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not applicable, since during the current reporting period no assessment was conducted.

## Leadership Indicators

## 1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints

The Company is committed to the well-being of its employees, and as a result, it has a dedicated HR team responsible for addressing human rights grievances and complaints. Nevertheless, there were no reported human rights issues during the reporting period, indicating that the Company consistently upholds the fundamental principles of human rights in all its endeavours.

## 2. Details of the scope and coverage of any Human rights due-diligence conducted.

Not Applicable, since during the reporting period no formal due-diligence was conducted.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Indeed, the Company fosters a culture of diversity and inclusion, ensuring equal opportunities for everyone in the workplace. In line with the Rights of Persons with Disabilities Act, 2016, the company has made its premises accessible to differently-abled visitors, demonstrating its commitment to creating an inclusive environment.

**4. Details on assessment of value chain partners:**

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Sexual Harassment	NIL
Discrimination at workplace	NIL
Child Labour	NIL
Forced Labour / Involuntary Labour	NIL
Wages	NIL

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

Not applicable, as no such assessment is currently being undertaken for Value Chain Partners.

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

**1. Details of total energy consumption in Giga Joules (GJ) and intensity, in the following format:**

Parameter	FY 2022-23 (In GJ)	FY 2021-22 (In GJ)
Total electricity consumption (A)	8,164.20	7,153.69
Total fuel consumption (B)*	8,053.78	4,023.75
Energy consumption through other sources (C)	NIL	NIL
Total energy consumption (A+B+C)	16,217.98	11,177.44
Energy intensity per rupee of turnover (GJ of consumption/ turnover of millions in rupees)	10.89	1.64
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

\* **Note:** Last year data is not quantifiable for all locations, thereby based on quantifiable data average value is presented.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, evaluation is not being conducted by any external agency.

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

Not Applicable. The Company is not identified as a Designated Consumer under the PAT Scheme.

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## 3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23	FY 2021-22
<b>Water withdrawal by source (in kilolitres)*</b>		
(i) Surface water	NIL	NIL
(ii) Groundwater	1,07,03,700	77,38,500
(iii) Third party water	NIL	NIL
(iv) Seawater / desalinated water	NIL	NIL
(v) Others (Municipal water)	45,87,300	33,16,500
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>1,52,91,000</b>	<b>1,10,55,000</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>1,52,91,000</b>	<b>1,10,55,000</b>
<b>Water intensity per rupee of turnover (KL of consumption/ turnover of millions in rupees)</b>	<b>10,274.55</b>	<b>1,623.29</b>
<b>Water intensity (optional) – the relevant metric may be selected by the entity</b>	<b>-</b>	<b>-</b>

\* **Note:** Water withdrawal calculations is done on the basis of consumption of water for car wash and taking average of water consumed per person, however for last year car wash details are not quantifiable thereby average count of water consumed by personnel is presented.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No, evaluation is not being conducted by any external agency.

## 4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The Company has installed an Effluent Treatment Plant (ETP) to treat wastewater released by car washing, however for the water discharge by domestic activities are disposed using Municipality sewage. Additionally, we are planning to transition from conventional washing to steam washing. The introduction of steam wash will enable the Company to conserve 70% of water across all our locations.

## 5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx		Considering the Company's business operations, it does not emit any of the mentioned air pollutants, hence no evaluation is being conducted of the same.	
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No, evaluation is not being conducted by any external agency.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
<b>Total Scope 1 emissions*</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	9.02	10.62
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	1,609.58	1,836.94
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	Metric tonnes of CO <sub>2</sub> equivalent/ million	1.24	0.24
<b>Total Scope 1 and Scope 2 emission intensity (optional)</b> – the relevant metric may be selected by the entity		NIL	NIL

\* **Note:** Calculation presented are excluding emission from owned vehicles and refrigerant, since the data currently is not quantifiable there are concrete plans in place to quantify these figures in the upcoming years.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No, evaluation is not being conducted by any external agency.

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

The Company currently doesn't have any such projects however, we are in plans towards taking initiative for reducing our emissions.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23	FY 2021-22
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	The company has not quantified its waste generation for the reporting year. However, it is working towards providing the relevant data in the upcoming years.	
E-waste (B)		
Bio-medical waste (C)		
Construction and demolition waste (D)		
Battery waste (E)		
Radioactive waste (F)		
Other Hazardous waste. Please Specify, if any. (G)		
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)		
<b>Total (A+B + C + D + E + F + G + H)</b>		
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	The company has not quantified its waste generation for the reporting year. However, it is working towards providing the relevant data in the upcoming years.	
(ii) Re-used		
(iii) Other recovery operations		
<b>Total</b>		
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	The company has not quantified its waste generation for the reporting year. However, it is working towards providing the relevant data in the upcoming years.	
(ii) Landfilling		
(iii) Other disposal operations		
<b>Total</b>		

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, evaluation is not being conducted by any external agency.

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The operational procedures of the company steer clear of any involvement with hazardous or toxic chemical waste. Any remaining waste, which is non-hazardous in nature, is conscientiously directed to be sent to recycling facilities.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Types of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Nil, since none of the Company's entity is located in ecologically sensitive area.			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Nil. Currently, the Company has not undertaken any such assessment. However, we have plans to conduct the same in the upcoming year.					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Serial Number	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes, the organization is compliant with all applicable environmental law/ regulations/ guidelines in India.				

## Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23 (In MJ)	FY 2021-22 (In MJ)
<b>From renewable sources</b>		
Total electricity consumption (A)	NIL	NIL
Total fuel consumption (B)	NIL	NIL
Energy consumption through other sources (C)	NIL	NIL
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>NIL</b>	<b>NIL</b>
<b>From non-renewable sources</b>		
Total electricity consumption (D)	8,164.20	7,153.69
Total fuel consumption (E)	8,053.78	4,023.75
Energy consumption through other sources (F)	NIL	NIL
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>16,217.97</b>	<b>11,177.44</b>

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, evaluation is not being conducted by any external agency.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

2. Provide the following details related to water discharged:

Parameter	FY 2022-23	FY 2021-22
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water	The Company has established an Effluent Treatment Plant (ETP) to effectively treat wastewater generated from car washing. However, for the water discharged from domestic activities, the Company relies on the Municipality sewage system for proper disposal. Although the Company currently lacks quantifiable data in this regard, there are concrete plans in place to quantify these figures in the upcoming years.	
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
<b>Total water discharged (in kilolitres)</b>		

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No, evaluation is not being conducted by any external agency.

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23	FY 2021-22
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	Not Applicable, since the company does not withdraw, consume, or discharge water in Central Ground Water Board (CGWB) notified areas of water stress.	
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
<b>Total volume of water withdrawal (in kilolitres)</b>		
<b>Total volume of water consumption (in kilolitres)</b>		
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>		
<b>Water intensity (optional) – the relevant metric may be selected by the entity</b>		



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

Parameter	FY 2022-23	FY 2021-22
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water	Not Applicable, since the company does not withdraw, consume, or discharge water in Central Ground Water Board (CGWB) notified areas of water stress.	
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
<b>Total water discharged (in kilolitres)</b>		

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No, evaluation is not being conducted by any external agency.

**4. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2022-23	FY 2021-22
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	<i>Metric tonnes of CO<sub>2</sub> equivalent</i>	The company currently did not measure its Scope 3 emissions in the reporting year. However, it is working towards providing the relevant data in the upcoming years	
<b>Total Scope 3 emissions per rupee of turnover</b>			
<b>Total Scope 3 emission intensity (optional)</b> – the relevant metric may be selected by the entity			

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No, evaluation is not being conducted by any external agency.

**5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable, since the Company's none of the entity is located in ecologically sensitive area.

**6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
Nil. During the current reporting period, the Company has not undertaken any initiatives; however, the Company is planning to shift from conventional washing to steam washing and also install rooftop solar panels.			

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)**

**7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

The organization has a Risk Management Policy in place, which involves identifying both internal and external risks, these risks have the potential to disrupt the business's continuity. To address this, the organization has a dedicated risk management committee continuously developing and implementing risk countermeasures. These measures are periodically identified by the Risk Management Committee of the Company.

**8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

Nil, since the Company currently do not access its value chain partners.

**9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

Not applicable, since during the year, no value chain partners were assessed.

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

**1. a) Number of affiliations with trade and industry chambers/ associations.**

The Company currently is not the part of any trade and industry chambers and shall consider it in coming years.

**b) List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
Nil, the company currently is not associated with any industry chambers.		

**2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities**

Name of authority	Brief of the case	Corrective active taken
Not applicable, as no adverse orders from regulatory authorities were received.		

**Leadership Indicators**

**1. Details of public policy positions advocated by the entity**

Sr. No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, If available
During the reporting period, the Company did not receive any complaints on the same.					

**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and Brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
Not applicable, as the Company has not undertaken any projects of this nature.					

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in ₹)
Not applicable, as the Company does not have any ongoing rehabilitation and resettlement projects.						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company is committed to fostering inclusive and equitable growth within the local community. To this end, the Company has established a mechanism for individuals to register their concerns. If you have any concerns, you can easily register your grievance on the dedicated 'Get In Touch' page of the Company's website.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Sr.	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	48.00%	47.00%
Sourced directly from within the district and neighbouring districts	51.00%	52.00%

## Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not applicable, as the Company has not undertaken any projects of this nature.	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No	State	Aspirational District	Amount spent (In ₹)
Nil, since none of the Company's CSR projects are undertaken in designated aspirational districts.			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/ vulnerable groups? (Yes/No)

Considering the type of industry, the Company currently do not purchase from suppliers comprising marginalized/ vulnerable groups.

- (b) From which marginalized /vulnerable groups do you procure?

Not applicable, since the Company do not procure from marginalized/ vulnerable group.

- (c) What percentage of total procurement (by value) does it constitute?

Not applicable, since the Company do not procure from marginalized/ vulnerable group

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not applicable, as the entity did not acquire any Intellectual Property.				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the case	Corrective Action taken
Not applicable, as the entity did not acquire any Intellectual Property.		

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

**6. Details of beneficiaries of CSR Projects:**

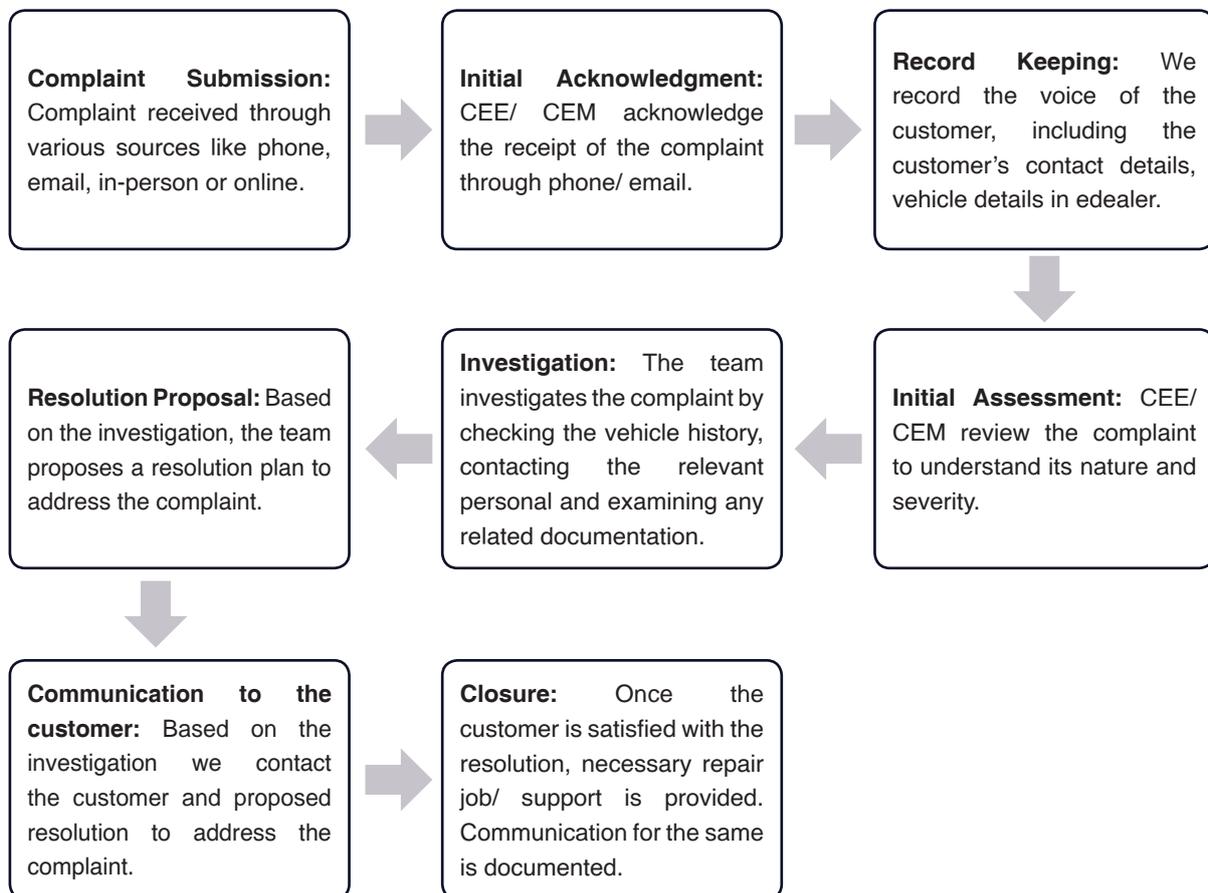
S. No	CSR Project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1.	Plantation and/or Social Maintenance Cleaning activities	Society at large	Data for the above is not ascertainable, howsoever the CSR team would endeavour the data collection on the same in the coming years.
2.	Education, Rural development		

**PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Company boasts a robust internal hierarchy that promptly connects with customers, providing necessary explanations, support, and alternative solutions on both technical and logical aspects locally. The following is the hierarchy Company follows:



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	<b>As a percentage to total turnover</b>
Environmental and social parameters relevant to the product	Since we are in the service industry, this does not apply.
Safe and responsible usage	
Recycling and/or safe disposal	

**3. Number of consumer complaints in respect of the following:**

	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the Year	Pending resolution at end of year		Received during the Year	Pending resolution at end of year	
Data Privacy	NIL	NIL	NIL	NIL	NIL	NIL
Advertising	NIL	NIL	NIL	NIL	NIL	NIL
Cyber-security	NIL	NIL	NIL	NIL	NIL	NIL
Delivery of essential services	NIL	NIL	NIL	NIL	NIL	NIL
Restrictive Trade Practices	NIL	NIL	NIL	NIL	NIL	NIL
Unfair Trade Practices	NIL	NIL	NIL	NIL	NIL	NIL

**4. Details of instances of product recalls on account of safety issues:**

S. No	Number	Reasons for recall
<b>Voluntary recalls</b>	NIL	NIL
<b>Forced recalls</b>	NIL	NIL

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy**

Yes, the Company has a robust cyber security policy encompassing privacy and data application policies. These policies outline guidelines for addressing cyber security risks and their mitigation. The privacy policy is readily available on the Company's website, web-link for the same is: <https://www.grouplandmark.in/privacy-policy/>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

Not applicable, as no such instances were reported during the reporting period.

**Leadership Indicators****1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

The Company, being a customer-driven entity, ensures easy accessibility of its products by consistently updating and making relevant details and information available on its website. The web-link of the same: <https://www.grouplandmark.in/>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

The Company always ensures to keep its website updated and actively engages in educating customers through awareness campaigns on social media.

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

The company takes a proactive approach to engage with its consumers, reaching out through both emails and phone calls. This communication aims to inform customers promptly about any potential risks of disruption/ discontinuation of essential services.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Not applicable, since the Company is involved in providing services.

5. **Provide the following information relating to data breaches:**

- a) **Number of instances of data breaches along-with impact**

Since no such instance of data breach has occurred during the year, it is not applicable.

- b) **Percentage of data breaches involving personally identifiable information of customers**

Not applicable, since no such incidents were reported.



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORTING (Contd.)

## “Take Responsibility &amp; Make an Impact”



The Company is dedicated to making a positive impact on communities, guided by the philosophy of “Take Responsibility & Make an Impact.” Our mission centres around ethical operations, aiming for prosperity while nurturing a healthy planet and community. To further this commitment, we have aligned our initiatives with the United Nations Sustainable Development Goals (UNSDG). Our partnerships with Drishti Foundation, Grow Trees Foundation, Rotary Delhi South End Foundation, and Athlete Development Company reflect our genuine efforts to contribute to a better world.

**Environment:**

Here are the environmental initiatives we have undertaken:

- **Green Initiative Project:**  
Ahmedabad Municipal Corporation initiated “Mission Million Trees,” inspired by the saying, “He who plants a tree plants hope.” In collaboration with Growtrees.com, the Green Initiative Project successfully planted over 1 lakh trees across Gujarat & Madhya Pradesh. This significant effort reflects our commitment to environmental conservation and creating a greener, more sustainable future.
- **Mehsana Stepwell Rejuvenation:**  
Mehsana’s Boter Kothani Vav, a 200-year-old stepwell and once a crucial ecosystem supporter, now lies in ruins, contaminated by plastic and debris. As a symbol of our heritage, it merits restoration. With Drishti Foundation Trust’s support, we launched a Cleanliness Drive, rejuvenating the surroundings and preserving its historical value for generations to come.
- **Sujalam Sufalam Abhiyan- Catch the Rain Campaign:**  
“Through ‘Catch the Rain,’ aligned with PM Modi’s mission, we created ponds to conserve rainwater, reviving irrigation canals and generating rural employment. Ponds retain water for 8-10 months, increasing crop density, groundwater recharge, and biodiversity protection. Our collaboration with Drishti Foundation has ensured successful achievements.”



## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (Contd.)

### Social

Here are the social initiatives we have undertaken:

**- Rotary Skills Development Centre:**

We have partnered with Rotary South end and Rotary Skill Development Centre to contribute to the Skill India Mission. Our initiative aims to empower young and inexperienced individuals with essential skills for various industries, including TIG/MIG Welding Operators for the Auto-parts Industry, CNC Machine Operators for the Auto/manufacturing industry, Automated Tailoring/Sewing for Garment exporters, and F&B Stewards for hotels/restaurants. Through this program, we aimed to provide employment opportunities, ensuring access to minimum wages, statutory benefits, gratuities, bonuses, and more for around 3000 to 4000 beneficiaries, positively transforming their lives.



**- Landmark2Landmark: A Two-Decade-Long Journey:**

We at group level started Landmark 2 Landmark campaign, with Autocar India, drove Mercedes Benz, Honda, Jeep, VW, and Renault cars from Delhi to Hikkim's last inhabited village and back. The purpose was to support people in need, distributing books, notebooks, solar lamps, and necessities. It's been a rewarding journey, witnessing India's incredible beauty.



**- Skill Development Program:**

At the Digital Transformation Summit in Trivandrum, Company leads the way in empowering villages. Skill development is our focus to foster self-reliant communities. With government support, we invest in impactful programs, funding education at Amrita Vishwa Vidhyapeeth. Immersive projects assess resources, creating innovative solutions for sustainable livelihoods. Our interventions aim to provide quality education, job opportunities, and technical and vocational skills, empowering the local community for long-term independence and self-sufficiency.



### Governance

Here are the governance initiatives we have undertaken:

- The Company is committed to a non-discrimination policy, ensuring equal opportunities in hiring, promotion, training, and access to employment benefits for all individuals.
- The company has established various committees, including the stakeholder relationship committee and CSR committee, to oversee the implementation of policies and ensure effective governance.
- The Company has implemented a POSH (Prevention of Sexual Harassment) policy to ensure a safe working environment for all employees, including during official visits.
- The company has a Whistle-blower Policy in place to address instances of unethical behavior, fraud, mismanagement, or violations of the Code of Conduct and applicable laws. This policy provides a mechanism for individuals to raise concerns and seek redressal.
- Furthermore, the company has developed a comprehensive code of conduct for its Directors and employees. This code regulates, monitors, and requires reporting of trading activities by insiders, designated employees, and all other relevant individuals and entities.





# REPORT ON CORPORATE GOVERNANCE

## (1) PHILOSOPHY ON CODE OF GOVERNANCE

Landmark Cars Limited (“Company/Landmark”) believes in transparency, professionalism and accountability as the guiding principles of Corporate Governance. Good Corporate Governance generates goodwill and sense of belongingness amongst all the stakeholders including business partners, customers, employees and investors. It also earns respect from society and brings consistent sustainable growth for your Company and its investors.

By defining the roles and responsibilities of the Board of Directors, Companies ensure effective oversight of strategic planning, risk management, financial reporting, and executive compensation. Company’s code of ethics and whistle-blower policy establish guidelines for promoting ethical behaviour and provide a safe and effective way to report potential violations. By promoting diversity and inclusion, Landmark fosters an inclusive and equitable workplace that values the unique perspectives of all employees. By engaging with stakeholders, Company seeks to understand and incorporate feedback to ensure that its business practices align with stakeholder expectations. Through a robust risk management program, Company identifies potential risks and develops strategies to mitigate them. Finally, by committing to responsible and sustainable business practices, Landmark minimises negative impacts on the environment and society, and actively contributes to positive social and environmental outcomes.

A detailed report on Corporate Governance pursuant to the requirements of the listing agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), forms part of the Annual Report. A certificate from the Practising Company Secretary, confirming compliance of conditions of Corporate Governance as stipulated under Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given herein below.

## (2) BOARD OF DIRECTORS (“BOARD”)

The composition of the Board of Directors is in conformity with the Regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Companies Act, 2013.

The Directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, policy direction, governance, compliance, etc. and play a critical role on strategic issues and add value in the decision making process of the Board of Directors.

The Board has an ideal combination of Executive and Non-Executive Directors with the Chairperson being Executive Director. The number of Non-Executive Directors comprising of 4 (Four) Independent Directors is more than one-half of the total number of Directors including a Woman Independent Director. The Board reviews and approves strategy and oversees the performance of the management to ensure that the long term objectives of enhancing stakeholders’ value are met.

The management of the Company is entrusted in the hands of the Key Management Personnel of the Company which comprises of Whole-time Director, Chief Financial Officer and Compliance Officer of the Company who operates under the guidance, supervision and control of the Board.

Mr. Sanjay Karsandas Thakker, the Non-Independent, Executive Director, is the Chairperson of the Company.

The remaining Executive Directors & Independent Directors are professionals from diverse fields and possess requisite qualifications and experience which enable them to discharge their responsibilities and enhance the quality of Board’s decision-making process.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing Regulations, all the Independent Directors have confirmed that they meet the criteria of independence as laid down under the Act and the Listing Regulations and that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. None of the Independent Directors have any other material pecuniary relationship or transaction with the Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence. Further, the Independent Directors have also registered their names in the Data bank maintained by the Indian

## REPORT ON CORPORATE GOVERNANCE (Contd.)

Institute of Corporate Affairs (“ICA”) as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended. They have also given the online self-assessment proficiency test and cleared the same within the timelines as prescribed by Ministry of Corporate Affairs (“MCA”), to whomsoever it was applicable. Further, based on the declarations received from the Independent Directors, in the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

Further, the Board after taking these declaration/disclosures on record and acknowledging the veracity of the same, opined that the Independent Directors are persons of integrity and possess the relevant expertise and experience fulfils the conditions specified in the Listing Regulations and the Act for appointment of Independent Directors and are Independent of the Management.

Except, Mr. Sanjay Karsandas Thakker and Mr. Aryaman Sanjay Thakker who are father-son, none of the other Directors are related to each other.

The Senior Management personnel also have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the Company, which could have potential conflict of interest with the Company at large.

### COMPOSITION OF THE BOARD:

The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Directors on the Board is a Member of more than 10 Public Limited Companies (as prescribed in Section 165 of the Companies Act, 2013) or act as an Independent Director in more than 7 (Seven) listed companies or 3 (Three) listed companies in case he /she serves as Whole Time Director in any listed company (as specified in Regulation 25 of the Listing Regulations), across all the Companies in which he/she is a Director, including separately the names of the listed entities where the person is a director and the category of directorship and thus, the composition of the Board of Directors is in conformity with the Regulation 17 of SEBI Listing Regulations, 2015 read with Section 149 of the Companies Act, 2013.

As per Regulation 17A of SEBI Listing Regulations, all Directors meet the criteria of maximum number of directorship.

Sr. No.	Directors & Director Identification number (DIN)	Total Number of Directorships of Companies#, Committee Chairpersonships and Memberships, as on March 31, 2023.			Name of listed entities where the Director is a director along- with the category of directorship excluding the Company.
		Directorships\$	Committee Chairpersonships+	Committee Memberships+	
<b>NON-EXECUTIVE, INDEPENDENT</b>					
1.	Manish Balkishan Chokhani (DIN- 00204011)	5	2	2	1. Laxmi Organic Industries Limited (Independent Director) 2. Welspun Corp Limited (Independent Director) 3. Shoppers Stop Limited (Independent Director) 4. Westlife Foodworld Limited (Independent Director)
2.	Mahesh Pansukhlal Sarda (DIN- 00023776)	2	1	2	1. Fine Organic Industries Limited (Independent Director)
3.	Gautam Yogendra Trivedi (DIN-02647162)	2	1	2	1. UFO Moviez India Limited (Non-Executive Director)
4.	Sucheta Nilesh Shah (DIN-00322403)	3	2	4	1. Jayant Agro-Organics Limited (Independent Director) 2. The Indian Hume Pipe Company Limited (Independent Director)



## REPORT ON CORPORATE GOVERNANCE (Contd.)

Sr. No.	Directors & Director Identification number (DIN)	Total Number of Directorships of Companies#, Committee Chairpersonships and Memberships, as on March 31, 2023.			Name of listed entities where the Director is a director along- with the category of directorship excluding the Company.
		Directorships\$	Committee Chairpersonships+	Committee Memberships+	
<b>NOMINEE</b>					
5.	Akshay Tanna (DIN : 02967021) (Nominee Director of TPG Growth.) Resigned w.e.f. May 24, 2023	2	0	1	1. Dodla Dairy Limited (Non-Executive Director)
<b>EXECUTIVE</b>					
6.	Sanjay Karsandas Thakker (DIN : 00156093)	1	0	0	-
7.	Paras Dilip Somani (DIN : 02742256)	1	0	1	-
8.	Aryaman Sanjay Thakker (DIN : 07625409)	1	0	1	-

# Excludes Private Limited Companies / Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

\$ Includes Directorship in Landmark Cars Limited.

+ Committees considered are Audit Committee and Stakeholders Relationship Committee held in all the Public Companies including that of Landmark Cars Limited.

**Number and dates of Board Meetings held and Attendance of the Directors at Meetings of the Board and at the Annual General Meeting:**

The Board meets atleast once in a quarter to consider among other business, quarterly performance of the Company and the financial results. During the financial year under review, 6 (Six) Board Meetings were held on the following dates:

- (i) July 04, 2022
- (ii) October 01, 2022
- (iii) December 05, 2022
- (iv) December 16, 2022
- (v) December 21, 2022 and
- (vi) February 13, 2023.

The gap between two Meetings did not exceed 120 days.

The 16th Annual General Meeting of the Company was held on July 29, 2022.

The attendance of the Directors at these meetings is as under:

Directors	Number of Board Meetings Attended	Attendance at the AGM
Mr. Sanjay Karsandas Thakker	6	Yes
Mr. Paras Dilip Somani	5	No
Mr. Aryaman Sanjay Thakker	6	Yes
Mr. Manish Balkishan Chokhani	5	Yes
Mr. Gautam Yogendra Trivedi	6	Yes
Mr. Mahesh Pansukhlal Sarda	4	No
Mrs. Sucheta Nilesh Shah	6	Yes
Mr. Akshay Tanna	6	Yes

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Board Procedure:

Landmark believes in the informed decision making and to facilitate the same, a detailed agenda, along with necessary supporting papers are sent to each Director in advance of the Board Meetings and to the concerned members of the Committee Meetings. Video Conferencing facilities are provided to enable Director(s) who are unable to attend the Meeting(s) in person, to participate in the Meeting via Video Conferencing. To enable the Board to discharge its responsibilities effectively, the Chairperson apprises the Board at every meeting the overall performance of the Company. The Board also inter alia reviews strategy and business plans, annual operating and capital expenditure budgets, compliance reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, review of major legal issues, adoption of quarterly/half yearly/annual results, risk management, significant labour issues, major accounting provisions and write-offs, minutes of meetings of the Audit and other Committees of the Board and information on recruitment of Officers just below the Board level, including the Company Secretary and Chief Financial Officer.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its committees and individual directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders'

value. The Company has well-established framework for the Meetings of the Board and its Committees which seeks to systematise the decision making process at the Meetings in an informed and efficient manner. Apart from Board Members and the Company Secretary, the Board and Committee Meeting(s) are also attended by the Chief Financial Officer and wherever required by the heads of various Corporate Functions.

### (a) Certificate from Practicing Company Secretary

The Certificate, as required under Part C of Schedule V of Listing Regulations, received from M/s. Ravi Kapoor & Associates Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified for the financial year ending on March 31, 2023 from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority, was placed before the Board of Directors at their meeting held on August 12, 2023 and is enclosed with this Report as "ANNEXURE CG".

### Key Board qualifications, expertise and attributes

The Board of Directors of the Company recognises that qualified members bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The table below summarises the key qualifications, skills and attributes which are taken into consideration while nominating candidates to serve on the Board.

Skill/ Expertise/ Competency	Detail for such Skills / Expertise / Competencies	Mr. Sanjay Thakker	Mr. Aryaman Thakker	Mr. Paras Somani	Mr. Akshay Tanna	Mr. Manish Chokhani	Mrs. Sucheta Shah	Mr. Mahesh Sarda	Mr. Gautam Trivedi
Business	Understanding of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.	✓	✓	✓	✓	✓	✓	✓	✓
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.	✓	✓	✓	✓	✓	✓	✓	✓



## REPORT ON CORPORATE GOVERNANCE (Contd.)

Skill/ Expertise/ Competency	Detail for such Skills / Expertise / Competencies	Mr. Sanjay Thakker	Mr. Aryaman Thakker	Mr. Paras Somani	Mr. Akshay Tanna	Mr. Manish Chokhani	Mrs. Sucheta Shah	Mr. Mahesh Sarda	Mr. Gautam Trivedi
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.	✓	✓	✓	✓	✓	✓	✓	✓
Financial Expertise	Qualification and/or experience in accounting and/or finance coupled with ability to analyse key financial statements; critically assess financial viability and performance; contribute to financial planning; assess financial controls and oversee capital management and funding arrangements.	✓	✓	✓	✓	✓	✓	✓	✓

**Directors seeking appointment/re-appointment**

Mr. Aryaman Sanjay Thakker is liable to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company, has offered himself for re-appointment. The profile of Mr. Aryaman Sanjay Thakker, Executive Director along with other details is as follows:

Mr. Aryaman Sanjay Thakker (DIN: 07625409) is an Executive Director of the Company and was first appointed on Company's Board on December 10, 2020. He is eligible to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company, has offered himself for re-appointment. He has a bachelor's degree in business administration from the Bharati Vidyapeeth Deemed University, Pune and has a master's degree of science in marketing and strategy from the University of Warwick. He joined Group Landmark in 2017 as a General Manager of Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited). Aryaman was associated with AutoNation Corp in Fort Lauderdale, Florida, United States.

During the year April 01, 2022 to March 31, 2023, 6 (Six) Board Meetings were held and all the meetings were attended by Mr. Aryaman Sanjay Thakker.

Mr. Aryaman Sanjay Thakker is a part of promoter group of the Company and he is on the Board of following Companies:

1. Landmark Cars Limited
2. Landmark Cars (East) Private Limited
3. Landmark Commercial Vehicles Private Limited
4. Interstellar Services Private Limited

Mr. Aryaman Sanjay Thakker is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Aryaman Sanjay Thakker is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

**Disclosure on relationships between Directors inter-se**

Except, Mr. Sanjay Karsandas Thakker and Mr. Aryaman Sanjay Thakker who are father-son, none of the other Directors are related to each other.

**Number of Shares and Convertible instruments held by Non-Executive Directors**

The Non-Executive Directors have made disclosure that they are not holding any Shares of the Company.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### **Web link where details of familiarisation programmes imparted to Independent Directors is disclosed.**

During the year under review, the Company has taken steps to familiarise its directors including Independent Directors by periodic presentations about the Company's operations, business model, business strategy and risks involved, industry in which the Company operates and their roles and responsibilities. The details of such programme are posted on the Company website: <https://www.grouplandmark.in/wp-content/uploads/2022/01/Familiarization-of-Independent-Directors.pdf>.

### **(j) Resignation of Independent Director(s)**

During the year under review, Mr. Ramakant Sharma, Independent Director, resigned from the directorship of the Company with effect from June 01, 2022, owing to personal reason.

### **Confirmation as regards Independence of Independent Directors:**

Based on the confirmation / disclosures received from the Independent Directors, the Board of Directors confirm that in its opinion, the Independent Directors fulfill the conditions specified in SEBI Regulations and the Companies Act, 2013 and that they are independent from the management of the Company.

### **COMMITTEES OF THE BOARD:**

The Company has constituted committees to focus on specific areas and to make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its charter, which defines the scope, powers and composition of the Committee. All the decisions and recommendations of the Committees are placed before the Board for information or approval. The Board has constituted the following 5 (Five) Committees:

- i. Audit Committee ("AC")
- ii. Nomination and Remuneration Committee ("NRC")
- iii. Stakeholders Relationship Committee ("SRC")
- iv. Corporate Social Responsibility Committee ("CSR")
- v. Risk Management Committee ("RMC")

### **(I) AUDIT COMMITTEE**

The primary objective of the Audit Committee is to monitor and provide strategic guidance to the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial

reporting. The Audit Committee oversees the work carried out in the financial reporting process by the management, the Internal Auditors, the Statutory Auditors, the Secretarial Auditors and notes the processes and safeguards deployed by each of them.

### **Brief description of terms of reference**

The terms of reference of this Committee are very wide. Extract of the terms of reference of the Audit Committee which includes the following:

- I. Oversight of the financial reporting process and disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible.
- II. Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee.
- III. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval.
- IV. Evaluation of internal financial controls and risk management systems.
- V. Reviewing the compliances of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
- VI. To review the functioning of the whistleblower mechanism.
- VII. Board and/ or as provided under the Act, the SEBI listing regulations or any other applicable law, as and when amended from time to time.

The Audit Committee also receives the report on compliance under the SEBI (Code of Conduct for Prohibition of Insider Trading) Regulations, 2015. Further, Compliance Reports under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Whistle Blower Policy are also placed before the Committee.

Generally all items under Regulation 18(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are covered in the terms of reference and Role of the Audit Committee. The Audit Committee has been granted powers as prescribed under Regulation 18(2)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**REPORT ON CORPORATE GOVERNANCE (Contd.)****Composition, Name of Members and Chairperson**

The Audit Committee comprises of 3 (Three) Directors and majority of whom are Independent Directors namely,

Mrs. Sucheta Nilesh Shah, Non-Executive Independent Director & Chairperson

Mr. Gautam Yogendra Trivedi, Non-Executive Independent Director & Member

Mr. Paras Dilip Somani, Executive Whole Time Director & Member

All the members of the Audit Committee possess relevant accounting and financial management knowledge.

The Company Secretary is the Secretary of the Audit Committee.

**Meetings and Attendance during the year**

The meetings of the Audit Committee are also attended by the Statutory Auditors, Chief Financial Officer, Internal Auditor and the Company Secretary whenever required.

The Committee met 4 (Four) times during the year under review, the details of the same are mentioned under:

Name of the Member	July 04, 2022	October 01, 2022	December 21, 2022	February 13, 2023
Mrs. Sucheta Nilesh Shah	✓	✓	✓	✓
Mr. Gautam Yogendra Trivedi	✓	✓	✓	✓
Mr. Paras Dilip Somani	✓	✓	Absent	✓

**(II) NOMINATION AND REMUNERATION COMMITTEE**

The Company Nomination and Remuneration Committee ("NRC") pursuant to Regulation 19 of Listing Regulations and Section 178 of the Companies Act, 2013.

The purpose of the NRC is to oversee nomination process including succession planning for the Senior Management Personnel & the Board of your Company and specifically to assist the Board in identifying, screening and reviewing individuals qualified to serve as Executive Directors, Non- Executive Directors, Independent Directors, Key Managerial Personnel and Senior Management Personnel as per the criteria set by the Board in its Policy. The NRC and the Board periodically reviews the succession planning

process of your Company and are satisfied that it has adequate process for orderly succession of the members of the Board, Key Managerial Personnel and Senior Management Personnel.

**Brief description of terms of reference**

Extract of the terms of reference of the NRC includes the following:

- I. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- II. Formulation of criteria for evaluation of Independent Directors and the Board;
- III. Devising policy on Board diversity;
- IV. Identifying persons who qualify to become directors or who may be appointed in senior management;
- V. Administering the ESOP Schemes / Plans;
- VI. Carrying out any other activities as may be delegated by the Board and functions required to be carried out by the NRC as provided under the Act, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

**Composition, Name of Members and Chairperson**

The Committee comprises 3 (Three) Non-Executive Directors majority of whom are Independent Directors namely

Mr. Gautam Yogendra Trivedi – Independent Director & Chairperson

Mrs. Sucheta Nilesh Shah - Independent Director & Member

Mr. Akshay Tanna - Nominee Director & Member.

Pursuant to resignation of Mr. Akshay Tanna wef 24 May, 2023, the composition of the Committee is as under:

Mr. Gautam Yogendra Trivedi : Independent Director & Chairperson

Mrs. Sucheta Nilesh Shah : Independent Director & Member

Mr. Mahesh Pansukhlal Sarada : Independent Director & Member

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Meetings and Attendance during the year

The Committee met 3 (Three) times during the year under review, the details of the same are mentioned under:

Name of the Director	May 16, 2022	October 04, 2022	December 05, 2022
Mr. Gautam Yogendra Trivedi	✓	✓	✓
Mrs. Sucheta Nilesh Shah	✓	✓	✓
Mr. Akshay Tanna	✓	✓	✓

### ➤ Nomination and Remuneration policy:

The remuneration paid to Executive Directors of the Company is approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. The Company's remuneration strategy is market-driven and aims at attracting and retaining high caliber talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on performance review, on a periodical basis. The Board has approved a Nomination and Remuneration Policy of the Company and available on the website of the Company i.e. [www.grouplandmark.in](http://www.grouplandmark.in). This Policy is in compliance with Section 178 of the Companies Act, 2013, read with the applicable rules thereto and Regulation 19 and Schedule II, Part D of the Listing Regulations.

### Independent Directors and performance evaluation

The Independent Directors of your Company had met once on February 13, 2023, without the presence of the Executive Chairperson, other Non-Independent Director(s) or any other Management Personnel.

The Meeting was conducted in an informal and flexible manner to enable the Independent Directors to, inter alia, discuss matters pertaining to review of performance of Non-Independent Directors and the Board of Directors as a whole, review the performance of the Chairperson of the Board (taking into account the views of Non- Executive Directors), 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.

The Nomination and Remuneration Committee has laid down the evaluation criteria for Independent Directors and the same has been done by the entire Board of Directors. The performance criteria includes whether the directors possesses sufficient

skills, experience and level of preparedness to add value to discussions and decisions, challenge views constructively, knowledge about Company's business, the industry in which company operates and global trends etc.

The Company had organised programmes as and when required to familiarise the independent directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Quarterly updates on relevant statutory changes on important laws are regularly circulated to Directors.

### Independent Directors:

There were no pecuniary transactions between Company and Independent Directors of the Company except sitting fees and reimbursement of expenses for attending meetings of board and committees.

## (III) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has Stakeholders Relationship Committee ("SRC") under the provisions of the Companies Act, 2013 and Listing Regulations. The Committee is headed under the Chairpersonship of Mr. Gautam Yogendra Trivedi- Independent Director. Mr. Aryaman Sanjay Thakker- Executive Director and Mr. Mahesh Pansukhlal Sarda- Independent Director are the other Members of the Committee.

Mr. Amol Raje, Company Secretary is the Compliance Officer of the Company acts as the Secretary to committee. The Stakeholders Relationship Committee resolves the grievances of security holders of the Company.

### Brief description of terms of reference:

- I. Redressal of the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- II. Reviewing of measures taken for effective exercise of voting rights by shareholders;
- III. Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- IV. Reviewing the adherence to the service standards by the Company with respect to various services



## REPORT ON CORPORATE GOVERNANCE (Contd.)

rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services; and

- V. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or SEBI Listing Regulations, 2015 or by any other regulatory authorities.

**Composition, Name of members and Chairperson**

The Committee comprises majority of whom are Independent Directors as under:

Mr. Gautam Yogendra Trivedi : Independent Director & Chairperson

Mr. Mahesh Pansukhlal Sarda : Independent Director & Member

Mr. Aryaman Sanjay Thakker : Executive Director & Member

Pursuant to resignation of Mr. Ramakant Sharma wef June 01, 2022, Mr. Sarda was appointed and SRC committee was reconstituted.

**Meetings and Attendance of SRC during the year**

The Committee met 1 (One) time during the year under review, the details of the same are mentioned under:

Name of the Directors	March 31, 2023
Mr. Gautam Yogendra Trivedi	✓
Mr. Mahesh Pansukhlal Sarda	✓
Mr. Aryaman Sanjay Thakker	✓

As per Section 178(7) of the Companies Act, 2013, the Chairperson of the Committee or, in his absence, any other member of the Committee authorised by him on his behalf shall attend the General Meetings of the Company.

During the year under review, there were 37 (Thirty Seven) complaints received from the Shareholders. There were no investor complaints remaining unresolved and pending as at March 31, 2023. The details of the investor complaints received, resolved and remaining unresolved during the financial year are as follows:

No. of complaints pending at the beginning of the Financial Year	No. of Complaints received during the Financial Year	Number of complaints not solved to the satisfaction of shareholders	No. of Complaints pending at the end of the Financial Year
0	37	0	0

**(IV) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility (“CSR”) Committee is a committee constituted by the Board of Director of the Company with powers, inter alia, to make donations/contributions to any charitable and / or CSR projects or programs to be implemented directly or through an executing agency or other Not for Profit Agency with minimum three years proven track record or through a corporate foundation or other reputed Non-Governmental Organisation, of atleast two percent of the Company’s average net profits during the three immediately preceding financial years in pursuance of its CSR Policy for the Company’s CSR initiatives.

The scope and functions of the Committee includes, inter alia, recommendation to the Board for its approval an amount of expenditure to be incurred on the CSR activities as enumerated in the Schedule VII of the Companies Act, 2013 and also referred to in the CSR Policy of the Company, as also to monitor the CSR Policy from time to time, etc. The Brief Description of terms of reference are as under:

- I. To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;
- II. To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- III. To recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- IV. To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- V. To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- VI. To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote

REPORT ON CORPORATE GOVERNANCE (Contd.)

the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act; and

**VII. All such activities may be notified from time to time.**

The CSR Policy for your Company as duly amended is displayed on the Company's website: <https://www.grouplandmark.in/wp-content/uploads/2022/02/CSR-Policy-LCL.pdf>

**Composition, Name of Members and Chairperson**

The Committee comprises as under:

Mr. Aryaman Sanjay Thakker : Executive Director & Chairperson

Mr. Mahesh Pansukhlal Sarda : Independent Director & Member

Mr. Paras Dilip Somani : Executive Whole-time Director & Member

Pursuant to resignation of Mr. Ramakant Sharma wef June 01, 2022, Mr. Sarda was appointed and CSR committee was reconstituted.

**Meetings and Attendance of CSR during the year**

The Committee met 1 (One) time during the year under review, the details of the same are mentioned under:

Name of the Director	January 27, 2023
Mr. Aryaman Sanjay Thakker	✓
Mr. Mahesh Pansukhlal Sarda	✓
Mr. Paras Dilip Somani	✓

**(V) RISK MANAGEMENT COMMITTEE**

The Company has constituted Risk Management Committee ("RMC") in accordance with the Companies Act, 2013 and Regulation 21 of SEBI Listing Regulations, 2015 to monitor and review risk management plans of the Company including cyber security.

**Brief description of terms of reference**

The broad roles and responsibilities of the Committee would be:

- a) To formulate a detailed risk management policy which shall include:
  - i. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability

(particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

- ii. Measures for risk mitigation including systems and processes for internal control of identified risks.
  - iii. Business continuity plan.
- b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
  - c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
  - d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
  - e) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
  - f) The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.
  - g) To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

**Composition, Name of Members and Chairperson**

Mr. Manish Balkishan Chokhani	Independent Director & Chairperson
Mr. Mahesh Pansukhlal Sarda	Independent Director & Member
Mr. Surendra Agarwal	Chief Financial Officer & Member

Pursuant to resignation of Mr. Akshay Tanna wef May 24, 2023, Mr. Sarda was appointed and CSR committee was reconstituted.

**Meetings and Attendance of RMC during the year**

The Committee met 2 (Two) times during the year under review, the details of the same are mentioned under:

Name of the Directors	December 21, 2022	March 30, 2023
Mr. Manish Balkishan Chokhani	✓	✓
Mr. Akshay Tanna	✓	✓
Mr. Surendra Agarwal	✓	✓

## REPORT ON CORPORATE GOVERNANCE (Contd.)

**Directors of Subsidiaries of Landmark Cars:**

1. Mrs. Garima Misra
2. Mr. Rajiv Bal Vohra
3. Mr. Devang Dave
4. Ms. Urvi Mody
5. Mr. Harshal Desai

There were no changes in the above since the closure of the previous financial year.

**Remuneration of Directors**

- During the year under review, there is no pecuniary relationship or transactions with the Company by any Non-Executive Directors, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee.

- Criteria of making payments to Non-Executive Directors: Non-Executive Directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to the decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company. The sitting fees being paid to the Independent Directors are as per the industry standards as well as the qualification, knowledge, experience and expertise of the respective directors.
- Disclosures with respect to remuneration: In addition to disclosures required under the Companies Act, 2013, the following disclosures are being made:

- (i) All elements of remuneration package of individual directors summarised under major groups, such as salary, benefits, bonuses, stock options, pension etc;

(₹ in Millions)

Sr. No.	Name	Mr. Sanjay Thakker	Mr. Aryaman Thakker	Mr. Paras Somani	Mr. Manish Chokhani	Mr. Gautam Trivedi	Mr. Mahesh Sarda	Mrs. Sucheta Shah	Mr. Ramakant Sharma	Mr. Akshay Tanna
	Designation	Chairman and Executive Director	Executive Director	Executive Whole Time Director	Independent Director	Non-Independent Non – Executive Director				
1	Gross salary	16.80	8.25	12.32	-	-	-	-	-	-
2	Sitting Fees, if applicable	-	-	-	0.54	0.76	0.42	0.74	-	-
2	Benefits	-	-	-	-	-	-	-	-	-
3	Bonuses	-	-	-	-	-	-	-	-	-
4	Pension	-	-	-	-	-	-	-	-	-
5	Stock Option	-	-	-	-	-	-	-	-	-
6	Sweat Equity	-	-	-	-	-	-	-	-	-
7	<b>Commission</b>									
	as % of profit	-	-	-	-	-	-	-	-	-
	others, specify	-	-	-	-	-	-	-	-	-
8	Others, please specify	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>16.80</b>	<b>8.25</b>	<b>12.32</b>	<b>0.54</b>	<b>0.76</b>	<b>0.42</b>	<b>0.74</b>	<b>-</b>	<b>-</b>

- (ii) Details of fixed component and performance linked incentives, along with the performance criteria: Nil

- (iii) Service contracts, notice period, severance fees: Nil

- (iv) Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable: Nil

REPORT ON CORPORATE GOVERNANCE (Contd.)

**10. General Body Meetings:**

**(a) Details of last three Annual General Meetings held and Special Resolution passed.**

Year ended	Date	Time	Venue	Special Resolution passed
March 31, 2020	December 31, 2020	04:30 p.m.	Landmark, 201-203, 2nd Floor, Dr. G. M. Bhosle Marg, Next To Mahindra Tower, Worli, Mumbai 400018	To make investment and/or loans /or corporate guarantee in excess of the prescribed limits under Companies Act, 2013
March 31, 2021	July 30, 2021	04:30 p.m.	Landmark, 201-203, 2nd Floor, Dr. G. M. Bhosle Marg, Next To Mahindra Tower, Worli, Mumbai 400018	No Special Resolution was passed.
March 31, 2022	July 29, 2022	4:00 P.M	Landmark, 201-203, 2nd Floor, DR. G. M. Bhosle Marg, Next to Mahindra Tower, Worli, Mumbai 400018	<ol style="list-style-type: none"> <li>1. To appoint Mr. Mahesh Sarda as an Independent Director of the Company.</li> <li>2. To increase the Overall Maximum Managerial Remuneration Limit Payable to its Directors.</li> <li>3. To revise the Maximum Remuneration payable to Mr. Sanjay Thakker, Chairperson &amp; Executive Director of the Company with effect from April 01, 2022 for the remaining period of his present term of appointment upto October 27, 2024.</li> <li>4. To revise the Maximum Remuneration payable to Mr. Aryaman Thakker, Executive Director of the Company with effect from April 01, 2022 for the remaining period of his present term of appointment upto October 27, 2024.</li> <li>5. To revise the Maximum Remuneration payable to Mr. Paras Somani, Executive Whole-time Director of the Company with effect from April 01, 2022 for the remaining period of his present term of appointment upto October 27, 2024.</li> </ol>

During the period under review no Extraordinary General Meeting was held.

**(b) Postal Ballot**

During the year under review, the Company has not passed any special resolution through postal ballot. Further, the Company does not have any proposal for passing any special resolution through postal ballot, at the ensuing Annual General Meeting.

**11. Means of Communication**

The Company recognises the importance of two-way communication with shareholders and of giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of your Company's corporate governance ethos.



## REPORT ON CORPORATE GOVERNANCE (Contd.)

Your Company from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchange, press release, uploading relevant information on its website and publishing financial results in newspapers.

The financial results are published in newspapers namely, Financial Express in English & Gujarati editions.

The Company's website <https://www.grouplandmark.in/> provides information about the Company to its existing and prospective stakeholders. The quarterly results are displayed on the Company's website along with other relevant information.

Your Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 of the Listing Regulations, including material information having a bearing on the performance/ operations of the Company and other price sensitive information.

The Company had investors meet and same were disclosed to the concerned stock exchanges in a timely manner.

The Company has created a separate e-mail address viz. [companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net) to receive complaints and grievances of the investors.

SEBI processes investor complaints in a centralised web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge a complaint against the Company for redressal of his grievance. The Company uploads the action taken report on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

**12. Auditors remuneration and fees**

The total fees for all services paid by the Company to the Statutory Auditors- Deloitte Haskins & Sells, Chartered Accountants, (ICAI Firm Registration No. 117365W) on a consolidated basis for the financial year 2022-23 is given in the notes to the Financial Statements.

The Audit Fees paid to the auditors for the financial year ended March 31, 2023 is covered separately in the Notes to Accounts.

**13. Details of complaints received if any Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has constituted an Internal Complaints Committee ('ICC') as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, the committee has not received any complaint and hence no such complaints were required to be disposed off during the year under review. Also, no such complaints were pending as on March 31, 2023, as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy on Prevention of Sexual Harassment is available on the website of the Company at <https://www.grouplandmark.in/>.

**14. General Shareholder Information:****(i) 17th Annual General Meeting**

Date: September 18, 2023

Time: 3:00 P.M.

Deemed Venue: Landmark House, Opp. AEC, S.G. Highway Thaltej, Near Gurudwara Ahmedabad -380059

**(ii) Financial Year of the Company**

The financial year covers the period April 01, 2022 to March 31, 2023.

Financial reporting for 2023-24 (Indicative)

Quarter ending on June 2023:	Within 45 days from end of the quarter
Half year ending on September 2023:	Within 45 days from end of the quarter
Quarter ending on December 2023:	Within 45 days from end of the quarter
Year ending on March 2024:	Within 60 days from end of the quarter
Annual General Meeting (2023-24):	On or before September 30, 2024

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### (iii) Dividend Payment

The Dividend on Equity Shares for the financial year ended March 31, 2023, as recommended by the Board of Directors and as may be declared at the ensuing AGM, will be paid within 30 days from the date of approval by the Shareholders at the 17th Annual General Meeting of the Company to the shareholders or their mandates:

- whose names appear as Beneficial Owners as per the data made available by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form as on the cut-off date; and
- whose names appear as Members in respect of shares held in Physical Form as per the Register of Members of the Company on the cut-off date.

#### Dividend History of last 3 years:

Financial Year	Kind of Shares	Per Share(₹)
2021-22	Equity	0.40 paisa
2020-21	Equity	0.75 paisa
2019-20	Equity	-

### (iv) Listing of Equity Shares on Stock Exchange

Your Company's Shares are listed on BSE Limited ("BSE") situated at Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001., and on National Stock Exchange of India Limited ("NSE"), situated at Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai – 400 051. The requisite listing fees have been paid in full to both the Stock Exchanges in timely manner.

### (v) Stock Code

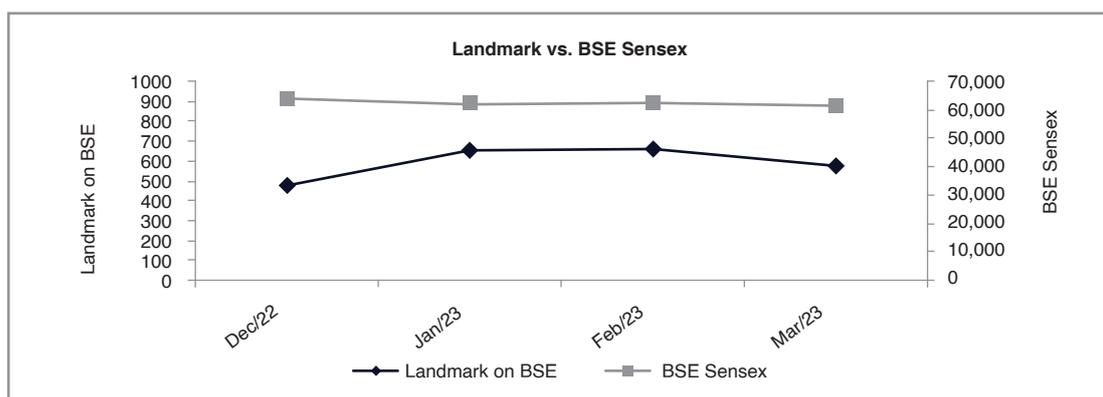
1. BSE Limited: 543714
2. National Stock Exchange Limited: LANDMARK
3. Demat International Securities Identification Number (ISIN) in NSDL and CDSL for Equity Shares: INE559R01029.

### (vi) Stock Price Data of Equity Shares listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited:

Stock Exchanges	BSE		NSE	
	High Price	Low Price	High Price	Low Price
December, 2022	480.65	433.20	481.15	431.15
January, 2023	655.00	454.65	655.80	459.90
February, 2023	670.00	535.90	674.95	535.00
March, 2023	570.90	441.00	572.05	482.10

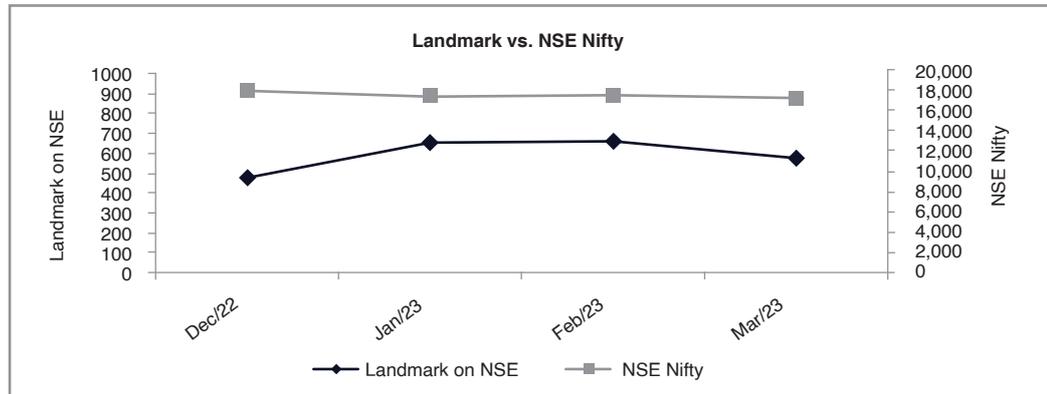
### (vii) Stock Performance

The performance of the Company's shares relative to the BSE Sensitive Index and NSE Sensitive Index is given in the chart below:





## REPORT ON CORPORATE GOVERNANCE (Contd.)

**(viii) Suspension of Securities**

Your Company's Shares were not suspended during the year under review.

**(ix) Registrar and Transfer Agent**

Link Intime India Private Limited  
C-101, 247 Park, LBS Marg,  
Vikroli (West), Mumbai 400 083  
Phone: +91 22 4918 6000  
Email : mumbai@linkintime.co.in  
[Website: www.linktime.co.in](http://www.linktime.co.in)

**(x) Share Transfer System**

Trading in Equity Shares of the Company through Bombay Stock Exchange or National Stock Exchange is permitted only in dematerialised form.

Shares sent for transfer in physical form are registered and returned within a period of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respects.

Securities and Exchange Board of India (SEBI) vide its notification dated 08 June, 2018 has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (Listing Regulations) and SEBI (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations 2018 (RTA Regulations) and amendment to Regulation 40 of the Listing Regulations and Clause 5(c) of Schedule III of the RTA Regulations. These amendments have mandated that the transfer of securities would be carried out only in dematerialised form.

Accordingly, attention of all the shareholders holding shares in physical form is brought to the following:

- Request for effecting transfer of securities shall not be processed by the Company or Link Intime India Private Limited Registrar and Share Transfer Agents ("RTA") of the Company, unless the securities are held in dematerialised form with effect from April 01, 2020. This restriction shall not be applicable to the request received for transmission or transposition of shares held in physical mode.
- SEBI vide its Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 has mandated:
  - a) Furnishing of PAN, email address, mobile number, bank account details, signature, and nomination by holders of physical securities.
  - b) Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2023 (or any other date as may be specified by the Central Board of Direct Taxes).
  - c) Folios wherein any one of the said document(s)/detail(s) are not available on or after April 01, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
  - d) After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25 January, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated 03 November,

2021, are duly updated in the system, the RTA/ Company shall verify and process the service requests and issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerialising the said securities.

(xi) Distribution of Shareholding as on March 31, 2023:

SERIAL #	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	27,436	97.6822	12,64,299	3.1907
2	501	to	1000	251	0.8937	1,87,926	0.4743
3	1001	to	2000	197	0.7014	2,94,855	0.7441
4	2001	to	3000	55	0.1958	1,32,963	0.3356
5	3001	to	4000	29	0.1033	1,01,719	0.2567
6	4001	to	5000	17	0.0605	78,256	0.1975
7	5001	to	10000	34	0.1211	2,37,563	0.5995
8	10001	to	*****	68	0.2421	3,73,27,165	94.2017
Total				28,087	100.0000	3,96,24,746	100.0000

(xii) Shareholding Pattern as on March 31, 2023

Category	Total Securities	% Issued Capital
<b>A. Shareholding of Promoter(s) &amp; Promoter(s) Group</b>		
1) Individuals/Hindu Undivided Family	2,18,64,750	55.1795
2) Bodies Corporate	0	0
3) Trust	0	0
<b>B. Public Shareholding</b>		
1) Institutions		
(i) Mutual Funds/UTI	26,27,450	6.6308
(ii) Alternate Investment Funds	3,54,601	0.8949
(iii) Foreign Portfolio Investors Category I	25,89,824	6.5359
(iv) Foreign Portfolio Investors Category II	1,72,761	0.436
2) Non-Institutions		
(i) Individuals		
Individual shareholders holding nominal share capital up to ₹ 1 Lacs	21,78,430	5.4977
Individual shareholders holding nominal share capital above ₹ 1 Lacs	39,34,311	9.9289
(ii) Non-Resident individuals	31,728	0.0801
(iii) Foreign Companies	46,93,422	11.8447
(iv) Bodies Corporate	9,74,879	2.4603
(v) Trusts	310	0.0008
(vi) Limited Liability Partnership	91,478	0.2309
(vii) Hindu Undivided Family	99,288	0.2506
(viii) Clearing Member	11,514	0.0291
<b>TOTAL :</b>	<b>3,96,24,746</b>	<b>100</b>



## REPORT ON CORPORATE GOVERNANCE (Contd.)

**(xiii) Dematerialisation of Shares and Liquidity**

Except one equity share, all of the paid-up Equity Share Capital is held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited as on March 31, 2023. The Company's Shares are liquid and actively traded on the BSE Limited and National Stock Exchange of India Limited.

**(xiv) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion date and likely impact on equity**

There were no outstanding GDRs / ADRs / Warrants or any Convertible Instruments during the year under review.

**(xv) Commodity price risk or foreign exchange risk and hedging activities**

Pursuant to Regulation 34(3) read with clause 9(n) of Part C of Schedule V of the Listing Regulations, the Company does not have exposure of any commodity, therefore hedging of such exposures are not required, hence do not require to disclose such information as per SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

**(xvi) Showroom & workshop**

The details of the Company's facilities are available on <https://www.grouplandmark.in/>

**(xvii) Address for correspondence**

Shareholders may correspond with the Registrar and Transfer Agents at:

Link Intime India Private Limited  
C-101, 247 Park, LBS Marg,  
Vikroli (West), Mumbai 400 083  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Contact details:-

Investor Service No: +91 8108116767  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

For all matters relating to transfer/dematerialisation of shares and any other query relating to Equity Shares of the Company.

The Registrar and Transfer Agents also have an office at:

Link Intime India Private Limited  
C-101, 247 Park, LBS Marg,  
Vikroli (West), Mumbai 400 083  
Phone: +91 22 4918 6000  
Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Your Company has also designated an exclusive email ID [companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net) for Investors for the purpose of registering complaints. Shareholders would have to correspond with the respective Depository Participants for Shares held in dematerialised form. For all investor related matters, the Company Secretary & Compliance Officer can be contacted at:

Landmark House, Opp. AEC,  
S.G.Highway, Thaltej,  
Near Gurudwara, Ahmedabad - 380059  
Gujarat, India

Your Company can also be visited at its website: [www.grouplandmark.in](http://www.grouplandmark.in)

**(xviii) Dates of Book Closure and Dividend Payment Date**

The Book Closure for dividend will be September 12, 2023 to September 18, 2023 (both days inclusive) and the Dividend would be paid/ dispatched after September 23, 2023.

**(xix) Registered Office:**

Landmark House, Opp. AEC, S.G.Highway,  
Thaltej, Near Gurudwara, Ahmedabad, Gujarat,  
380059

**(xx) Corporate Identity Number:**

U50100GJ2006PLC058553

**(xxi) Details of Credit Rating:**

Since the Company does not have any debt instruments nor has any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad, no credit rating was obtained.

**15. Other Disclosures****(a) Disclosure on materially significant Related Party transactions**

During the financial year 2022-23 there were no materially significant transactions entered into between the Company and its Promoters, Directors or the Management etc. that may have potential conflict with the interest of the Company at large. Further details of related party transactions are given in Note No. 43 to the Financial Statements.

All the transactions with related parties were in the ordinary course of business and on arm's length basis. In terms of Regulation 23(2) of

## REPORT ON CORPORATE GOVERNANCE (Contd.)

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company started obtaining prior approval of the audit committee for entering into any transaction with related parties. The audit committee granted omnibus approval for certain transactions to be entered with the related parties, during the year. The policy on Related Party Transactions is incorporated on the Company website:

<https://www.grouplandmark.in/wp-content/uploads/2022/01/Materiality-Policy.pdf>

**(b) Web link where policy on dealing with Related Party Transactions.**

The policy on Related Party Transaction is incorporated on the Company website: <https://www.grouplandmark.in/wp-content/uploads/2022/01/Related-Party-Transactions-Policy.pdf>

**(c) Details of non-compliance etc.**

Your Company has complied with all the requirements of regulatory authorities.

During the year, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to the capital markets.

Further, there are no non-compliances of any requirements of Corporate Governance Report, as per sub-paras (2) to (10) of Schedule V Part C of the Listing Regulations.

Your Company is a statutorily compliant company and the management and the Board has always placed paramount importance towards the statutory compliances applicable to the Company. Our primary focus always remains to comply with all the applicable laws and to protect the interest of the investors/ stakeholders and to be transparent in every possible aspect.

**(d) Details of establishment of vigil mechanism, whistleblower policy etc.**

In terms of the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, 2015 the Company has implemented a vigil mechanism which includes implementation of the whistleblower policy. No employee has been denied access

to the Chairperson of the Audit Committee. The Company in conjunction with the Corporate Disclosure and Investigation policy of its ultimate holding Company has informed its employees that any non-compliant behaviour of directors or employees including the non-compliance of its code of conduct to the notice of the management for investigation and necessary action, may be reported by them using the speak-up line number provided therein. The policy is posted on the Company website:

<https://www.grouplandmark.in/wp-content/uploads/2022/01/Vigil-Mechanism-Policy.pdf>

**(e) Disclosure on Director's performance evaluation criteria**

The Company has introduced the Board and directors' performance evaluation criteria. All Board members are requested annually to provide their assessment of the performance of the Board and its Committees by way of response to a questionnaire. Additionally, all Board members are asked to do a self-evaluation of their performance annually. The performance of executive director is evaluated by the Nomination and Remuneration Committee and the performance of Independent Directors is evaluated by the Board. The director being evaluated does not participate in the meeting at the time of their respective evaluation.

**(f) Code of Conduct for Prevention of Insider Trading**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has formulated, adopted and implemented the Code of Conduct for prevention of Insider Trading.

The Code lays down Guidelines, which advise designated employees on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations.

Under the said Code, the Company has appointed Mr. Amol Raje as the Compliance Officer. All Board members and Senior Management personnel have affirmed compliance with the Code. The Code of Conduct of the Company is also posted on the investor relation page of the Company's website.



## REPORT ON CORPORATE GOVERNANCE (Contd.)

**(g) Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements**

Your Company has complied with the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance. However, in addition to above your Company has adopted the non-mandatory requirements as listed out in Part E of Schedule II of SEBI Listing Regulations as mentioned below:

**1) Unmodified Opinion in Audit Report**

During the year under review, there is no audit qualification in your Company's financial statements. Your Company continues to adopt best practices, compliance with Accounting Standards and internal control over financial reporting to ensure financial statements with unmodified audit qualifications.

**2) Reporting of Internal Auditor**

The Internal Auditor of the Company directly reports to the Audit Committee.

**3) Communication with the shareholders**

Your Company follows a robust process of communicating with the shareholders which have been elaborated in the Report under the heading "Means of Communication."

**(h) Disclosures with respect to demat suspense account/ unclaimed suspense account**

There are no shares in the demat suspense account/ unclaimed suspense account at the beginning and at the end of the financial year 2022-23.

**(i) Recommendations of committee(s) of the Board**

In terms of the SEBI Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from its committee(s).

**(j) Disclosure for Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.**

Except for the details mentioned in the Financial Statements, the Company has not made any

loans and advances in the nature of loans to firms/companies in which directors are interested during the Financial Year 2022-23.

**(k) Details of Material Subsidiaries**

Pursuant to Regulation 24 of the Listing Regulations, the Company has adopted a Policy for determining Material Subsidiary and same is available on the website of the Company i.e. [www.grouplandmark.in](http://www.grouplandmark.in).

**(l) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

The Company has not raised funds through preferential allotment or QIP during the financial year.

**(m) Compliance with Corporate Governance Requirements**

The Company has complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) of the Listing Regulations.

**(n) Disclosure of certain types of agreements binding on the Company**

No binding agreements have been entered by the Company which are not in the normal course of business.

**16. Whole Time Director ("WTD")/Chief Financial Officer ("CFO") Certification**

The Whole Time Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Whole Time Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual certificate given by the Whole Time Director and the Chief Financial Officer is published in this Report.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### **Green Initiative**

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report etc. to shareholders at their e-mail address registered with their Depository Participants (DPs)/ Company/Registrar & Transfer Agents.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with our Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited

**For and on behalf of the Board of Directors**

**Sanjay Thakker**

**Chairman & Executive Director**

**DIN:00156093**

**Place: Mumbai**

**Date: August 12, 2023**



REPORT ON CORPORATE GOVERNANCE (Contd.)

**CONFIRMATION ON CODE OF CONDUCT**

**DECLARATION BY THE WHOLE TIME DIRECTOR UNDER SCHEDULE V (PART D) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To

The Members

**Landmark Cars Limited,**

I, Paras Dilip Somani, Executive Whole-time Director of Landmark Cars Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2023, as envisaged in Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**For and on behalf of the Board of Directors**

**Paras Dilip Somani**

**Executive Whole-time Director**

**DIN:02742256**

**Place: Mumbai**

**Date: August 12, 2023**

## CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members

**LANDMARK CARS LIMITED**

We have examined the Compliance Conditions of Corporate Governance by **LANDMARK CARS LIMITED** for the year ended on March 31, 2023 as per Para E of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period April 01, 2022 to March 31, 2023. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The Compliance of Conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. 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 materially complied with the conditions of Corporate Governance as stipulated in Listing Regulations.

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 Ravi Kapoor & Associates**

**Ravi Kapoor**

Proprietor

Mem. No FCS. 2587

COP No.: 2407

UDIN: F002587E000795357

**Date: August 12, 2023**

**Place: Ahmedabad**



## REPORT ON CORPORATE GOVERNANCE (Contd.)

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members

**LANDMARK CARS LIMITED**

Landmark House, Opp AEC, S.G. Highway Thaltej,  
Near Gurudwara, Ahmedabad – 380 059.

We have examined online the relevant registers, records, forms, returns and disclosures received from the Directors of **LANDMARK CARS LIMITED** having CIN U50100GJ2006PLC058553 and having registered office at Landmark House, Opp AEC, S.G. Highway Thaltej, Near Gurudwara, Ahmedabad – 380 059. (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Mahesh Pansukhlal Sarda	00023776	July 04, 2022
2.	Mr. Sanjay Karsandas Thakker	00156093	February 23, 2006
3.	Mr. Manish Chokhani	00204011	October 28, 2021
4.	Mr. Parasbhai Dilipbhai Somani	02742256	October 24, 2009
5.	Mr. Aryaman Sanjay Thakker	07625409	December 10, 2020
6.	Mrs. Sucheta Shah	00322403	October 28, 2021
7.	Mr. Gautam Yogendra Trivedi	02647162	October 28, 2021
8.	Mr. Akshay Tanna	02967021	January 11, 2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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 Ravi Kapoor and Associates**

**Ravi Kapoor**

Proprietor

Mem. No FCS. 2587

CP No. 2407

UDIN: F002587E000795335

**Place: Ahmedabad**

**Date: August 12, 2023**

REPORT ON CORPORATE GOVERNANCE (Contd.)

**Whole Time Director (WTD) & Chief Financial Officer (CFO) Certification**

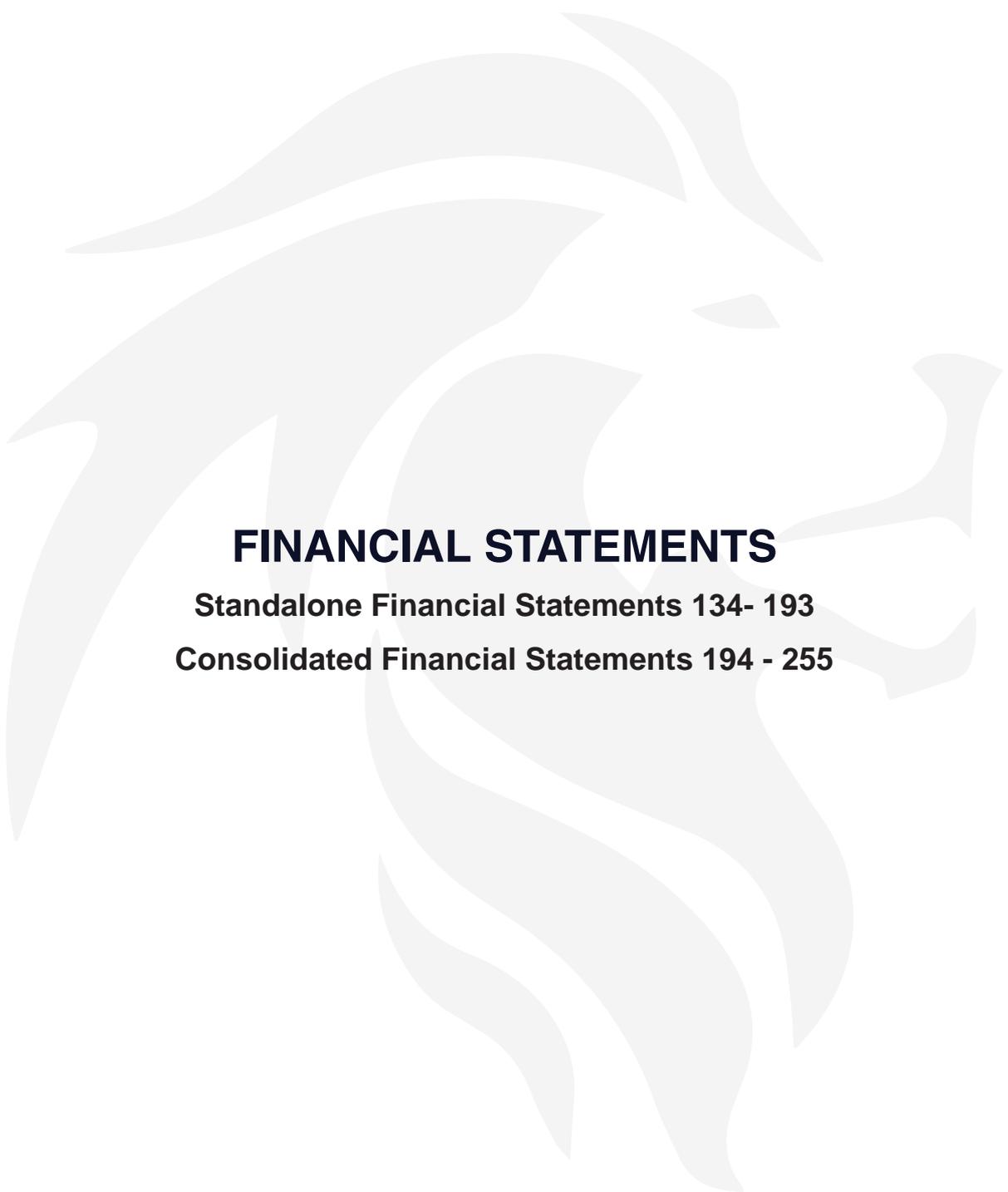
To  
The Board of Directors  
**Landmark Cars Limited**

We, the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of Landmark Cars Limited ("the Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2023 and to the best of our knowledge and belief, we state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are no transactions entered into by the Company during the financial year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - (i) significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

\_\_\_\_\_  
WTD

\_\_\_\_\_  
CFO



# **FINANCIAL STATEMENTS**

**Standalone Financial Statements 134- 193**

**Consolidated Financial Statements 194 - 255**

# INDEPENDENT AUDITOR'S REPORT

To The Members of Landmark Cars Limited (Formerly known as Landmark Cars Private Limited)

## Report on the Audit of the Standalone Financial Statements

### OPINION

We have audited the accompanying standalone financial statements of Landmark Cars Limited (Formerly known as Landmark Cars Private Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We

have determined that there are no key audit matters to communicate in our report.

## INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report including annexures thereto, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. This report is expected to be made available to us after the date of this audit report.
- Our opinion on the standalone financial statements does not cover the other information and will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the other information identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

## RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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



## INDEPENDENT AUDITOR'S REPORT (Contd.)

the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:

## INDEPENDENT AUDITOR'S REPORT (Contd.)

- 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 including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) 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, as amended in our opinion and to the best of our 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 standalone financial statements - Refer Note 37 to the standalone financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 50(vi)(A) to the standalone financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 50(vi)(B) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered



## INDEPENDENT AUDITOR'S REPORT (Contd.)

reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 18 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining

books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 01, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No 117365W)

**Kartikya Raval**  
Partner  
(Membership No. 106189)  
(UDIN: 23106189BGVOSJ1998)

Place: Ahmedabad  
Date: May 30, 2023

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

### **Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to standalone financial statements of **Landmark Cars Limited (Formerly known as Landmark Cars Private Limited)** (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on for the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **AUDITOR’S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to standalone financial statements.

### **MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS**

A company’s internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper



## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OPINION

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at

March 31, 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No 117365W)

**Kartikeya Raval**  
Partner  
(Membership No. 106189)  
(UDIN: 23106189BGVOSJ1998)

Place: Ahmedabad  
Date: May 30, 2023

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:-

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress and relevant details of right-of-use assets.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) Some of the Property, Plant and Equipment, capital work-in-progress and right-of-use assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the Property, Plant & Equipment, capital work-in-progress and right-of-use assets at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable properties of freehold land and building. In respect of immovable properties of building that have been taken on lease and disclosed as right-of-use assets in the standalone financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventories (except for goods-in-transit) were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For goods in transit, the goods have

been received subsequent to the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from financial institutions on the basis of security of current assets. As per the information and explanations given to us, there is no fixed frequency for submission of returns / statements to the financial institutions and they conduct their stock verification at different intervals. In our opinion and according to the information and explanations given to us, these stock statements provided by the Company to financial institutions were in agreement with the unaudited books of account of the Company at that point in time. Any adjustments, if identified during the count or for any other reasons, were duly adjusted in the books of account subsequently upon notice.
- iii. The Company has not provided any security or granted advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has made investment in, provided guarantee and granted unsecured loans to companies and other parties during the year in respect of which:
  - (a) The Company has provided loans, stood guarantee during the year and details of which are given below:

(Rs. In Millions)		
	Loans	Guarantees
Aggregate amount granted/provided during the year to:		
- Subsidiaries	3,676.40	661.80
- Employees	16.46	-
Balance outstanding as at balance sheet date:		
- Subsidiaries	1,636.96	3,879.10*
- Employees	0.27	-

\*Out of which, the amount of borrowing in the respective subsidiaries is Rs. 1,855.66 Millions.

- (b) The investments made, guarantees provided and terms and conditions of the grant of all the above-mentioned loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

- (c) The Company has granted loans aggregating Rs. 3,676.40 Millions to subsidiaries which are payable on demand. These loans have been serviced by the subsidiaries as and when demanded by the Company during the year. For the outstanding loans aggregating to Rs. 1,636.96 Millions to subsidiaries, the Company has not demanded any repayment during the year. Having regard to the same, in our opinion, the repayments of principal amounts and receipts of interest are regular. For other loans, the schedule of repayment of principal amounts are regular as per stipulation (Refer reporting under clause (iii)(f) below).
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loans granted by the Company which has fallen due during the year, has been renewed or extended or fresh loan granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted any loans without specifying any terms or period of repayment. The Company has granted loans which are repayable on demand details of which are given below:

(Rs. In Millions)		
	All Related Parties	(Subsidiaries)
Aggregate of loans	3,692.86	3,676.40
Repayable on demand	3,676.40	3,676.40
Percentage of loans to the total loans granted	99.55%	100.00%

- (b) Details of Statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

Name of Statute	Nature of Dues	Amount (Rs. In Millions)	Period to which the Amount Relates to	Forum where Dispute is Pending
Gujarat Value Added Tax Act, 2003	Value Added Tax	0.18 <sup>®</sup>	2010-11	Joint Commissioner of Commercial Taxes, Division-1
Madhya Pradesh Value Added Tax Act, 2002	Value Added tax	0.13 <sup>*</sup>	2010-11	MP Commercial Tax Appellate Board
Madhya Pradesh Value Added Tax Act, 2002	Central Sales tax	0.17 <sup>#</sup>	2010-11	MP Commercial Tax Appellate Board
Madhya Pradesh Value Added Tax Act, 2002	Entry tax	0.04 <sup>^</sup>	2010-11	MP Commercial Tax Appellate Board
CGST Act, 2017	Goods & Service Tax	63.15 <sup>**</sup>	2019-20	Assistant Commissioner of GST
		3.82	2020-21	

<sup>®</sup>Net of ₹ 1.28 Millions paid under protest

<sup>\*</sup>Net of ₹ 0.05 Millions paid under protest

<sup>#</sup>Net of ₹ 0.07 Millions paid under protest

<sup>^</sup>Net of ₹ 0.02 Millions paid under protest

<sup>\*\*</sup>Subsequent to the year end, the authority has dropped the demand amounting to ₹ 59.39 Millions (including interest and penalty of ₹ 23.43 Millions)

- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2014, as amended, would apply. Accordingly, clause (v) of the Order is not applicable to the Company.
- vi. The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.
- vii. In respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)**

viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

ix. (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year except as under:

Nature of borrowing including debt securities	Name of lender	Amount not paid on due date during the year (₹ In Millions)		No. of days delay or unpaid	Remark
		Principal	Interest		
Term Loan	<b>Due to Bank:</b>				
	- ICICI Bank Limited	1.92	0.23	1-6 Days	None
	- Kotak Mahindra Bank Limited	1.78	2.36	1-25 Days	*

\* As represented by the management and based on the information and explanation provided to us, the delay was due to technical error on the bank portal due to which the instalment was not auto debited by the bank and hence manual payment of the instalment was made.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, we report that the Company has taken funds from the following entities and persons on account of or to meet the obligations of its subsidiaries as per details below:

Nature of Fund Taken	Name of Lender	On account of or to meet the obligations of subsidiaries			
		Amount of Loan (₹ In Millions)	Name of Subsidiary	Relation	Nature of transaction for which funds utilised
Issue of Equity Shares	Initial Public Offer	150.00	Benchmark Motors Private Limited	Subsidiary	Pre-payment, in full or in part, of borrowings availed by the subsidiaries;
		800.00	Landmark Lifestyle Cars Private Limited		
		200.00	Landmark Commercial Vehicles Private Limited		
		50.00	Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited)		

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.

x. (a) In our opinion, money raised by way of initial public offer during the year, have been, prima facie, applied by the company for the purpose for which they were raised. However, some portion of the amount raised which remain unutilised during the year, have been lying in public offer account as on March 31, 2023.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

- xi. (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistleblower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements etc. as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued till date, for the period under audit.
- xv. In our opinion during the year the company has not entered into any non-cash transactions with any of its directors or directors of its subsidiary company or persons connected with such directors and hence provision of section 192 of the companies Act, 2013 are not applicable to the company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b) and (c) of the Order is not applicable.
- (d) The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No 117365W)

**Kartikeya Raval**  
Partner

Place: Ahmedabad  
Date: May 30, 2023

(Membership No. 106189)  
(UDIN: 23106189BGVOSJ1998)

# STANDALONE BALANCE SHEET

AS AT MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

Particulars	Note No.	As at	
		March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	5	862.32	717.85
Right-of-use assets	6	541.17	482.98
Capital work-in-progress	5	1.74	18.57
Goodwill	7	244.33	244.33
Other intangible assets	8	171.73	227.66
Financial assets			
Investments	9	2,028.76	1,831.88
Other financial assets	11	48.83	48.32
Other non-current assets	12	5.42	7.58
<b>Total Non-Current Assets</b>		<b>3,904.30</b>	<b>3,579.17</b>
<b>Current Assets</b>			
Inventories	13	1,172.38	727.78
Financial assets			
Trade receivables	14	255.66	150.72
Cash and cash equivalents	15	73.34	17.11
Other balances with banks	16	74.10	44.99
Loans	10	1,637.23	724.05
Other financial assets	11	123.25	130.51
Other current assets	12	95.08	22.73
<b>Total Current Assets</b>		<b>3,431.04</b>	<b>1,817.89</b>
<b>Total Assets</b>		<b>7,335.34</b>	<b>5,397.06</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	17	198.12	183.13
Other equity	18	4,559.67	2,675.08
<b>Total Equity</b>		<b>4,757.79</b>	<b>2,858.21</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial liabilities			
Borrowings	19	58.46	77.62
Lease liabilities	42	458.09	394.84
Deferred tax liabilities ( net )	33	27.17	28.20
Other non-current liabilities	20	96.88	62.02
<b>Total Non-Current Liabilities</b>		<b>640.60</b>	<b>562.68</b>
<b>Current Liabilities</b>			
Financial liabilities			
Borrowings	19	38.26	105.73
Vehicle floor plan payable	21	636.32	525.08
Lease liabilities	42	111.53	103.91
Trade payables	22		
(a) total outstanding dues of micro enterprises and small enterprises		15.35	10.10
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		453.92	401.14
Other financial liabilities	23	44.18	276.70
Current tax liabilities (net)	33	20.28	12.60
Other current liabilities	20	617.11	540.91
<b>Total Current Liabilities</b>		<b>1,936.95</b>	<b>1,976.17</b>
<b>Total Liabilities</b>		<b>2,577.55</b>	<b>2,538.85</b>
<b>Total Equity and Liabilities</b>		<b>7,335.34</b>	<b>5,397.06</b>

See accompanying notes to the standalone financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells**  
Chartered Accountants

**Kartikeya Raval**  
Partner

**For and on behalf of the Board of Directors**

**Sanjay Thakker**  
Chairman and Executive Director  
DIN No. 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN No. 02742256

**Surendra Agarwal**  
Chief Financial Officer

**Amol Raje**  
Company Secretary  
Membership No: A19459

Place: Ahmedabad  
Date : May 30, 2023

Place: Mumbai  
Date : May 30, 2023

# STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

Particulars	Note No.	For the year ended	
		March 31, 2023	March 31, 2022
<b>Income</b>			
Revenue from operations	24	4,840.03	6,810.23
Other income	25	113.62	86.64
<b>Total Income</b>		<b>4,953.65</b>	<b>6,896.87</b>
<b>Expenses</b>			
Purchase of cars, spares and others	26	3,027.12	5,122.26
Changes in inventories of stock-in-trade	27	(444.59)	173.77
Employee benefits expense	28	563.62	418.57
Finance costs	29	86.67	60.07
Depreciation and amortisation expense	30	303.11	222.05
Other expenses	31	733.16	434.29
<b>Total expenses</b>		<b>4,269.09</b>	<b>6,431.01</b>
<b>Profit before exceptional items and tax</b>		<b>684.56</b>	<b>465.86</b>
Less: Exceptional items	47	6.45	-
<b>Profit before tax</b>		<b>678.11</b>	<b>465.86</b>
<b>Tax expense</b>	33		
Current tax		170.43	102.07
Deferred tax		0.47	13.86
<b>Total tax expense</b>		<b>170.90</b>	<b>115.93</b>
<b>Profit for the year</b>		<b>507.21</b>	<b>349.93</b>
<b>Other comprehensive income (OCI)</b>			
<b>Items that will not be subsequently reclassified to profit or loss:</b>			
Change in fair value of investments other than equity shares carried at fair value through other comprehensive income		(6.54)	10.12
Remeasurement loss of defined benefit plans	39	(0.46)	(2.56)
Tax impact on above	33	(1.61)	1.67
<b>Total other comprehensive (loss)/income for the year, net of tax</b>		<b>(5.39)</b>	<b>5.89</b>
<b>Total Comprehensive Income for the year</b>		<b>501.82</b>	<b>355.82</b>
<b>Earnings per Equity Share (Face value of ₹ 5 per share)</b>	32		
Basic (in ₹)		13.54	9.55
Diluted (in ₹)		13.05	9.33

See accompanying notes to the standalone financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells**  
Chartered Accountants

**Kartikeya Raval**  
Partner

**For and on behalf of the Board of Directors**

**Sanjay Thakker**  
Chairman and Executive Director  
DIN No. 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN No. 02742256

**Surendra Agarwal**  
Chief Financial Officer

**Amol Raje**  
Company Secretary  
Membership No: A19459

Place: Ahmedabad  
Date : May 30, 2023

Place: Mumbai  
Date : May 30, 2023

# STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	678.11	465.86
<b>Adjustments for :</b>		
Depreciation and amortisation expense	303.11	222.05
Finance costs	86.67	60.07
Interest income	(96.01)	(71.23)
Sundry balances written back (net)	(13.43)	(11.37)
Bad debts written off	5.31	-
Provision for doubtful debts	2.15	2.49
Expense on employee stock option (ESOP) scheme	8.49	3.01
Loss on sale of property, plant and equipment (Net)	6.32	5.09
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>980.72</b>	<b>675.97</b>
<b>Adjustments for:</b>		
(Increase) / Decrease in Inventories	(444.59)	191.19
(Increase) / Decrease in Trade receivables	(112.41)	62.55
Decrease / (Increase) in financial assets	4.75	(53.67)
(Increase) / Decrease in other assets	(74.74)	293.26
Increase / (Decrease) in Vehicle Floor Plan	111.24	(333.08)
Increase / (Decrease) in Trade payables	58.03	(69.85)
Increase / (Decrease) in other liabilities	166.51	(115.15)
<b>CASH FLOWS GENERATED FROM OPERATIONS</b>	<b>689.51</b>	<b>651.22</b>
Direct taxes paid (net)	(162.64)	(124.91)
<b>NET CASH FLOWS GENERATED FROM OPERATING ACTIVITIES</b>	<b>526.87</b>	<b>526.31</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment (Including Capital Work-in-progress, other intangible assets, capital advances and capital creditors)	(273.25)	(129.92)
Proceeds from sale of property, plant and equipment	24.75	38.74
Purchase of non-current investments	(27.44)	(25.30)
Inter-corporate deposits (net)	-	46.19
Loans given to subsidiary companies (Net)	(1,063.57)	(207.32)
Deposits with bank	(29.11)	(18.27)
Consideration towards business combination (Refer note 46)	(269.72)	(167.72)
Interest received	66.62	44.46
<b>NET CASH FLOWS USED IN INVESTING ACTIVITIES</b>	<b>(1,571.72)</b>	<b>(419.14)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of equity shares (net off share issue expenses)	1,399.69	-
Proceeds from exercise of share options	4.22	-
Dividend paid	(14.65)	(13.74)
Finance costs paid	(86.95)	(62.07)
Proceeds from long-term borrowings	10.00	50.00
Repayment of long-term borrowings	(29.13)	(31.12)
(Repayment of) / Proceeds from short-term borrowings (Net)	(67.50)	35.24
Repayment of Lease liabilities	(114.60)	(110.55)

# STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>NET CASH FLOWS GENERATED FROM / (USED) IN FINANCING ACTIVITIES</b>	<b>1,101.08</b>	<b>(132.24)</b>
<b>NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>56.23</b>	<b>(25.07)</b>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	17.11	42.18
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR (REFER NOTE 15)</b>	<b>73.34</b>	<b>17.11</b>

## Notes:

The Statement of Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 on Statement of Cash Flows notified under Section 133 of The Companies Act, 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).

During the year ended March 31, 2023, conversion of loan of ₹ 150.00 Millions of Benchmark Motors Private Limited, Landmark Lifestyle Cars Private Limited and Landmark Commercial Vehicles Private Limited into investment in equity shares has been treated as non-cash transactions.

## Reconciliation of changes in liabilities arising from financing activities

Particulars	Amount
<b>Balance as at April 01, 2021</b>	<b>299.11</b>
<b>Cash flows from financing activities</b>	
Repayment of borrowings	(31.12)
Proceeds from borrowings	85.24
Finance costs paid	(62.07)
Repayment of lease liabilities	(110.55)
<b>Total Cash flows from financing activities</b>	<b>(118.50)</b>
<b>Non-cash changes</b>	
Additions of lease liabilities	442.88
Finance costs	60.06
<b>Balance as at March 31, 2022</b>	<b>683.55</b>
<b>Cash flow from financing activities</b>	
Repayment of borrowings	(29.13)
Proceeds from borrowings	(57.50)
Finance costs paid	(86.95)
Repayment of lease liabilities	(114.60)
<b>Total Cash flows from financing activities</b>	<b>(288.18)</b>
<b>Non-cash changes</b>	
Additions of lease liabilities	185.48
Finance costs	86.67
<b>Balance as at March 31, 2023</b>	<b>667.52</b>

See accompanying notes to the standalone financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells**  
Chartered Accountants

**Kartikeya Raval**  
Partner

**For and on behalf of the Board of Directors**

**Sanjay Thakker**  
Chairman and Executive Director  
DIN No. 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN No. 02742256

**Surendra Agarwal**  
Chief Financial Officer

**Amol Raje**  
Company Secretary  
Membership No: A19459

Place: Ahmedabad  
Date : May 30, 2023

Place: Mumbai  
Date : May 30, 2023

# STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

## A EQUITY SHARE CAPITAL

Particulars	No of Shares	Amount
<b>Balance as at April 01, 2021</b>	<b>1,83,12,810</b>	<b>183.13</b>
Shares issued through split (Refer note 17)	1,83,12,810	-
<b>Balance as at March 31, 2022</b>	<b>3,66,25,620</b>	<b>183.13</b>
Shares issued through Initial Public Offer ('IPO') (Refer note 17)	29,66,498	14.83
Shares issued on exercise of employee stock options (Refer note 49)	32,628	0.16
<b>Balance as at March 31, 2023</b>	<b>3,96,24,746</b>	<b>198.12</b>

## B OTHER EQUITY

Particulars	Reserves and Surplus					Other Comprehensive Income	Total
	Capital Reserve on Business Combination	Securities Premium	Share options outstanding account	Retained Earnings	Capital Redemption Reserve		
<b>Balance as at April 01, 2021</b>	<b>1,278.81</b>	<b>425.27</b>	<b>55.52</b>	<b>557.88</b>	<b>0.02</b>	<b>12.48</b>	<b>2,329.98</b>
Add: Profit for the year	-	-	-	349.93	-	-	349.93
<b>Items of Other comprehensive income for the year, net of tax:</b>							
Fair value gain on investments other than equity shares through OCI	-	-	-	-	-	7.81	7.81
Remeasurement loss of defined benefit plans	-	-	-	(1.91)	-	-	(1.91)
Less: Final Dividend	-	-	-	(13.74)	-	-	(13.74)
Add: Share-based payment expenses (Refer Note 49)	-	-	3.01	-	-	-	3.01
Add/ Less: Options cancelled during the year (Refer Note 49)	-	-	(2.31)	2.31	-	-	-
<b>Balance as at March 31, 2022</b>	<b>1,278.81</b>	<b>425.27</b>	<b>56.22</b>	<b>894.47</b>	<b>0.02</b>	<b>20.29</b>	<b>2,675.08</b>
Add: Profit for the year	-	-	-	507.21	-	-	507.21
<b>Items of Other comprehensive income for the year, net of tax:</b>							
Fair value gain on investments other than equity shares through OCI	-	-	-	-	-	(5.04)	(5.04)
Remeasurement loss of defined benefit plans	-	-	-	(0.35)	-	-	(0.35)
Premium arising on issue of equity shares through IPO	-	1,489.24	-	-	-	-	1,489.24
Share issue expense on IPO	-	(100.31)	-	-	-	-	(100.31)
Less: Final Dividend	-	-	-	(14.65)	-	-	(14.65)
Add: Share-based payment expenses (Refer Note 49)	-	-	8.49	-	-	-	8.49
Add/ Less: Transfer to retained earnings on exercise of employee stock options	-	-	(1.05)	1.05	-	-	-
<b>Balance as at March 31, 2023</b>	<b>1,278.81</b>	<b>1,814.20</b>	<b>63.66</b>	<b>1,387.73</b>	<b>0.02</b>	<b>15.25</b>	<b>4,559.67</b>

See accompanying notes to the standalone financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells**  
Chartered Accountants

**Kartikeya Raval**  
Partner

**For and on behalf of the Board of Directors**

**Sanjay Thakker**  
Chairman and Executive Director  
DIN No. 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN No. 02742256

**Surendra Agarwal**  
Chief Financial Officer

**Amol Raje**  
Company Secretary  
Membership No: A19459

Place: Ahmedabad  
Date : May 30, 2023

Place: Mumbai  
Date : May 30, 2023



# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

## 1 COMPANY OVERVIEW

Landmark Cars Limited (“the Company”) is a company incorporated and domiciled in India under the Indian Companies Act, 1956. Its registered office is located at Landmark House, Opp. AEC, S.G. Highway, Near Gurudwara, Thaltej, Ahmedabad - 380059, Gujarat, India. The Company’s equity shares were listed on the National Stock Exchange (“NSE”) and on the BSE Limited (“BSE”) on December 23, 2022. The Company is the authorised dealer for Mercedes-Benz passenger cars for the states of Gujarat, Madhya Pradesh and Mumbai. The Company is engaged in the business of (i) authorised agent of selling automobiles of a single brand “Mercedes-Benz” (ii) the operation of workshops and garages to repair and service the automobiles, including other ancillary services (iii) direct selling agency/marketing agency on behalf of inter alia banks and non-banking financial companies to market their financing schemes to customers (iv) selling of accessories (v) the insurance commission business in connection with (i) and (ii).

The Company had been converted from Private Limited Company to a Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on November 10, 2021 and consequently the name of the Company has been changed to Landmark Cars Limited pursuant to a fresh certificate of incorporation issued by Registrar of Companies on December 03, 2021.

The standalone financial statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on May 30, 2023.

## 2 BASIS OF PREPARATION AND PRESENTATION OF STANDALONE FINANCIAL STATEMENTS

### 2.1 Basis of preparation and statement of compliance

The Standalone Financial Statements of Company comprise the Standalone Balance Sheet as at March 31, 2023, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year ended March 31, 2023, and a summary of significant accounting policies and other explanatory information (together referred to as the “Standalone Financial Statements”).

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (‘Ind AS’) notified under section 133 of the Companies Act, 2013, read together with

the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, considering other relevant provisions of the Act.

These Standalone Financial Statements have been prepared and presented under the historical cost convention on accrual basis except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. Historical cost is generally based on the fair value of consideration given in exchange for goods and services. The accounting policies have been applied consistently over all the periods presented in the said Standalone Financial Statements except for the amended standards adopted by the Company (Refer Note 3).

In addition, the financial statements are presented in ₹ and all values are rounded to the nearest Millions, except when otherwise indicated.

### 2.2 Significant accounting estimates, judgements and assumptions

The preparation of Standalone Financial Statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

#### - Impairment of financial assets:

The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company’s past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

- **Share based payment (Refer note 49):**

Employees of the Company, with a pre defined grade, is granted options to purchase equity shares. Each share option converts into one equity share of the Company on exercise. In accordance with the Ind AS 102 Share Based Payments, the cost of equity settled transactions is measured using the fair value method. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognised in the Standalone Statement of Profit and Loss for a period represents the movement in cumulative expense recognised as at the beginning of the year and end of that period and is recognised in employee benefits expense.

- **Impairment of Goodwill :**

Estimates related to assessment of goodwill is disclosed in Note 7.

- **Depreciation and Useful Life of Property, Plant and Equipment (Refer note 5):**

Estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management. Property, Plant and Equipment are depreciated over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is revised if there are significant changes from previous estimates.

- **Fair Value Measurement**

For estimates relating to fair value of financial instruments Refer Note 9 and 36.

**2.3 Revenue Recognition**

**Revenue from operations**

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration

to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

**Sale of products:**

Revenue from sale of products is recognised when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is dispatched to the customer or on delivery to the customer, as may be specified in the contract.

**Rendering of services:**

Revenue from services is recognised over time by measuring progress towards satisfaction of performance obligation for the services rendered. The Company uses output method for measurement of revenue from rendering of services based on time elapsed and / or parts delivered.

**Extended warranty**

Income of the extended warranty contracts are recognised on a straight line basis over the contractual period to which warranty service relates. Incremental cost of obtaining such contract is recognised as an asset, if the Company expects to recover those cost over the contract period.

**Commission, schemes and incentive income**

Commission income is recognised when services are rendered and in accordance with the commission agreements. Schemes and Incentive income is recognised when the services are rendered and as per the relevant scheme/ arrangement provided by the original equipment manufacturer (OEM).

**2.4 Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The cost comprises the purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Standalone Statement of Profit and Loss. for the period during which such expenses are incurred.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognised in the Standalone Statement of Profit and Loss when the asset is derecognised.

Depreciation on Property, Plant and Equipment is calculated on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Leasehold improvements are amortised over the period of the lease (Refer Note 42), including extension period, if any. Residual value of the leasehold improvements are considered as 5% of cost except in case of steel used as the Company is expected to receive residual value at 50% of cost at the end of the lease period.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful life and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### 2.5 Intangible assets

An intangible asset is recognised, only where it is probable that future economic benefits attributable to the asset will accrue to the enterprise and the cost can be measured reliably.

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Internally generated intangibles including research cost are not capitalised and the related expenditure is recognised in the standalone statement of profit and loss in the period in which the expenditure is incurred. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as intangible assets under development.

#### Amortisation:

Customer relationship and Non-compete fees acquired in business combination are amortised over a period of 5 years and 3 years on straight line basis respectively.

## 2.6 Financial Instruments

### Initial recognition

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognised at fair value net off directly attributable transaction cost on initial recognition.

### Subsequent measurement

#### Non-derivative financial instruments

##### Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. For such equity instruments, the subsequent changes in fair value are recognised in other comprehensive income.

**Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories are subsequently measured at fair valued through profit or loss. Fair value changes are recognised as other income in the Standalone Statement of Profit or Loss.

**Financial liabilities at Fair Value through Profit or Loss (FVTPL)**

A financial liability may be designated as at FVTPL upon initial recognition if:

- (a) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- (b) The financial liability whose performance is evaluated on a fair value basis, in accordance with the Company's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in the Standalone Statement of Profit and Loss.. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

**Financial liabilities at amortised cost**

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Trade and other payables are recognised at the transaction cost, which is its fair value, and subsequently measured at amortised cost.

**Vehicle floor plan**

Vehicle floor plan represents amount borrowed to finance the purchase of inventories of cars with the manufacturer's captive finance company. considering the significance of the amount involved, the same has been presented separately on the face of balance sheet.

**Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognised as a deduction from equity instrument net of any tax effect.

**Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognised when obligation specified in the contract is discharged or cancelled or expired.

An exchange of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability or a part of it is also accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

**Off-setting**

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the Company currently has a legally enforceable right to offset the recognised amount and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

**Modification**

A modification of a financial asset or liabilities occurs when the contractual terms governing the cash flows of a financial asset or liabilities are renegotiated or otherwise modified between initial recognition and maturity of the financial instruments. Any gain/ loss on modification is charged to Standalone Statement of Profit and Loss.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 2.7 Tax expense

#### Income tax

Income tax expense comprises current tax and deferred tax.

#### Current Tax

The Company has elected to exercise option available under section 115BAA of the Income Tax Act, 1961.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

Current tax relating to items recognised outside the Standalone Statement of Profit and Loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### Deferred Tax

Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilised, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination

and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

### 2.8 Impairment

#### Financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset is impaired. A financial asset is deemed to be impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that loss event has an impact on the estimated future cash flows of the financial asset or that can be reliably estimated.

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognised during the year is recognised as income / expense in the Standalone Statement of Profit and Loss.

#### Non-financial assets

The carrying value of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If, any such indication exists, the Company estimates their recoverable amount and impairment is recognised if, the carrying amount of these assets/

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

cash generating units exceeds their recoverable amount. The recoverable amount is greater of fair value less cost of disposal and their value in use. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Standalone Statement of Profit and Loss.

### 2.9 Lease

#### Company as lessee

The Company's lease asset classes primarily consist of leases for showrooms, workshops, plant and equipment and stockyards. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use ("ROU") asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated amortisation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### Company as lessor

When the Company is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. Rental income from operating leases are recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

### 2.10 Borrowing costs

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset.

All other borrowing costs are expensed in the year they occur.

### 2.11 Employee Benefits

#### Defined Contribution Plan

Retirement benefit in the form of provident fund, employees' state insurance fund scheme and Labour welfare scheme is a defined contribution scheme. The Company has no obligation, other than the contribution paid/payable under such schemes. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.

#### Defined Benefit Plan

The Company has provided the benefits of gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. As per the Gratuity Plan, the Company makes monthly payment to their employees with remeasurement option to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

the Projected Unit Credit method) at the end of each year. Gratuity which is defined benefit plans is paid per month on the basis of employee's gross salary.

Remeasurements of the net defined benefit liability comprising actuarial gains and losses (excluding amounts included in net interest on the net defined benefit liability), are recognised in Other Comprehensive Income. Such remeasurements are not reclassified to the Standalone Statement of Profit and Loss in the subsequent periods.

Compensated absences are not to be carried forward beyond 12 months and are paid per month on the basis of the employee's gross salary.

### 2.12 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss. Contingent liabilities are not recognised but disclosed unless the probability of an outflow of resources is remote. Contingent assets are disclosed where inflow of economic benefits is probable. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 2.13 Cash and cash equivalent

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, balances with payment gateways and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### 2.14 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year adjusted for the effects of all dilutive potential equity shares.

### 2.15 Inventories

Inventories are valued at lower of cost and net realisable value. Cost is determined as follows:

- i) In case of cars, at specific cost on identification basis of their individual costs.
- ii) In case of spares and others, the same are valued at weighted average basis.

Costs includes all non refundable duties and taxes and all other charges incurred in bringing the inventory to their present location and condition. Net realisable value is the estimated selling price less estimated cost necessary to make the sale.

### 2.16 Segment Reporting

An operating segment is component of the Company that engages in the business activity from which the Company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker (CODM), in deciding about resources to be allocated to the segment and assess its performance. The Company's chief operating decision maker is the chairman of the Company.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

### 2.17 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**2.18 Events after reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

**2.19 Share-based payment**

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the Standalone Statement of Profit and Loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for awards that do not ultimately vest because service conditions have not been met. When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

**2.20 Business Combinations**

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. In case of business combinations involving entities under common control, the same is accounted for using the pooling of interests method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies.

**2.21 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has identified twelve months as its operating cycle.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 3 AMENDED STANDARDS ADOPTED BY THE COMPANY

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended March 31, 2022, except for following amendments to the existing Indian Accounting Standards (Ind AS). The Company applied those amendments, for the accounting periods beginning on or after April 01, 2022, however those do not have material impact on the financial statements of the Company.

#### Ind AS 16 - Property, plant and equipment

The excess of net sale proceeds of items produced over the cost of testing, if any, should not be recognised in the statement of profit or loss but deducted from the directly attributable costs considered as part of cost of an item of Property, Plant and Equipment.

#### Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets

Amendments clarify the types of costs a company can include as the 'costs of fulfilling a contract' while assessing whether a contract is onerous as under:

- The incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.

#### Ind AS 103 - Business Combinations

Amendments have substituted the reference to the Framework for Preparation and Presentation of Financial Statements with Indian Accounting Standards with the reference to the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework), without changing the accounting requirements for business combinations.

#### Ind AS 101 - First-time Adoption of Indian Accounting Standards

If a subsidiary, joint venture of associate (together termed as subsidiary) adopts Ind AS later than its parent and applies paragraph D16(a) of Ind AS 101, then the subsidiary may elect to measure cumulative translation differences for all foreign operations at amounts included in the consolidated financial statements of the parent, based on the parent's date of transitions to Ind AS.

#### Ind AS 109 – Financial Instruments

For the purpose of performing the '10 % test' for derecognition of financial liabilities, in determining fees

paid, the borrower includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

#### Ind AS 41 – Agriculture

The amendment removes the requirement to exclude cash flows for taxation when measuring fair value and thereby aligns the fair value measurement requirements in Ind AS 41 with those in Ind AS 113, Fair Value Measurement.

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

### 4 STANDARDS THAT BECAME ISSUED BUT NOT EFFECTIVE DURING THE YEAR

The amendments to the below mentioned standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, as and when they become effective. The Ministry of Corporate Affairs (MCA) has notified certain amendments to Ind AS, through Companies (Indian Accounting Standards) Amendment Rules, 2023 on March 31, 2023. These amendments maintain convergence with IFRS by incorporating amendments issued by International Accounting Standards Board (IASB) into Ind AS and has amended the following standards:

1. Ind AS 101 - First-time adoption of Ind AS
2. Ind AS 102 - Share Based Payment
3. Ind AS 103 – Business Combinations
4. Ind AS 107 – Financial Instruments - Disclosures
5. Ind AS 109 – Financial Instruments
6. Ind AS 115 – Revenue from Contracts with Customers
7. Ind AS 1 – Presentation of Financial Statements
8. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
9. Ind AS 12 - Income Taxes
10. Ind AS 34 – Interim Financial Reporting

These amendments shall come into force with effect from April 01, 2023.

The Company is assessing the potential effect of the amendments on its financial statements. The Company will adopt these amendments, if applicable, from applicability date.

## 5 PROPERTY, PLANT AND EQUIPMENT

Particulars	Lease Hold Improvements	Electrical Installations	Plant and Equipment	Computers	Furniture and Fixtures	Office Equipment	Vehicles	Total
<b>Gross carrying amount (cost or deemed cost)</b>								
Balance as at April 01, 2021	298.16	39.60	106.97	9.67	103.52	34.54	152.12	744.58
Additions	2.81	0.48	2.62	3.00	4.72	1.45	92.23	107.31
Additions due to business combination (Refer Note 46)	80.84	3.51	46.60	0.81	21.72	2.76	13.87	170.11
Deductions	-	0.05	-	0.09	-	-	61.99	62.13
<b>Balance as at March 31, 2022</b>	<b>381.81</b>	<b>43.54</b>	<b>156.19</b>	<b>13.39</b>	<b>129.96</b>	<b>38.75</b>	<b>196.23</b>	<b>959.87</b>
Additions	19.95	7.60	13.17	8.79	25.08	10.28	204.76	289.63
Deductions (Refer Note 47)	13.33	2.55	-	-	9.28	0.60	42.75	68.51
<b>Balance as at March 31, 2023</b>	<b>388.43</b>	<b>48.59</b>	<b>169.36</b>	<b>22.18</b>	<b>145.76</b>	<b>48.43</b>	<b>358.24</b>	<b>1,180.99</b>
<b>Accumulated Depreciation</b>								
Balance as at April 01, 2021	49.42	10.79	18.89	6.02	32.29	17.41	31.58	166.40
For the year	27.68	5.71	11.82	2.05	16.88	7.57	22.23	93.94
Deductions	-	0.02	-	0.08	-	-	18.22	18.32
<b>Balance as at March 31, 2022</b>	<b>77.10</b>	<b>16.48</b>	<b>30.71</b>	<b>7.99</b>	<b>49.17</b>	<b>24.98</b>	<b>35.59</b>	<b>242.02</b>
For the year	36.29	5.69	14.61	3.30	17.89	7.28	29.04	114.10
Deductions (Refer Note 47)	11.43	1.19	-	-	6.17	0.40	18.26	37.45
<b>Balance as at March 31, 2023</b>	<b>101.96</b>	<b>20.98</b>	<b>45.32</b>	<b>11.29</b>	<b>60.89</b>	<b>31.86</b>	<b>46.37</b>	<b>318.67</b>
<b>Net carrying amount</b>								
Balance as at March 31, 2023	286.47	27.61	124.04	10.89	84.87	16.57	311.87	862.32
Balance as at March 31, 2022	304.71	27.06	125.48	5.40	80.79	13.77	160.64	717.85

### 5.1 Capital Work-in-Progress (CWIP)

Particulars	As at	
	March 31, 2023	March 31, 2022
Projects in progress	1.74	18.57
<b>Total</b>	<b>1.74</b>	<b>18.57</b>

### Capital Work-in-Progress (CWIP) Ageing Schedule

Projects in progress	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	
As at March 31, 2023	1.74	-	-	1.74
As at March 31, 2022	18.57	-	-	18.57

5.2 There are no projects in Capital Work-in Progress, whose completion is overdue or has exceeded its cost or temporarily suspended as compared to its original plan.



NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**6 RIGHT-OF-USE ASSETS**

Particulars	Plant and Equipment	Building	Total
<b>Gross carrying amount</b>			
<b>Balance as at April 01, 2021</b>	<b>19.71</b>	<b>251.71</b>	<b>271.42</b>
Additions	-	453.93	453.93
Deductions	-	-	-
<b>Balance as at March 31, 2022</b>	<b>19.71</b>	<b>705.64</b>	<b>725.35</b>
Additions	-	191.27	191.27
Deductions	-	-	-
<b>Balance as at March 31, 2023</b>	<b>19.71</b>	<b>896.91</b>	<b>916.62</b>
<b>Accumulated amortisation</b>			
<b>Balance as at April 01, 2021</b>	<b>10.31</b>	<b>131.84</b>	<b>142.15</b>
For the year	5.25	94.97	100.22
Deductions	-	-	-
<b>Balance as at March 31, 2022</b>	<b>15.56</b>	<b>226.81</b>	<b>242.37</b>
For the year	3.40	129.68	133.08
Deductions	-	-	-
<b>Balance as at March 31, 2023</b>	<b>18.96</b>	<b>356.49</b>	<b>375.45</b>
<b>Net carrying amount</b>			
<b>Balance as at March 31, 2023</b>	<b>0.75</b>	<b>540.42</b>	<b>541.17</b>
<b>Balance as at March 31, 2022</b>	<b>4.15</b>	<b>478.83</b>	<b>482.98</b>

**7 GOODWILL**

Particulars	Goodwill acquired separately
<b>Gross carrying amount</b>	
<b>Balance as at April 01, 2021</b>	-
Additions due to business combination (Refer Note 46)	244.33
Impairment	-
<b>Balance as at March 31, 2022</b>	<b>244.33</b>
Additions	-
Impairment	-
<b>Balance as at March 31, 2023</b>	<b>244.33</b>

**Note:**

The goodwill is tested for impairment annually and as at March 31, 2023, the goodwill is not impaired.

The recoverable amounts of the CGUs are determined from value-in-use calculations. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rates and expected changes to direct costs during the year. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money.

The growth rates are based on management's forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market. The Company prepares its forecasts based on the most recent financial budgets approved by management with projected revenue growth rates at 6.00 % p.a. The rates used to discount the forecasts is 14.76% p.a.

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**8 OTHER INTANGIBLE ASSETS**

Particulars	Customer relationship	Non-compete Fees	Total
<b>Gross carrying amount</b>			
<b>Balance as at April 01, 2021</b>	-	-	-
Additions due to business combination (Refer Note 46)	219.39	36.16	255.55
Deductions	-	-	-
<b>Balance as at March 31, 2022</b>	<b>219.39</b>	<b>36.16</b>	<b>255.55</b>
Additions	-	-	-
Deductions	-	-	-
<b>Balance as at March 31, 2023</b>	<b>219.39</b>	<b>36.16</b>	<b>255.55</b>
<b>Accumulated amortisation</b>			
<b>Balance as at April 01, 2021</b>	-	-	-
For the year	21.88	6.01	27.89
Deductions	-	-	-
<b>Balance as at March 31, 2022</b>	<b>21.88</b>	<b>6.01</b>	<b>27.89</b>
For the year	42.78	13.15	55.93
Deductions	-	-	-
<b>Balance as at March 31, 2023</b>	<b>64.66</b>	<b>19.16</b>	<b>83.82</b>
<b>Net carrying amount</b>			
<b>Balance as at March 31, 2023</b>	<b>154.73</b>	<b>17.00</b>	<b>171.73</b>
<b>Balance as at March 31, 2022</b>	<b>197.51</b>	<b>30.15</b>	<b>227.66</b>

**9 INVESTMENTS**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-Current Investments</b>		
<b>(a) Investments in equity shares of subsidiaries (carried at cost)</b>		
1,60,00,000 (March 31, 2022 : 1,10,00,000) Equity Shares of ₹ 10 each fully paid-up in Benchmark Motors Private Limited	160.00	110.00
Add : Deemed Equity Investments	169.89	169.89
	<b>329.89</b>	<b>279.89</b>
1,10,00,000 (March 31, 2022 : 60,00,000) Equity Shares of ₹ 10 each fully paid-up in Landmark Lifestyle Cars Private Limited	110.00	60.00
Add : Deemed Equity Investments	77.22	77.22
	<b>187.22</b>	<b>137.22</b>
10,00,000 (March 31, 2022 : 10,00,000) Equity Shares of ₹ 10 each fully paid up in Watermark Cars Private Limited	10.00	10.00
Add : Deemed Equity Investments	15.44	15.44
	<b>25.44</b>	<b>25.44</b>
10,00,000 (March 31, 2022 : 10,00,000) Equity Shares of ₹ 10 each fully paid up in Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited)	409.64	409.64
10,00,000 (March 31, 2022 : 10,00,000) Equity Shares of ₹ 10 each fully paid up in Automark Motors Private Limited	413.97	413.97
60,00,000 (March 31, 2022 : 10,00,000) Equity Shares of ₹ 10 each fully paid up in Landmark Commercial Vehicles Private Limited	104.24	54.24



NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Particulars	As at	
	March 31, 2023	March 31, 2022
8,30,000 (March 31, 2022 : 8,30,000) Equity Shares of ₹ 10 each fully paid up in Landmark Cars (East) Private Limited	8.30	8.30
2,50,000 (March 31, 2022 : Nil) Equity Shares of ₹ 10 each fully paid up in Motorone India Private Limited (Formerly known as Landmark Pre-Owned Cars Private Limited) w.e.f. June 16, 2022 (Refer Note (b) below)	15.00	-
	<b>1,493.70</b>	<b>1,328.70</b>
<b>(b) Investments in preference shares of subsidiaries (at amortised cost)</b>		
3,30,00,000 (March 31, 2022 : 3,30,00,000) Preference Shares of ₹ 10 each fully paid up in Benchmark Motors Private Limited	239.03	222.36
1,50,00,000 (March 31, 2022 : 1,50,00,000) Preference Shares of ₹ 10 each fully paid up in Landmark Lifestyle Cars Private Limited	112.32	104.48
30,00,000 (March 31, 2022 : 30,00,000) Preference Shares of ₹ 10 each fully paid up in Watermark Cars Private Limited	20.90	19.44
	<b>372.25</b>	<b>346.28</b>
<b>(c) Investments carried at fair value through other comprehensive income</b>		
<b>(i) Equity shares - Unquoted</b>		
10 (March 31, 2022 : 10) Equity shares of Re. 1 each in Chatpay Commerce Private Limited (Refer note (c) below)	-	*
	-	-
<b>(ii) Preference shares - Unquoted</b>		
31,531 (March 31, 2022 : 31,531) Compulsory Convertible Cumulative Preference Shares of Re. 1 each in Chatpay Commerce Private Limited (Refer note (c) below)	-	77.91
6,371 (March 31, 2022 : 6,371) Preference shares of Re. 1 each in Chatpay Commerce Private Limited (Refer note (c) below)	-	15.74
732 (March 31, 2022: Nil) Compulsory Convertible Preference Shares of ₹ 10 each in Autoverse Mobility Private Limited	0.01	-
91,305 (March 31, 2022 : 84,334) Compulsory Convertible Preference Shares of ₹ 10 each in Sheerdrive Private Limited (Refer note (a) below)	162.80	63.25
	<b>162.81</b>	<b>156.90</b>
<b>Total Non - Current Investments</b>	<b>2,028.76</b>	<b>1,831.88</b>
<b>Total Investments</b>	<b>2,028.76</b>	<b>1,831.88</b>
(Figures below ₹ 500 are denominated by *)		
Aggregate amount of unquoted investments	2,028.76	1,831.88

**Notes:**

- During the year ended March 31, 2023, the Company has additionally invested in Compulsory Convertible Preference shares of Sheerdrive Private Limited which is in the business of providing online/digital platform for enabling car exchange of vehicles at real time market derived price. Such investment is made with the approval of Board of Directors.
- During the year ended March 31, 2023, the Company has invested ₹ 15.00 Millions in Motorone India Private Limited (MOIPL) (Formerly known as Landmark Pre-Owned Cars Private Limited) thereby making MOIPL, a wholly-owned subsidiary of the Company.
- During the year ended March 31, 2023, due to various disruptions in operations, challenges in achieving business operating goals in one of the investments made by the Company in earlier financial years and in absence of any possibility of material realisation from the investments, the fair value of the same has been assessed as ₹ Nil.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**10 LOANS**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
<b>(Unsecured, considered good)</b>		
Loans to subsidiary companies (Refer Note 41 and 43)	1,636.96	723.40
Loans to employees	0.27	0.65
	<b>1,637.23</b>	<b>724.05</b>

Loans to subsidiary companies are repayable on demand and carries interest rate 8.00% p.a.

**Disclosure in respect of Loans or Advances in the nature of loans granted to Promoters, Directors, KMP's and Related parties:**

Particulars	As at	
	March 31, 2023	March 31, 2022
Related parties		
Amount of loan outstanding	1,636.96	723.40
% to total loans	99.98%	99.91%

**11 OTHER FINANCIAL ASSETS**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-current</b>		
<b>(Unsecured, considered good)</b>		
Security deposits	48.83	48.32
	<b>48.83</b>	<b>48.32</b>
<b>Current</b>		
<b>(Unsecured, considered good)</b>		
Claims recoverable from suppliers	49.04	47.66
Share issue expenses *	23.74	57.36
Interest accrued on deposits	0.42	0.18
Security deposits	27.72	0.10
Others	22.33	25.21
	<b>123.25</b>	<b>130.51</b>

\*The Company has incurred expenses towards Initial Public Offering (IPO) of its equity shares. The Company is to recover certain amount from its shareholders as above.

**12 OTHER ASSETS**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-current</b>		
Prepaid expenses	2.52	0.14
Capital advances	2.90	7.44
	<b>5.42</b>	<b>7.58</b>
<b>Current</b>		
Prepaid expenses	17.68	7.30
Balance with Government Authorities	5.45	12.95
Advance to employees	0.29	0.06
Advance to suppliers	71.66	2.42
	<b>95.08</b>	<b>22.73</b>



NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**13 INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)**

Particulars	As at	
	March 31, 2023	March 31, 2022
Cars (Refer note (a) below)	868.82	508.44
Spares and lubricants (Refer note (b) below)	303.56	219.34
	<b>1,172.38</b>	<b>727.78</b>

**Notes:**

- (a) Includes Goods-in-Transit ₹ 40.73 Millions (as at March 31, 2022 - ₹ 23.64 Millions)  
(b) Includes Goods-in-Transit ₹ 5.04 Millions (as at March 31, 2022 - ₹ 0.46 Millions)  
(c) Inventories are given as security for the borrowings as mentioned in note 19 and 21  
(d) During the year ended March 31, 2023 ₹ Nil (March 31, 2022 - ₹ 3.76 Millions) is recognised as an expense for inventories carried at net realisable value.

**14 TRADE RECEIVABLES**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
Unsecured, Considered Good	259.62	152.53
Less : Allowance for doubtful debts	3.96	1.81
	<b>255.66</b>	<b>150.72</b>
Unsecured, considered doubtful	5.47	5.47
Less : Allowances for expected credit loss due to increase in credit risk ("ECL")	5.47	5.47
	-	-
	<b>255.66</b>	<b>150.72</b>

**Notes**

- (a) Trade receivables are non-interest bearing and are generally on terms of 0 days to 60 days.  
(b) For amount receivables from related parties, refer note 43.  
(c) Trade receivables are given as security for the borrowings as mentioned in note 19 and 21.  
(d) Movement in credit loss / doubtful debt allowance;

Particulars	As at	
	March 31, 2023	March 31, 2022
Opening Balance	7.28	4.78
Changes in provision during the year	2.15	2.49
<b>Closing Balance</b>	<b>9.43</b>	<b>7.28</b>

**Ageing of Trade Receivables (Gross)**

Particulars (Outstanding from due date of payment / from date of transaction)	As at	
	March 31, 2023	March 31, 2022
<b>(i) Undisputed Trade Receivables – considered good</b>		
Less than 6 months	123.98	134.84
6 months - 1 year	16.37	7.06
1-2 years	3.17	0.34
2-3 years	0.23	0.05
More than 3 years	-	0.01
	<b>143.75</b>	<b>142.30</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Particulars (Outstanding from due date of payment / from date of transaction)	As at	
	March 31, 2023	March 31, 2022
<b>(ii) Undisputed Trade Receivables – which have significant increase in credit risk</b>		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	0.06
More than 3 years	1.26	1.20
	<b>1.26</b>	<b>1.26</b>
<b>(iii) Disputed Trade Receivables – considered good</b>		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	0.18
2-3 years	0.18	-
More than 3 years	1.35	1.35
	<b>1.53</b>	<b>1.53</b>
<b>(iv) Disputed Trade Receivables – which have significant increase in credit risk</b>		
Less than 6 months	-	-
6 months - 1 year	-	0.05
1-2 years	0.05	0.75
2-3 years	0.75	0.22
More than 3 years	3.41	3.19
	<b>4.21</b>	<b>4.21</b>
<b>(v) Unbilled dues</b>	114.34	8.70
	<b>265.09</b>	<b>158.00</b>

**15 CASH AND CASH EQUIVALENTS**

Particulars	As at	
	March 31, 2023	March 31, 2022
Balance with banks in current accounts**	73.34	17.00
Cash on hand	-	0.11
	<b>73.34</b>	<b>17.11</b>

\* Includes balances from various payment gateways amounts to ₹ 2.52 Millions (March 31, 2022 - ₹ 3.03 Millions).

# The Cash and cash equivalents balance mentioned above includes an amount of ₹ 63.23 Millions held with Axis Bank (Public offer account) as the IPO Public Issue Account.

Cash and cash equivalents are given as security for the borrowings as mentioned in note 19.

**16 OTHER BALANCES WITH BANKS**

Particulars	As at	
	March 31, 2023	March 31, 2022
Balances held as margin money against credit facilities	74.10	44.99
	<b>74.10</b>	<b>44.99</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**17 EQUITY SHARE CAPITAL**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Authorised</b>		
5,37,00,000 (March 31, 2022: 5,37,00,000) Equity Shares of ₹ 5 each	268.50	268.50
4,00,000 (March 31, 2022: 4,00,000) Preference Shares of ₹ 5 each	2.00	2.00
	<b>270.50</b>	<b>270.50</b>
<b>Issued, subscribed and fully paid-Up</b>		
3,96,24,746 (March 31, 2022: 3,66,25,620) Equity Shares of ₹ 5 each fully paid-up	198.12	183.13
	<b>198.12</b>	<b>183.13</b>

**Rights, preferences and restrictions:**

The Company has issued only one class of Equity shares having a face value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**Shares allotted as fully paid up by way of other than cash during the period of five years immediately preceding March 31, 2023:**

Pursuant to the Scheme of Arrangement, the Company had allotted 1,04,00,220 equity shares as fully paid-up during the year 2018-19.

**Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period :**

Particulars	No. of Shares	Amount
<b>Balance as at April 01, 2021</b>	<b>1,83,12,810</b>	<b>183.13</b>
Add: Shares issued through the split (Refer note below)	1,83,12,810	-
<b>Balance as at March 31, 2022</b>	<b>3,66,25,620</b>	<b>183.13</b>
Add: Shares issued through Initial Public Offer ('IPO') (Refer note 48)	29,66,498	14.83
Add: Shares issued on exercise of employee stock options (Refer note 49)	32,628	0.16
<b>Balance as at March 31, 2023</b>	<b>3,96,24,746</b>	<b>198.12</b>

**Note:**

During the previous year ended March 31, 2022, pursuant to a resolution in the extra-ordinary general meeting dated November 10, 2021, the shareholders have approved split of each equity share of face value of ₹ 10 each into two equity shares of face value of ₹ 5 each ("the Split").

**Details of shareholders holding more than 5 % shares :**

Name of the Promoters	As at	
	March 31, 2023	March 31, 2022
	No. of Shares	No. of Shares
	%	%
Sanjay Karsandas Thakker		
No. of Shares	1,51,54,768	1,51,54,768
% of total shares held	38.25%	41.38%
Ami Sanjay Thakker		
No. of Shares	55,84,848	55,84,848
% of total shares held	14.09%	15.25%
TPG Growth II SF Pte. Limited		
No. of Shares	44,56,270	1,08,79,194
% of total shares held	11.25%	29.70%

NOTES FORMING PART OF FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**Details of shareholding of promoters\*\***

Name of the Promoters	As at	
	March 31, 2023	March 31, 2022
	No. of Shares	No. of Shares
	%	%
Sanjay Karsandas Thakker		
No. of Shares held	1,51,54,768	1,51,54,768
% of total shares held	38.25%	41.38%
% change during the year*	-	-

\*Holding of Promoters has reduced post to initial public offer of equity shares of the Company.

\*\* For the purpose of disclosure, definition of promoter as per the Companies Act 2013 has been considered.

**18 OTHER EQUITY**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Capital Reserve on Business Combination</b>		
Opening Balance	1,278.81	1,278.81
Closing Balance	<b>1,278.81</b>	<b>1,278.81</b>
<b>Securities Premium</b>		
Opening Balance	425.27	425.27
Add: Premium arising on issue of equity shares through IPO (Refer Note 48)	1,489.24	-
Less: Share issue expense on IPO (Refer Note 48)	(100.31)	-
Closing Balance	<b>1,814.20</b>	<b>425.27</b>
<b>Share options outstanding account</b>		
Opening Balance	56.22	55.52
Add: Additions during the year (Refer Note 49)	8.49	3.01
Less: Options lapsed during the year (Refer Note 49)	-	(2.31)
Less: Transfer to retained earning on exercise of employee stock options (Refer Note 49)	1.05	-
Closing Balance	<b>63.66</b>	<b>56.22</b>
<b>Retained Earnings</b>		
Opening Balance	894.47	557.88
Add: Profit for the year	507.21	349.93
Less: Remeasurement loss of defined benefit plans	(0.35)	(1.91)
Less: Final dividend	(14.65)	(13.74)
Add: Options lapsed during the year	-	2.31
Add: Transfer from share options outstanding account on exercise of employee stock options	1.05	-
Closing Balance	<b>1,387.73</b>	<b>894.47</b>
<b>Other Comprehensive Income</b>		
Opening Balance	20.29	12.48
Add: Fair value gain / (loss) on investments other than equity shares through OCI (Net)	(5.04)	7.81
Closing Balance	<b>15.25</b>	<b>20.29</b>
Capital Redemption Reserve		
Opening Balance	0.02	0.02
Closing Balance	<b>0.02</b>	<b>0.02</b>
	<b>4,559.67</b>	<b>2,675.08</b>

**Notes:**

During the year ended March 31, 2023, the Company paid final dividend of ₹ 0.40 per equity share aggregating to ₹ 14.65 Millions for the year ended March 31, 2022 which was approved in the annual general meeting held on July 29, 2022.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### Proposed Dividend

The Board of Directors at its meeting held on May 30, 2023 have recommended payment of final dividend of ₹ 2.25 per equity share of face value of ₹ 5 each for the financial year ended March 31, 2023 amounting to ₹ 89.16 Millions. The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

### Nature and purpose of reserves

#### Capital Reserve on Business Combination

Capital reserve represents the excess amount of net assets acquired over and above the liabilities pursuant to the Scheme of Arrangement.

#### Securities premium

Securities premium represents the premium received on issue of shares over and above the face value of equity shares. The same is available for utilisation in accordance with the provisions of the Companies Act, 2013.

#### Share options outstanding account

The fair value of the equity-settled share based payment transactions with employees is recognised in Standalone Statement of Profit and Loss with corresponding credit to Stock Options Outstanding Account.

#### Retained earnings

Retained earnings represents the Company's undistributed earnings after taxes.

#### Capital redemption reserve

Capital redemption reserve has been created pursuant to the requirements of the Act under which the Company is required to transfer certain amounts on redemption of preference shares. The Company has redeemed the underlying preference shares in the earlier years. The capital redemption reserve can be utilised for issue of bonus shares.

#### Other Comprehensive Income

This represents the cumulative gains and losses arising on the revaluation of preference instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

## 19 BORROWINGS

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-Current</b>		
<b>Term loan - Secured - at amortised cost</b>		
From a bank (Refer note (a) below)	24.34	32.40
<b>Term loan - Unsecured - at amortised cost</b>		
From others (Refer note (d) below)	44.60	50.00
<b>Vehicle loan - Secured - at amortised cost</b>		
From a bank (refer note (b) below)	3.43	18.65
From a others (refer note (c) below)	9.55	-
	<b>81.92</b>	<b>101.05</b>
Less: Current maturities of non-current borrowings disclosed under the head "Current Borrowings"	23.46	23.43
	<b>58.46</b>	<b>77.62</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
<b>Secured - at amortised cost</b>		
Current maturities of non-current borrowings	23.46	23.43
Working capital loan from banks (Refer Note (f) below)	14.80	-
<b>Unsecured - at amortised cost</b>		
Loan from related parties (Refer Note (e) below) (Refer Note 43)	-	82.30
	<b>38.26</b>	<b>105.73</b>

**Notes**

- (a) Term Loan from HDFC Bank Limited of ₹ 24.34 Millions (March 31, 2022 - ₹ 32.40 Millions) repayable in 70 equated monthly instalments of ₹ 0.86 Millions by December, 2025 is primarily secured by way of third floor of Landmark house owned by Mrs. Ami Thakker, Mr. Aryaman Thakker and Ms. Aparajita Thakker, residential building owned by Mr. Sanjay Thakker at Mumbai and further secured by personal guarantees of 2 Directors.
- (b) Vehicle loan from bank of ₹ 3.43 Millions (March 31, 2022 - ₹ 18.65 Millions) carry interest rate in the range of 8.55% to 10.50% will be repaid in equated monthly instalments by May, 2025 are secured by way of hypothecation of demo cars.
- (c) Vehicle loan from others of ₹ 9.55 Millions (March 31, 2022 - ₹ Nil ) repayable in 48 monthly instalments by September, 2026 carry interest rate of 9.90% p.a will be repaid in are secured by way of hypothecation of owned cars.
- (d) Term Loan from Kotak Mahindra Prime Limited of ₹ 44.60 Millions (March 31, 2022 - ₹ 50.00 Millions) under Emergency Credit Line Guarantee Scheme (ECLGS) repayable in 60 equated monthly instalments of ₹ 1.22 Millions by September, 2026 and it is guaranteed by personal guarantees of two Directors.
- (e) Loans from related parties of ₹ Nil (March 31, 2022 - ₹ 82.30 Millions) carry interest rate ranging from 8.00% p.a. to 9.00% p.a. and is repayable on demand.
- (f) Working Capital Loan from Kotak Mahindra Bank Limited amounting to ₹ 14.80 Millions (March 31, 2022 - debit balance of ₹ 8.02 Millions) is secured by way of subservient charge on current assets of the Company.

In respect of the above borrowings from banks and financial institutions on the basis of security of current assets, there is no fixed frequency for submission of returns / statements to the banks / financial institutions. The banks / financial institutions conduct their independent stock audit at different intervals for reporting purpose and stock statements were provided that point in time by the Company, which were in agreement with the books of accounts at that point in time. Any adjustments, if identified during the count or any other reasons, are duly adjusted in the books of account subsequently upon notice.

**20 OTHER LIABILITIES**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-current</b>		
Contract Liabilities (Refer note below)	83.37	62.02
Discount received in advance	13.51	-
	<b>96.88</b>	<b>62.02</b>
<b>Current</b>		
Statutory remittances	50.35	50.29
Advances received from customers	459.40	420.02
Contract Liabilities (Refer note below)	93.85	70.29
Discount received in advance	13.51	0.31
	<b>617.11</b>	<b>540.91</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**Reconciliation of Contract Liabilities:**

Particulars	As at	
	March 31, 2023	March 31, 2022
Opening balance	132.31	89.08
Add: Advance received during the year	160.02	133.48
Less: Income recognised during the year	115.11	90.26
<b>Closing balance</b>	<b>177.22</b>	<b>132.31</b>
Contract Liabilities- Non-Current	83.37	62.02
Contract Liabilities- Current	93.85	70.29
<b>Total Contract Liabilities</b>	<b>177.22</b>	<b>132.31</b>

**21 VEHICLE FLOOR PLAN PAYABLE**

Particulars	As at	
	March 31, 2023	March 31, 2022
Vehicle floor plan payable	636.32	525.08
	<b>636.32</b>	<b>525.08</b>

**Note:**

Vehicle floor plan payable represents amount borrowed to finance the purchase of inventories of cars with the manufacturer's captive finance company. The amount is payable on sale of a specific vehicle or after a pre-defined period if not sold. Such payable amounts are secured by way of first and exclusive charge over specific inventory, receivables and cash and further secured by way Demand Promissory Note along with Letter of Continuity, 6 Undated Blank Cheques in favour of Mercedes-Benz Financial Services India Private Limited (formerly known as Daimler Financial Services (India) Private Limited) and Personal Guarantee of Mr. Sanjay Thakker and Mrs. Ami Thakker. Any amount that remains unpaid after initial interest free period carries interest @ 10.00 % p.a. on Demo Cars (March 31, 2022 - interest rate was 9.75% p.a. on New cars and 9.45% p.a. on Demo cars). Changes in vehicle floor plan payable are reported as operating cash flows.

**22 TRADE PAYABLES**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
Total outstanding dues of micro enterprises and small enterprises (Refer Note (b) below)	15.35	10.10
Total outstanding dues of creditors other than micro enterprises and small enterprises	453.92	401.14
	<b>469.27</b>	<b>411.24</b>

**Notes:**

- (a) For transaction with related parties, refer note 43.
- (b) Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2023. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**Disclosure in respect of Micro and Small Enterprises :**

Particulars	As at	
	March 31, 2023	March 31, 2022
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
Principal	15.35	10.10
Interest	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

**Ageing of Trade Payables**

Particulars (Outstanding from due date of payment / from date of transaction)	As at	
	March 31, 2023	March 31, 2022
<b>(i) MSME</b>		
Less than 1 year	14.62	9.45
1-2 years	0.08	0.15
2-3 years	0.10	-
More than 3 years	0.05	-
	<b>14.85</b>	<b>9.60</b>
<b>(ii) Others</b>		
Less than 1 year	304.32	312.25
1-2 years	2.98	1.50
2-3 years	1.35	0.27
More than 3 years	2.65	1.98
	<b>311.30</b>	<b>316.00</b>
<b>(iii) Disputed dues - MSME</b>		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	0.01
More than 3 years	0.50	0.49
	<b>0.50</b>	<b>0.50</b>
<b>(iv) Disputed dues - Others</b>		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	0.53
More than 3 years	0.78	0.34
	<b>0.78</b>	<b>0.87</b>
<b>(v) Accruals</b>		
	<b>141.84</b>	<b>84.27</b>
	<b>469.27</b>	<b>411.24</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**23 OTHER FINANCIAL LIABILITIES**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
Interest accrued	1.18	1.45
Payable to capital creditors	0.52	5.53
Amount due to shareholders in respect of their shares sold*	42.48	-
Payable for acquisition of business (Refer note 46)	-	269.72
	<b>44.18</b>	<b>276.70</b>

\* The amount payable pertains to shares sold by the holders of instruments at the time of companies Initial public offer.

**24 REVENUE FROM OPERATIONS**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Sale of cars	1,060.98	4,312.10
Sale of spares, lubricants and others	2,086.05	1,551.79
Commission income (Refer note 45)	725.37	259.18
Sale of services	799.22	589.03
<b>Revenue from sale of products and services</b>	<b>4,671.62</b>	<b>6,712.10</b>
Other operating revenues (Refer note below)	168.41	98.13
	<b>4,840.03</b>	<b>6,810.23</b>

Other operating revenue includes:

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Finance commission	50.05	27.41
Insurance commission	55.20	41.11
Pre-owned cars commission	4.23	2.80
Incomes from schemes and incentives	28.25	-
Extended warranty and Road Side Assistance income	21.63	-
Others	9.05	26.81
	<b>168.41</b>	<b>98.13</b>

Reconciliation of the amount of revenue recognised in the Standalone Statement of Profit and Loss with the contracted price:

Particulars	March 31, 2023	March 31, 2022
Gross Revenue	4,842.71	6,821.44
Less : Discounts	2.68	11.22
<b>Net Revenue recognised from contracts with customers</b>	<b>4,840.03</b>	<b>6,810.23</b>

**25 OTHER INCOME**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Interest income on		
Financial assets measured at amortised cost	92.84	68.59
Security deposits	3.17	2.64
Sundry balances written back (net)	13.43	11.37
Miscellaneous income	0.80	0.80
Profit on property, plant and equipment sold	0.13	-
Rent income	3.25	3.24
	<b>113.62</b>	<b>86.64</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**26 PURCHASE OF CARS, SPARES AND OTHERS**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Purchase of cars	1,440.25	3,888.33
Purchase of spares, lubricants and others	1,586.87	1,233.93
	<b>3,027.12</b>	<b>5,122.26</b>

For transaction with related parties, refer note 43.

**27 CHANGES IN INVENTORIES OF STOCK-IN-TRADE**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Inventories at the end of the year</b>		
Cars	868.82	508.44
Spares and others	303.55	219.34
	<b>1,172.37</b>	<b>727.78</b>
<b>Inventories at the beginning of the year</b>		
Cars	508.44	722.92
Spares and others	219.34	178.63
	<b>727.78</b>	<b>901.55</b>
<b>Net (Increase) / Decrease</b>	<b>(444.59)</b>	<b>173.77</b>

**28 EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Salaries and wages	535.57	400.07
Gratuity expense (Refer note 39)	5.86	3.61
Contribution to provident and other funds (Refer note 39)	4.60	4.68
Share based payment expense (Refer note 49)	8.49	3.01
Staff welfare expenses	9.10	7.20
	<b>563.62</b>	<b>418.57</b>

**29 FINANCE COSTS**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Interest expense on		
Financial liabilities carried at amortised cost	39.81	37.19
Lease liabilities (Refer note 42)	43.22	19.40
Others	0.05	0.03
Other borrowing costs	3.59	3.45
	<b>86.67</b>	<b>60.07</b>

For transaction with related parties, refer note 43.

**30 DEPRECIATION AND AMORTISATION EXPENSE**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Depreciation on property, plant and equipment (Refer Note 5)	114.10	93.94
Amortisation on right-of-use assets (Refer Note 6 and 42)	133.08	100.22
Amortisation of other intangible assets (Refer Note 8)	55.93	27.89
	<b>303.11</b>	<b>222.05</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**31 OTHER EXPENSES**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Electricity expenses	27.35	20.88
Rent (Refer note 42)	35.45	17.33
Rates and taxes	5.79	5.09
Repairs expenses		
Repairs to building	6.89	4.14
Repairs to plant and machineries	4.08	1.55
Repairs to others	23.21	14.84
Job work charges	152.58	88.54
Communication expenses	7.14	6.35
Travelling and conveyance	23.53	11.95
Printing and stationery	8.19	6.29
Charges on credit card transactions	0.77	1.00
Commission	3.78	24.08
Advertisement and sales promotion	95.38	78.76
Donations and contributions	0.06	0.01
Corporate social responsibility expenditure *	4.57	2.15
Security service charges	12.53	9.09
Legal and Professional	31.27	25.76
Director sitting fees	2.46	1.26
Payments to auditors **	3.52	2.30
Software expenses	20.72	21.19
Loss on property, plant and equipment sold /written off	-	5.09
New car delivery expenses	46.08	14.88
Housekeeping expenses	24.10	18.10
Bad trade and others receivables written off	5.31	-
Provision for doubtful debts	2.15	2.49
Extended warranty and road side assistance expenses	154.87	35.00
Miscellaneous expenses	22.17	8.58
	<b>733.16</b>	<b>434.29</b>

For transaction with related parties, refer note 43.

**\*Corporate social responsibility expenditure**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
(a) amount required to be spent by the Company during the year	4.57	2.15
(b) amount of expenditure incurred (Nature of CSR activities)		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	4.57	2.15
(c) shortfall at the end of the year,	-	-
(d) total of previous years shortfall,	NA	NA
(e) related party transactions	NA	NA
(f) provision, if any	NA	NA

**\*\* Payment to auditors (Net of GST credit)**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
For Statutory Audit and Limited Review	3.33	2.30
For Reimbursement of expenses	0.19	-
	<b>3.52</b>	<b>2.30</b>
For IPO related services (Refer Note below)	6.54	6.00
	<b>10.06</b>	<b>8.30</b>

Note : In addition to the above expenses in Standalone Statement of Profit and Loss, payment to auditors of ₹ 6.54 Millions (March 31, 2022: ₹ 10.00 Millions) is towards IPO related services of which ₹ 1.78 Millions (March 31, 2022: ₹ 2.72 Millions) accounted in balance sheet which is offsetted with securities premium arising from IPO.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**32 EARNINGS PER EQUITY SHARE**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Net profit after tax attributable to equity shareholders (₹ In Millions)	507.21	349.93
Weighted average number of equity shares – for Basic EPS	3,74,48,811	3,66,25,620
Add: Effect of ESOP's which are dilutive	14,20,228	8,90,504
Weighted average number of equity shares – for Diluted EPS	3,88,69,039	3,75,16,124
Nominal value per share (In ₹)	5.00	5.00
Earnings per equity share - Basic (In ₹)	13.54	9.55
- Diluted (In ₹)	13.05	9.33

**33 INCOME TAX EXPENSE**

The major component of income tax expense for the years ended March 31, 2023 and March 31, 2022 are as under:

**33.1 Tax expense reported in the Standalone Statement of Profit and Loss**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Current tax</b>		
Current tax	173.32	102.74
Adjustment for previous year taxes	(2.89)	(0.67)
<b>Total current tax</b>	<b>170.43</b>	<b>102.07</b>
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	0.47	13.86
<b>Tax expense reported in the Standalone Statement of Profit and Loss</b>	<b>170.90</b>	<b>115.93</b>
<b>Tax on Other Comprehensive Income ('OCI')</b>		
Current tax related to items recognised in OCI during the year	(0.11)	(0.65)
Deferred tax related to items recognised in OCI during the year	(1.50)	2.32
<b>Total tax expense</b>	<b>169.29</b>	<b>117.60</b>

**33.2 Balance sheet section**

Particulars	As at	
	March 31, 2023	March 31, 2022
Income tax liabilities - Current	20.28	12.60

**33.3 Reconciliation of tax expenses and the accounting profit multiplied by India's domestic tax rate :**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Accounting profit before tax</b>	<b>678.11</b>	<b>465.86</b>
Income tax expense @25.168%	170.67	117.25
<b>Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income:</b>		
Adjustment for previous year taxes	(2.89)	(0.67)
Tax effect of amounts that are not deductible in determining taxable profit	1.18	0.27
Others	1.94	(0.92)
<b>Tax expense as per Standalone Statement of Profit and Loss</b>	<b>170.90</b>	<b>115.93</b>
<b>Effective tax rate</b>	<b>25.20%</b>	<b>24.89%</b>

**33.4 Deferred tax Balances**

Particulars	As at	
	March 31, 2023	March 31, 2022
Deferred tax liabilities (net)	27.17	28.20



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FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**Deferred tax liabilities**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Deferred tax liabilities</b>		
Property, plant and equipment	7.42	8.53
Fair valuation of Investments	28.55	22.62
Fair valuation of preference shares	4.52	6.02
<b>Total Deferred tax liabilities</b>	<b>40.49</b>	<b>37.17</b>
<b>Deferred tax assets</b>		
Provision for doubtful debts	2.37	1.83
Disallowance of share issue expenses under section 35D of Income Tax Act, 1961	-	0.03
Difference in Right-of-use assets and lease liabilities	10.95	7.11
<b>Total Deferred tax assets</b>	<b>13.32</b>	<b>8.97</b>
<b>Net Deferred Tax Liabilities recognised</b>	<b>27.17</b>	<b>28.20</b>

**Movement in Deferred Tax Balances**

Particulars	As at April 01, 2022	Recognised in Standalone Statement of Profit and Loss	Recognised in other comprehensive income	As at March 31, 2023
Property, plant and equipment	8.53	(1.11)	-	7.42
Provision for doubtful trade receivables	(1.83)	(0.54)	-	(2.37)
Disallowance of share issue expenses under section 35D of Income Tax Act, 1961	(0.03)	0.03	-	-
Fair valuation of Investments	22.62	5.93	-	28.55
Fair valuation of preference shares	6.02	-	(1.50)	4.52
Difference in Right-of-use assets and lease liabilities	(7.11)	(3.84)	-	(10.95)
<b>Deferred tax liabilities (net)</b>	<b>28.20</b>	<b>0.47</b>	<b>(1.50)</b>	<b>27.17</b>

Particulars	As at April 01, 2021	Recognised in Standalone Statement of Profit and Loss	Recognised in other comprehensive income	As at March 31, 2022
Property, plant and equipment	2.93	5.60	-	8.53
Provision for doubtful trade receivables	(1.21)	(0.62)	-	(1.83)
Disallowance of share issue expenses under section 35D of Income Tax Act, 1961	(0.12)	0.09	-	(0.03)
Fair valuation of investments	17.09	5.53	-	22.62
Fair valuation of preference shares	3.70	-	2.32	6.02
Difference in Right-of-use assets and lease liabilities	(10.37)	3.26	-	(7.11)
<b>Deferred tax liabilities (net)</b>	<b>12.02</b>	<b>13.86</b>	<b>2.32</b>	<b>28.20</b>

**34 FINANCIAL INSTRUMENTS**

**34.1 Capital Management**

The Company's capital management objectives are:

- to ensure the Company's ability to continue as going concern
- to provide adequate return to shareholders through optimisation of debt and equity balance.

For the purpose of the Company's capital management, capital includes issued equity capital and other equity reserves attributable to the equity holders of the Company.

**NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(All amount in ₹ Millions unless otherwise stated)

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and business opportunities. The Company monitors capital structure using a debt equity ratio, which is debt divided by equity.

Particulars	As at	
	March 31, 2023	March 31, 2022
Debt (Refer note (a) below)	733.04	708.43
Less: Cash and bank balances (Refer note (b) below)	147.44	62.10
<b>Adjusted net debt</b>	<b>585.60</b>	<b>646.33</b>
Total equity	4,757.79	2,858.21
<b>Adjusted net debt to total equity ratio</b>	<b>0.12</b>	<b>0.23</b>

**Note:**

- (a) Debt is defined as non-current borrowings, current borrowings and vehicle floor plan as described in notes 19 and 21 but excludes lease liabilities.
- (b) Cash and bank balances includes cash and cash equivalents and other bank balances held as margin money against credit facilities.

**34.2 Disclosure of Financial Instruments by Category**

Particulars	As at March 31, 2023			
	FVTPL	FVTOCI	Amortised cost	Total carrying value
<b>Financial assets</b>				
Investments	-	162.81	1,865.95	2,028.76
Trade receivables	-	-	255.66	255.66
Cash and cash equivalents	-	-	73.34	73.34
Other balances with banks	-	-	74.10	74.10
Loans	-	-	1,637.23	1,637.23
Other financial assets	-	-	172.08	172.08
<b>Total Financial assets</b>	<b>-</b>	<b>162.81</b>	<b>4,078.36</b>	<b>4,241.17</b>
<b>Financial liabilities</b>				
Borrowings	-	-	96.72	96.72
Vehicle floor plan payable	-	-	636.32	636.32
Trade payables	-	-	469.27	469.27
Lease liabilities	-	-	569.62	569.62
Other financial liabilities	-	-	44.18	44.18
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>1,816.11</b>	<b>1,816.11</b>

Particulars	As at March 31, 2022			
	FVTPL	FVTOCI	Amortised cost	Total carrying value
<b>Financial assets</b>				
Investments	-	156.90	1,674.98	1,831.88
Trade receivables	-	-	150.72	150.72
Cash and cash equivalents	-	-	17.11	17.11
Other balances with banks	-	-	44.99	44.99
Loans	-	-	724.05	724.05
Other financial assets	-	-	178.83	178.83
<b>Total Financial assets</b>	<b>-</b>	<b>156.90</b>	<b>2,790.68</b>	<b>2,947.58</b>
<b>Financial liabilities</b>				
Borrowings	-	-	183.35	183.35
Vehicle floor plan payable	-	-	525.08	525.08
Trade payables	-	-	411.24	411.24
Lease liabilities	-	-	498.75	498.75
Other financial liabilities	-	-	276.70	276.70
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>1,895.12</b>	<b>1,895.12</b>



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### 34.3 Financial Instrument measured at amortised cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

## 35 FAIR VALUE MEASUREMENT

### 35.1 Quantitative disclosures of fair value measurement hierarchy for financial assets and financial liabilities

Particulars	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>As at March 31, 2023</b>				
<b>Financial Assets</b>				
Investment in preference shares (Refer Note 9)	-	162.81	-	162.81
<b>Total of Financial Assets</b>	-	<b>162.81</b>	-	<b>162.81</b>
<b>As at March 31, 2022</b>				
<b>Financial Assets</b>				
Investment in preference shares (Refer Note 9)	-	-	156.90	156.90
<b>Total of Financial Assets</b>	-	-	<b>156.90</b>	<b>156.90</b>

**35.2** There is transfer from level 3 to level 2 due to change in categorisation from lowest level input to using third party pricing information without adjustments, to the fair value measurement as a whole. At respective year end, the financial instruments are categorised as level 2 based on the third party pricing information available and as level 3 in case the lowest level input that is significant to the fair value measurement is unobservable. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

### 35.3 Valuation Methodology

The Company has measured fair value for Level 2 investment using third party pricing information without adjustments.

The Company has measured fair value for Level 3 investment based on external valuer report as at March 31, 2022.

## 36 FINANCIAL RISK MANAGEMENT

The Company's financial liabilities comprise mainly of borrowings, lease liabilities, vehicle floor plan, trade payables and other financial liabilities. The Company's financial assets comprise mainly of cash and cash equivalents, investments, other balances with banks, loans given, trade receivables and other financial assets.

The Company's business activities are exposed to a variety of financial risks, namely market risk, credit risk and liquidity risk.

The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework who are responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Board of directors of the Company. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board of directors.

### 36.1 Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. The Company does not have any outstanding balance in foreign currencies and hence it is not exposed to foreign currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments.

The Company manages market risk through a treasury department, which evaluate and exercises control over the entire process of market risk management.

#### Interest rate risk

Interest rate risk is the risk that the future cash flow with respect to interest payments on borrowing will fluctuate because of change in market interest rates. Interest rate change does not affects significantly short-term borrowings therefore the Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligation with floating interest rates.

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(All amount in ₹ Millions unless otherwise stated)

**36.2 Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company generates cash flows from operations to meet its financial obligations, maintains adequate liquid assets in the form of cash and cash equivalents and has undrawn short-term line of credits from banks to ensure necessary liquidity. The Company closely monitors its liquidity position and deploys a robust cash management system.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

<b>As at March 31, 2023</b>	<b>Carrying Amount</b>	<b>upto 1 year</b>	<b>1-5 years</b>	<b>More than 5 years</b>	<b>Total undiscounted cash flows</b>
<b>Non-Derivative Financial Liabilities</b>					
Borrowings	96.72	38.26	58.46	-	96.72
Vehicle floor plan payable	636.32	636.32	-	-	636.32
Trade payables	469.27	469.27	-	-	469.27
Lease liabilities	569.62	154.52	465.72	80.71	700.95
Other financial liabilities	44.18	44.18	-	-	44.18
<b>Total</b>	<b>1,816.11</b>	<b>1,342.55</b>	<b>524.18</b>	<b>80.71</b>	<b>1,947.44</b>
<b>As at March 31, 2022</b>					
<b>Non-Derivative Financial Liabilities</b>					
Borrowings	183.35	105.73	77.62	-	183.35
Vehicle floor plan payable	525.08	525.08	-	-	525.08
Trade payables	411.24	411.24	-	-	411.24
Lease liabilities	498.75	139.92	409.21	59.54	608.67
Other financial liabilities	276.70	276.70	-	-	276.70
<b>Total</b>	<b>1,895.12</b>	<b>1,458.67</b>	<b>486.83</b>	<b>59.54</b>	<b>2,005.04</b>

**36.3 Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk for the Company primarily arises from credit exposures to trade receivables, loans given, deposits with landlords for properties taken on leases and other receivables including balances with banks.

Trade and other receivables: The Company's business is predominantly through credit card, cash collections, insurance companies and receivable from Mercedes-Benz (OEM), hence the credit risk on such transactions are minimal. The Company has adopted a policy of dealing with only credit worthy counterparties in case of institutional customers and the credit risk exposure for institutional customers is managed by the Company by credit worthiness checks. All trade receivables are also reviewed and assessed for default on a regular basis. Further, Trade and other receivables consist of a large number of end customers hence, the Company is not exposed to concentration risks. In relation to credit risk arising from commercial transactions, necessary provisions are recognised for trade receivables when objective evidence exists that the Company will be unable to recover all the outstanding amounts in accordance with the original contractual conditions of the receivables. The Company considers the solvency, liquidity, asset quality and management prudence of the counter parties, as well as the performance potential of the counter parties. Refer note 14 for the disclosures for trade receivables.

The Company also carries credit risk on lease deposits with landlords for properties taken on leases, for which agreements are signed and property possessions timely taken for its operations.

The risk relating to refunds after shut down of leased premises is managed through successful negotiations or appropriate legal actions, where necessary.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Credit risk arising from cash and cash equivalent and other balances with bank is limited as the counterparties are recognised banks.

During the year ended March 31, 2023, out of the total revenue of ₹ 4,840.03 Millions (March 31, 2022 : ₹ 6,810.23 Millions), ₹ 753.62 Millions (March 31, 2022 : ₹ 259.18 Millions) is earned from Mercedes-Benz which comprise of 15.57% (March 31, 2022: 3.81%) of the total revenue earned. Out of the total receivable, the outstanding from Mercedes-Benz is ₹ 120.52 Millions (March 31, 2022 : ₹ 69.29 Millions), which is 47.14 % (March 31, 2022 : 45.97% ) of the total trade receivable balances.

### 37 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) :

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Contingent Liabilities</b>		
Matters with GST authorities *	130.90	94.94
Matters with VAT authorities	2.91	2.91
Corporate guarantees (Refer Note 41)	1,855.66	1,719.34

\* Subsequent to the year end related to ₹ 35.96 Millions, the Company has received favourable assessment order from the department and the liability has been determined at ₹ Nil.

Contingent liabilities includes show cause notices received from tax authorities for various matters including mismatch in input credit and disallowances of expenses. The Company has preferred appeals on these matters and the same are pending with various appellate authorities.

Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities. The amount assessed as contingent liabilities do not include interest and penalties.

The Company is involved in various legal proceedings including product liability and other regulatory matter relating to conduct of its business. Based on the internal evaluation of the management the possible unfavourable outcome of such litigations to be remote and accordingly the same has not been considered as contingent liability.

### Capital Commitments

Particulars	As at	
	March 31, 2023	March 31, 2022
Estimated amount of Contracts remaining to be executed on capital account and not provided for (net off advances)	0.86	25.17

### 38 SEGMENT REPORTING

The primary reporting of the Company has been made on the basis of Business Segments. The Company has a single business segment as defined in Indian Accounting Standard (Ind AS) 108 on Segment Reporting, namely dealership of cars in India. The Chairman and the Executive Director of the Company allocates resources and assess the performance of the Company, thus are the chief operating decision maker (CODM). The CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed.

### 39 EMPLOYEE BENEFITS

The Company makes Provident Fund, Employee State Insurance Scheme and Labour Welfare Fund contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 3.12 Millions (March 31, 2022: ₹ 3.26 Millions) for Provident Fund contributions, ₹ 1.45 Millions (March 31, 2022: ₹ 1.38 Millions) for Employee State Insurance Scheme and ₹ 0.03 Millions (March 31, 2022: ₹ 0.03 Millions) for Labour Welfare Fund contributions in the Standalone Statement of Profit and Loss in Note 28. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**Defined Benefit Plan:**

The Company has a defined benefit gratuity plan (non-funded) and is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed at least five year of service is entitled to gratuity benefits on departure at 15 days salary (last drawn salary) for each completed year of service. To reduce the overall liabilities on departure, the Company makes monthly payments to employees along with other salary payments which has been expensed out on monthly basis. Each year, the management reviews the balance of payments actually made to the employees while monthly processing, which can be offsetted against the liabilities determined at retirement, death, incapacitation or termination of employment, based on the independent legal opinion obtained by the Company. Such review includes the actual payment - liability matching strategy. The management recognise additional expense to the extent of deficit of actual payment over defined benefit obligations actuarially determined using the Projected Unit Credit method as below.

**Actuarial Assumptions :**

Particulars	As at	
	March 31, 2023	March 31, 2022
Expected Return on Plan Assets	N.A.	N.A.
Rate of Discounting	7.41%	6.90%
Rate of Salary Increase	6.00%	6.00%
Rate of Employee Turnover	For service 4 years and below 25.00% p.a. For service 5 years and above 5.00% p.a.	For service 4 years and below 25.00% p.a. For service 5 years and above 5.00% p.a.
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

**Movement in Present value of defined benefit obligation :**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Present Value of Benefit Obligation at the Beginning of the Year</b>	<b>22.56</b>	<b>19.79</b>
Interest Cost	1.56	0.84
Current Service Cost	4.30	2.77
Liability Transferred In/ Acquisitions	1.99	0.55
(Liability Transferred Out/ Divestments)	(0.06)	(0.61)
(Benefit Paid Directly by the Employer)	(2.58)	(3.34)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	2.71
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(0.95)	(5.44)
Actuarial (Gains)/Losses on Obligations - Due to Experience Adjustments	1.41	5.29
<b>Present Value of Benefit Obligation at the End of the Year</b>	<b>28.23</b>	<b>22.56</b>

**Amount recognised in Balance Sheet arising from Defined Benefit Obligation :**

Particulars	As at	
	March 31, 2023	March 31, 2022
Present Value of Benefit Obligation at the end of the year	28.23	22.56
Fair Value of Plan Assets at the end of the year	-	-
Actual Payment made to employees during monthly processing, to the extent of actual liabilities (Refer Note above)	(28.23)	(22.56)
<b>Net (Liability)/Asset Recognised in the Balance Sheet</b>	<b>-</b>	<b>-</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**Expenses Recognised in the Standalone Statement of Profit or Loss:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Current Service Cost	4.30	2.77
Net Interest Cost	1.56	0.84
<b>Total</b>	<b>5.86</b>	<b>3.61</b>

**Expenses Recognised in the Other Comprehensive Income:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Actuarial Losses on Obligation For the Year	0.46	2.56
<b>Total</b>	<b>0.46</b>	<b>2.56</b>

**Sensitivity Analysis :**

Particulars	As at	
	March 31, 2023	March 31, 2022
Present value of the defined benefit obligation at the end of year	28.23	22.56
Effect of +1% Change in Rate of Discounting	(1.68)	(15.48)
Effect of -1% Change in Rate of Discounting	1.93	17.95
Effect of +1% Change in Rate of Salary Increase	1.77	16.28
Effect of -1% Change in Rate of Salary Increase	(1.59)	(14.70)
Effect of +1% Change in Rate of Employee Turnover	0.25	0.15
Effect of -1% Change in Rate of Employee Turnover	(0.28)	(0.17)

Compensated absences are not to be carried forward beyond 12 months and are paid per month on the basis of the employee's gross salary.

**40** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post- employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact after the Code becomes effective.

**41 DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEES GIVEN COVERED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Loans given</b>		
Benchmark Motors Private Limited (Maximum outstanding for the year ended March 31, 2023- ₹ 465.18 Millions and March 31, 2022 - ₹ 299.34 Millions)	465.17	189.56
Landmark Lifestyle Cars Private Limited (Maximum outstanding for the year ended March 31, 2023- ₹ 813.99 Millions and March 31, 2022 - ₹ 236.73 Millions)	389.00	94.27
Landmark Commercial Vehicles Private Limited (Maximum outstanding for the year ended March 31, 2023- ₹ 208.00 Millions and March 31, 2022 - ₹ 210.00 Millions)	45.00	208.00
Landmark Cars (East) Private Limited (Maximum outstanding for the year ended March 31, 2023- ₹ 178.61 Millions and March 31, 2022 - ₹ 148.00 Millions)	144.66	97.80
Watermark Cars Private Limited (Maximum outstanding for the year ended March 31, 2023- ₹ 251.90 Millions and March 31, 2022 - ₹ 153.40 Millions)	242.90	73.70

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Particulars	As at	
	March 31, 2023	March 31, 2022
Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited) (Maximum outstanding for the year ended March 31, 2023- ₹ 50.00 Millions and March 31, 2022 - ₹ Nil)	-	-
Automark Motors Private Limited (Maximum outstanding for the year ended March 31, 2023- ₹ 384.50 Millions and March 31, 2022 - ₹ 86.30 Millions)	350.23	60.07
<b>Investments made</b>		
Investment in equity shares (Refer note 9)	1,493.70	1,328.70
Investment in preference shares (Refer note 9)	535.06	503.18
<b>Corporate Guarantees given :</b>		
Benchmark Motors Private Limited	401.89	213.72
Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited)	11.38	23.55
Landmark Commercial Vehicles Private Limited	116.37	214.77
Landmark Cars (East) Private Limited	141.45	256.68
Landmark Lifestyle Cars Private Limited	863.14	654.55
Automark Motors Private Limited	321.43	356.07

**Notes:**

- The inter-corporate deposits have been given for general business purposes.
- The Company has issued corporate guarantees for the loans and credit facility arrangements.

**42 LEASES**

The Company has lease contracts for its showrooms, workshop premises, plant and equipment and stockyards used in its operations. Leases of the showrooms, workshop premises, plant and equipment and stockyards generally have lease terms between 2 to 9 years.

**Maturity Analysis of Lease Liabilities:**

Particulars	Carrying amount	upto 1 year	1-5 years	More than 5 years	Total undiscounted cashflow
As at March 31, 2023	569.62	154.52	465.72	80.71	700.95
As at March 31, 2022	498.75	139.92	409.21	59.54	608.67

**Lease Liability movement :**

Particulars	Lease Liability
<b>As at April 01, 2021</b>	<b>166.42</b>
Additions during the year	442.88
Interest on lease liabilities	19.40
Payments during the year	(129.95)
<b>As at March 31, 2022</b>	<b>498.75</b>
Additions during the year	185.48
Interest on lease liabilities	43.22
Payments during the year	(157.83)
<b>As at March 31, 2023</b>	<b>569.62</b>



NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**The following are the amounts recognised in the Standalone Statement of Profit and Loss:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Interest on Lease Liabilities (Refer Note 29)	43.22	19.40
Amortisation of right-of-use assets (Refer Note 30)	133.08	100.22
Expense related to short-term leases (Refer Note 31)	35.45	17.33

**Amount Recognised in Standalone Statement of Cash Flows :**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Total cash outflow for leases	(157.83)	(129.95)

**43 RELATED PARTY TRANSACTIONS**

**Name of the Party and Relationships :**

Sr. No.	Description of Relationship	Name of Related Parties
a.	Subsidiary Companies	Landmark Cars (East) Private Limited Landmark Commercial Vehicles Private Limited Automark Motors Private Limited Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited) Watermark Cars Private Limited Landmark Lifestyle Cars Private Limited Motorone India Private Limited (Formerly known as Landmark Pre-Owned Cars Private Limited) (w.e.f. June 16, 2022) Benchmark Motors Private Limited
b.	Enterprise over which Key Management Personnel or their relatives are able to exercise significant influence or control	Wild Dreams Media and Communications Private Limited Motorone India Private Limited (Formerly known as Landmark Pre-Owned Cars Private Limited) (upto June 15, 2022) Kamlesh Real Estates Private Limited Adorn Studio LLP
c.	Key Management Personnel	Mr. Sanjay K Thakker Mr. Paras Somani Mrs. Ami S Thakker (Upto October 28, 2021) Mr. Aryaman S Thakker (Son of Mr. Sanjay K Thakker) Mr. Surendra Agarwal (Chief Financial Officer) Mr. Akshay Tanna Mr. Mahesh Sarda (w.e.f July 04, 2022) Mr. Manish Chokhani (w.e.f October 28, 2021) Mrs. Sucheta Shah (w.e.f October 28, 2021) Mr. Ramakant Sharma (resigned w.e.f June 01, 2022) Mr. Gautam Trivedi (w.e.f October 28, 2021) Mr. Amol Raje (Company Secretary)
d.	Relatives of Key Management Personnel	Mrs. Ami S Thakker (wife of Mr. Sanjay K Thakker)* Ms. Aparajita S Thakker (Daughter of Mr. Sanjay K Thakker) Mr. Udayan K Thakker (Bother of Mr. Sanjay K Thakker) Ms. Urvi Mody (Sister of Ami S Thakker) Mrs. Smita A Mody (Mother of Ami S Thakker) Mr. Krish Somani (Son of Paras Somani) Mrs. Falguni Somani (Spouse of Paras Somani) Sanjay K Thakker (HUF) Udayan K Thakker (HUF)
e.	Enterprise exercising significant influence over the Company	TPG Growth II SF Pte. Limited (upto December 23, 2022)

\* With effect from October 28, 2021, Mrs. Ami S Thakker resigned as Key Management Personnel

NOTES FORMING PART OF FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES AS AT March 31, 2023:**

Sr. No.	RELATED PARTY TRANSACTIONS SUMMARY	For the year ended	
		March 31, 2023	March 31, 2022
	<b>Part 1 : Transactions during the year</b>		
<b>1</b>	<b>Advertisement and sales promotion</b>		
	Wild Dreams Media and Communications Private Limited	0.69	4.19
	Benchmark Motors Private Limited	0.11	0.34
	Watermark Cars Private Limited	0.05	0.02
<b>2</b>	<b>Sale of spares, lubricants and others</b>		
	Landmark Cars (East) Private Limited	11.09	11.59
	Motorone India Private Limited	2.05	-
	Landmark Automobiles Limited	2.06	0.26
	Benchmark Motors Private Limited	1.84	0.05
	Landmark Lifestyle Cars Private Limited	0.31	0.06
	Automark Motors Private Limited	0.33	0.07
	Sanjay Thakker	-	0.03
	Watermark Cars Private Limited	1.52	0.71
<b>3</b>	<b>Sale of services</b>		
	Landmark Automobiles Limited	0.05	-
	Landmark Cars (East) Private Limited	0.18	0.03
<b>4</b>	<b>Purchase of spares, lubricants and others</b>		
	Landmark Commercial Vehicles Private Limited	27.97	-
	Motorone India Private Limited	2.95	-
	Landmark Cars (East) Private Limited	4.99	1.80
	Landmark Automobiles Limited	-	0.01
	Watermark Cars Private Limited	96.74	49.82
	Automark Motors Private Limited	0.00	0.02
<b>5</b>	<b>Purchase of cars</b>		
	Landmark Cars (East) Private Limited	43.93	30.04
<b>6</b>	<b>Purchase of Property, Plant and Equipment</b>		
	Benchmark Motors Private Limited	-	1.26
	Landmark Lifestyle Cars Private Limited	7.19	-
	Landmark Cars (East) Private Limited	0.15	-
	Landmark Automobiles Limited	0.04	-
<b>7</b>	<b>Sale of Property, Plant and Equipment</b>		
	Landmark Automobiles Limited	0.03	-
	Benchmark Motors Private Limited	-	0.05
<b>8</b>	<b>Expenses Reimbursed</b>		
	Paras Somani	0.72	0.33
	Ami S Thakker	-	0.01
	Sanjay Thakker	-	0.10
	Udayan K Thakker	-	0.13
<b>9</b>	<b>Rent expense</b>		
	Udayan K Thakker	0.84	0.92
	Sanjay K Thakker (HUF)	0.34	0.34
	Ami S Thakker	0.48	-
	Kamlesh Real Estates Private Limited	0.96	-
	Landmark Automobiles Limited	4.00	-
	Udayan K Thakker (HUF)	0.44	0.48

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Sr. No.	RELATED PARTY TRANSACTIONS SUMMARY	For the year ended	
		March 31, 2023	March 31, 2022
<b>10</b>	<b>Interest Income</b>		
	Landmark Cars (East) Private Limited	10.66	8.37
	Benchmark Motors Private Limited	14.47	13.25
	Landmark Lifestyle Cars Private Limited	15.70	8.65
	Landmark Automobiles Limited	0.17	-
	Automark Motors Private Limited	6.62	0.73
	Landmark Commercial Vehicles Private Limited	8.21	7.82
	Watermark Cars Private Limited	6.78	3.21
<b>11</b>	<b>Remuneration</b>		
	Sanjay Thakker	16.80	12.51
	Ami Thakker	-	1.83
	Paras Somani	9.63	13.07
	Aparajita S Thakker	-	0.92
	Surendra Agarwal	6.43	7.69
	Aryaman S Thakker	8.25	5.34
	Urvi Mody	5.10	8.47
	Amol Raje	4.18	4.07
<b>12</b>	<b>Labour Expenses</b>		
	Automark Motors Private Limited	0.01	-
	Landmark Cars (East) Private Limited	0.04	-
	Watermark Cars Private Limited	0.01	-
<b>13</b>	<b>Loan taken</b>		
	Sanjay Thakker	153.70	110.10
	Ami Thakker	111.55	83.20
	Smita A Mody	-	3.00
	Urvi Mody	-	1.50
	Aryaman Thakker	6.71	20.50
	Aparajita Thakker	8.40	17.40
	Sanjay K Thakker (HUF)	93.00	37.90
<b>14</b>	<b>Loan refunded to parties</b>		
	Sanjay Thakker	156.30	116.00
	Ami Thakker	120.25	74.50
	Smita A Mody	2.70	2.80
	Urvi Mody	6.70	2.30
	Aryaman Thakker	23.01	9.20
	Aparajita Thakker	25.80	7.70
	Sanjay K Thakker (HUF)	120.90	23.30
<b>15</b>	<b>Interest Expense</b>		
	Sanjay Thakker	2.67	1.19
	Ami Thakker	4.31	1.18
	Smita A Mody	0.01	0.28
	Aparajita Thakker	1.28	0.47
	Aryaman Thakker	1.63	0.43
	Urvi Mody	0.03	0.60
	Sanjay K Thakker (HUF)	4.32	1.09

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Sr. No.	RELATED PARTY TRANSACTIONS SUMMARY	For the year ended	
		March 31, 2023	March 31, 2022
<b>16</b>	<b>Loan Given</b>		
	Landmark Cars (East) Private Limited	396.70	824.86
	Benchmark Motors Private Limited	581.50	456.70
	Landmark Lifestyle Cars Private Limited	1,099.00	246.00
	Landmark Automobiles Limited	95.00	-
	Automark Motors Private Limited	790.50	288.00
	Landmark Commercial Vehicles Private Limited	258.00	315.50
	Watermark Cars Private Limited	455.70	277.40
<b>17</b>	<b>Loan refunded by parties</b>		
	Landmark Cars (East) Private Limited	349.84	821.03
	Benchmark Motors Private Limited	255.89	391.10
	Landmark Lifestyle Cars Private Limited	754.27	381.23
	Automark Motors Private Limited	506.00	228.00
	Landmark Commercial Vehicles Private Limited	371.00	188.00
	Landmark Automobiles Limited	95.00	-
	Watermark Cars Private Limited	286.50	203.70
<b>18</b>	<b>Miscellaneous income</b>		
	Landmark Lifestyle Cars Private Limited	3.97	20.49
	Automark Motors Private Limited	2.47	29.44
	Watermark Cars Private Limited	0.10	0.10
	Landmark Commercial Vehicles Private Limited	0.35	6.57
	Landmark Automobiles Limited	2.58	100.24
	Landmark Cars (East) Private Limited	0.35	0.10
	Motorone India Private Limited	0.10	-
	Benchmark Motors Private Limited	0.35	16.99
<b>19</b>	<b>Manpower Service</b>		
	Watermark Cars Private Limited	30.99	13.77
<b>20</b>	<b>Rent Income</b>		
	Landmark Lifestyle Cars Private Limited	3.00	3.00
<b>21</b>	<b>Shared based expense</b>		
	Paras Somani	2.66	0.03
	Surendra Agarwal	-	0.44
	Amol Raje	0.13	-
<b>22</b>	<b>Director's Sitting Fees</b>		
	Manish Chokhani	0.54	0.34
	Mahesh Sarda	0.42	-
	Sucheta Shah	0.74	0.40
	Ramakant Sharma	-	0.10
	Gautam Trivedi	0.76	0.42
<b>23</b>	<b>Extended warranty and road side assistance expenses</b>		
	Watermark Cars Private Limited	137.61	-
<b>24</b>	<b>Repair to Others</b>		
	Landmark Cars (East) Private Limited	0.09	-
	Landmark Automobiles Limited	0.04	-
<b>25</b>	<b>Investment in equity shares (Conversion of loan into equity)</b>		
	Benchmark Motors Private Limited	50.00	-
	Landmark Commercial Vehicles Private Limited	50.00	-
	Landmark Lifestyle Cars Private Limited	50.00	-



NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Part 2 : Balance at the end of the year		As at	
		March 31, 2023	March 31, 2022
<b>1</b>	<b>Trade Payables</b>		
	Wild Dreams Media and Communications Private Limited	0.01	0.68
	Landmark Automobiles Limited	-	0.02
	Watermark Cars Private Limited	23.28	2.53
	Sanjay Thakker	-	0.10
	Manish Chokhani	0.02	-
	Mahesh Sarda	0.02	-
	Gautam Trivedi	0.02	-
	Aryaman Sanjay Thakker	-	0.01
	Paras Somani	0.03	0.09
<b>2</b>	<b>Loans taken</b>		
	Sanjay Thakker	-	2.60
	Sanjay K Thakker (HUF)	-	27.90
	Urvi Mody	-	6.70
	Aryaman Thakker	-	16.30
	Aparajita Thakker	-	17.40
	Ami Thakker	-	8.70
	Smita Mody	-	2.70
<b>3</b>	<b>Loans Given</b>		
	Landmark Cars (East) Private Limited	144.66	97.80
	Benchmark Motors Private Limited	465.17	189.56
	Automark Motors Private Limited	350.23	60.07
	Landmark Commercial Vehicles Private Limited	45.00	208.00
	Landmark Lifestyle Cars Private Limited	389.00	94.27
	Watermark Cars Private Limited	242.90	73.70
<b>4</b>	<b>Corporate Guarantees Outstanding</b>		
	Benchmark Motors Private Limited	401.89	213.72
	Landmark Automobiles Limited	11.38	23.55
	Landmark Commercial Vehicles Private Limited	116.37	214.77
	Landmark Cars (East) Private Limited	141.45	256.68
	Landmark Lifestyle Cars Private Limited	863.14	654.55
	Automark Motors Private Limited	321.43	356.07
<b>5</b>	<b>Other receivables</b>		
	Landmark Cars (East) Private Limited	0.02	0.33
	Landmark Lifestyle Cars Private Limited	4.48	0.11
	Automark Motors Private Limited	2.75	4.86
	Landmark Automobiles Limited	7.50	19.03
	Benchmark Motors Private Limited	0.35	0.15
	Landmark Commercial Vehicles Private Limited	-	0.11
<b>6</b>	<b>Advance to suppliers</b>		
	Motorone India Private Limited	24.13	-
	Watermark Cars Private Limited	24.19	-
<b>7</b>	<b>Amount due to shareholders in respect of their shares sold</b>		
	Sanjay K Thakker (HUF)	1.06	-

**Notes :**

The amount outstanding are unsecured and will be settled in cash. No expense has been recognised in the current or prior years for bad or doubtful debts in respect of amounts owed by related parties.

For guarantees given by promoters refer note 19 and 21.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**44 EVENTS OCCURRED AFTER THE BALANCE SHEET DATE**

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. As of May 30, 2023, there are no subsequent events and transactions to be recognised or reported that are not already disclosed.

**45** W.e.f. October 01, 2021, dealership agreement of the Company for sale of new cars with Mercedes-Benz India Private Limited (MBIL) has materially changed and converted to an agency model whereby all new car sales are made directly to customers by MBIL. Under the agency agreement, customers now place orders through the Company directly to MBIL on which the Company earns commission on each sale of Mercedes-Benz cars. This change to an agency model has significantly reduced working capital requirements from October 01, 2021 since the Company is no longer required to purchase cars and carry inventory of Mercedes-Benz cars, except for demo cars.

In the Standalone Statement of Profit and Loss, the above change has the following material effect of (i) reducing expenses (namely, a reduction in purchase of cars and changes in inventories of stock-in-trade, and in interest expense due to decreased working capital financing requirements and other sales-related expenses) and (ii) reducing sale of cars revenue from Mercedes-Benz cars, as company no longer books the full sales price of vehicles sold as revenue. In the Balance Sheet, the above change has effect of reducing mainly trade receivables, inventories of cars, vehicle floor plan, GST credit receivable and payable, advances from customers.

**46 BUSINESS COMBINATION**

During the previous year ended March 31, 2022, the Company had acquired after sales service business of Mercedes-Benz vehicles (including maintenance, repairs and warranty work/services through its network of identified four facilities) from Shaman Wheels Private Limited. The purchase consideration of the transaction was based on the determined multiples of the Earnings Before Interest, Depreciation, Tax and Amortisation ('EBIDTA') of the Business Undertaking delivered during the valuation period less determined value of liabilities taken over in respect of Business Undertaking as at the acquisition date.

Particulars	March 31, 2022
<b>Assets:</b>	
Property, Plant and Equipment	170.11
Customer relationship	219.39
Non Compete fees	36.16
Inventories	17.42
<b>Total Assets Acquired (A)</b>	<b>443.08</b>
<b>Liabilities:</b>	
Other liabilities	138.96
Unserviced Annual Maintenance Contracts	111.01
<b>Total Liabilities assumed (B)</b>	<b>249.97</b>
<b>Net Assets Acquired (C = A - B)</b>	<b>193.11</b>
<b>Purchase Consideration (D)</b>	<b>437.44</b>
<b>Goodwill arising on business combination (E = D - C)</b>	<b>244.33</b>

- The determination of the fair value of customer relationship and non-compete fees was based on discounted cash flow method. Key assumptions on which the management has based fair valuation includes estimated long-term growth rates, weighted average cost of capital and estimated operating margin. The Cash flow projections take into account past experience and represent the management's best estimate about future developments.
- The Property, Plant and Equipment were acquired at their fair values as on the acquisition date.
- Goodwill was attributable to future growth of business out of synergies from these acquisitions and assembled workforce.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### 47 EXCEPTIONAL ITEMS

Exceptional items of ₹ 6.45 Millions represents the net impact of loss on discard of immovable property, plant and equipment on account of relocating showroom of Mercedes-Benz in Gujarat for the strategic advantage.

### 48 UTILISATION OF IPO PROCEEDS

The Company's equity shares were listed on the National Stock Exchange ("NSE") and on the BSE Limited ("BSE") on December 23, 2022, by completing the Initial Public Offering (IPO) of 1,09,11,160 equity Shares of face value of ₹ 5 each at an issue price of ₹ 506 per equity share (including share premium of ₹ 501 per share), consisting of an offer for sale of 79,44,662 equity shares by the selling shareholders and fresh issue of shares of 29,66,498 equity shares. A discount of ₹ 48 per share was offered to eligible employees bidding in employee's reservation portion of 21,834 equity shares.

The total IPO expenses incurred of ₹ 100.31 Millions (including provision) (excluding taxes) has been adjusted against securities premium (Refer Note 18)

The utilisation of the IPO proceeds is summarised below:

Particulars	Utilisation as per prospectus	Utilisation up to March 31, 2023	Unutilised up to March 31, 2023
Pre-payment, in full or in part, of borrowings availed by our Subsidiaries	1,200.00	1,200.00	-
General Corporate Purposes	191.07	191.01	0.06

### 49 EMPLOYEE STOCK OPTION PLAN

49.1 The Company has a share option scheme for certain employees of the Company and its subsidiaries. In accordance with the terms of the share option scheme, as approved by shareholders at Extra Ordinary General Meeting held on April 06, 2018, employees with a pre defined grade may be granted options to purchase equity shares. Each share option converts into one equity share of the Company on exercise.

No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised within four years from the date of grant, as per vesting schedule. The share options vests based on a pre-determined vesting schedule from the date of grant. The fair value of the share options is estimated at the grant date using a black schole pricing model, taking into account the terms and conditions upon which the share options are granted. However, the above performance condition is only considered in determining the number of instruments that will ultimately vest. There are no cash settlement alternatives.

#### 49.2 During the year ended March 31, 2023, following stock option grants were in operation:

Particulars	Details				
	April 09, 2018	March 29, 2021	October 28, 2021	January 11, 2022	March 28, 2022
Date of Grant	April 09, 2018	March 29, 2021	October 28, 2021	January 11, 2022	March 28, 2022
No. of options granted	8,79,023	16,000	31,000	12,000	82,000
No. of options cancelled #	36,627	-	-	-	-
Method of Settlement	Equity	Equity	Equity	Equity	Equity
Vesting period	1 Year from the grant date	1 Year from the grant date	1 Year from the grant date	1 Year from the grant date	1 Year from the grant date
Exercise Period	3 years from the date of vesting*	3 years from the date of vesting			
Vesting conditions	Continuous service	Continuous service	Continuous service	Continuous service	Continuous service
Exercise price per option (as on the date of grant of options) (in ₹)	233.50	333.00	489.00	244.50	244.50
Face Value (in ₹)	10.00	10.00	10.00	5.00	5.00
Fair value of option at grant date (in ₹)	63.15	63.15	134.59	67.30	67.30

\* Pursuant to resolution in the board meeting dated October 28, 2021, Board of Directors have approved extension of the exercise period by one year and further extended by one year vide resolution in the Board meeting dated December 05, 2022.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**Notes :**

Pursuant to a resolution in the board meeting dated November 10, 2021, the Board of Directors have resolved that:

- pursuant to reduction of the face value of the Equity Shares from ₹ 10 to ₹ 5, the options of face value ₹ 10 originally granted to the employees will be doubled to options of face value ₹ 5,
- the name of the scheme has been changed to “Landmark Cars Limited Employee Stock Option Scheme” and
- the exercise price shall also be adjusted appropriately to reflect the reduced face value of Equity Shares

# 36,627 options of face value of ₹ 10 each (73,254 options of face value of ₹ 5 each) were cancelled on November 01, 2021.

**49.3 The following assumptions were used for calculation of fair value of options in accordance with Black Scholes model:**

Particulars	Details
Risk free rate of return	5.74%
Sigma*	21.36%

\* Sigma is expected volatility of the stock price over the options expected life

**49.4 Movement in stock options during the year:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Employee Stock Option Movement (Numbers)</b>		
Opening Balance	18,72,792	8,95,023
Granted during the year	-	1,25,000
Increased on account of split (Refer Note 17)	-	9,26,023
Cancelled during the year	-	73,254
Exercised during the year	32,628	-
<b>Closing Balance</b>	<b>18,40,164</b>	<b>18,72,792</b>

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Employee Stock Option Reserve Movement</b>		
Opening Balance	56.22	55.52
Add: Compensation charge for the year	8.49	3.01
Less: Options cancelled during the year#	-	2.31
Less: Share options exercised during the year	1.05	-
<b>Closing Balance</b>	<b>63.66</b>	<b>56.22</b>

**49.5 Share options exercised during the year:**

The following stock options were exercised during the current year and no options were exercised during the previous year:

Option Series	Number exercised	Avg share price at exercise date	Exercise date
April 09, 2018	25,128	553.00	March 06, 2023
March 29, 2021	7,000		
October 28, 2021	500		

**49.6 Expense arising from share based payment transactions:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Employee stock option plan	8.49	3.01
Total	8.49	3.01



NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**50 OTHER STATUTORY INFORMATION:**

**(i) Details of benami property held**

The Company does not have any benami property. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**(ii) Struck off**

The Company has no transactions with Companies struck off under Companies Act, 2013 or Companies Act, 1956 except as below:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022	Relationship with the Struck off company
Aravali Hotels Private Limited	Receivables	-	-	Trade receivable
Madhumilan Industries Limited	Receivables	-	-	Trade receivable
Srishti Buildcon Private Limited	Receivables	-	-	Trade receivable
Ddpk Hospitality Private Limited	Payable	-	-	Trade payable
Diamond Cables Private Limited	Receivables	-	-	Trade receivable
Ashapura Volclay Chemicals Private Limited	Receivables	-	-	Trade receivable

**(iii) Charge to be registered with Registrar of Companies (ROC):**

The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

**(iv) Willful defaulter**

The Company has not been declared willful defaulter by any bank or financial institution or other lender or government or any government authority.

**(v) Details of crypto currency or virtual currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**(vi) Utilisation of borrowed funds and share premium**

**A** The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with any oral or written understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries"

**B** The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with any oral or written understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,"

**(vii) Undisclosed income**

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**(viii) Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**51 RATIO ANALYSIS AND ITS ELEMENTS**

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% change from March 31, 2022 to March 31, 2023	Remarks for variance more than 25%
Current Ratio	Current assets	Current liabilities	3.16	0.92	243.93%	Increase in current ratio is mainly due to increase in inventories. The cash and bank balances are higher on account of the proceeds received from IPO. Loan given to subsidiary companies is higher since the proceeds out of IPO have been given to subsidiary companies to repay their working capital loans. Also there is no major change in current liabilities.
Debt-Equity Ratio	Non-current borrowings + vehicle floor plan payable+ current borrowings	Total Equity	0.15	0.25	(37.84)%	Decrease in ratio mainly on account of change in business model by Mercedes-Benz resulting into lower requirement of borrowings (Refer Note 45) and also company has earned profit for the year and additional issue of shares at premium on account of IPO during the year.
Debt Service Coverage Ratio	Earning available for debt services :- Profit before tax + non cash expenses (Depreciation and Amortisation excluding amortisation of ROU) + interest expenses on borrowings + Loss on property, plant and equipment sold /written off	Interest + Instalment :- interest expenses on borrowings and current maturities	14.14	10.39	36.03%	Increase in ratio mainly due to company has earned profit for the year and also there is change in business model by Mercedes-Benz resulting into lower requirement of borrowings (Refer Note 45)
Return on Equity Ratio	Profit for the year	Average Total equity	13.18%	13.25%	(0.53)%	Not applicable
Inventory turnover ratio	Purchase of cars, spares and others + Changes in inventories of stock-in-trade	Average Inventories	2.88	6.61	(56.44)%	Decrease in ratio mainly due to decrease in purchase of cars due to change in business model w.e.f. October 01, 2021 (Refer Note 45) as against increase in inventories.
Trade Receivables turnover ratio	Revenue from operations	Average Trade Receivables	23.82	37.17	(35.91)%	Decrease in ratio mainly due change in business model by Mercedes-Benz w.e.f October 01, 2021 (Refer Note 45)
Trade payables turnover ratio	Purchase of cars, spares and others	Average Trade Payables	6.88	13.60	(49.44)%	Decrease in ratio mainly due change in business model by Mercedes-Benz w.e.f October 01, 2021 (Refer Note 45)
Net capital turnover ratio	Revenue from operations	Average Working Capital (Current Assets – Current Liabilities)	3.24	*		Not applicable
Net profit ratio	Profit for the year	Revenue from operations	10.48%	5.14%	103.95%	Increase in ratio mainly due to company has earned profit for the year though the revenue from operations has increased due to significant change in the business model by the OEM (Refer Note 45).
Return on Capital employed	Profit before tax + interest expenses on financial liabilities carried at amortised cost	Average Total Equity + Average Total Debt for the period	15.85%	14.24%	11.35%	Not applicable
Return on investment	Income generated from investments	Average Investments				Not Applicable

\* Working capital of the Company for the previous year was negative



NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**52** The financial statements are approved for issue by the Audit Committee and the Board of Directors at their respective meetings conducted on May 30, 2023.

**For and on behalf of the Board of Directors**

**Sanjay Thakker**

Chairman and Executive Director

DIN No. 00156093

**Paras Somani**

Executive Whole-time Director

DIN No. 02742256

**Surendra Agarwal**

Chief Financial Officer

**Amol Raje**

Company Secretary

Membership No: A19459

Place: Mumbai

Date : May 30, 2023

# INDEPENDENT AUDITOR'S REPORT

To The Members of Landmark Cars Limited (Formerly known as Landmark Cars Private Limited)

## Report on the Audit of the Consolidated Financial Statements

### OPINION

We have audited the accompanying consolidated financial statements of Landmark Cars Limited (Formerly known as Landmark Cars Private Limited) ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Parent's Board of Directors is responsible for the other information. The other information comprises the Director's report including annexure thereto, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. This report is expected to be made available to us after the date of this audit report.
- Our opinion on the consolidated financial statements does not cover the other information and will not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available, compare with the financial statements of subsidiaries, to the extent it relates to these entities and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the other information identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in



## INDEPENDENT AUDITOR'S REPORT (Contd.)

accordance with the provisions of the Act for safeguarding the assets of the Group 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material

misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of

## INDEPENDENT AUDITOR'S REPORT (Contd.)

our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit, 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 of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Parent as on March 31, 2023 taken on record by the Board of Directors of the Company and subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies incorporated in India, the remuneration paid by the Parent and such subsidiary companies to their respective directors during the year is in accordance with the provisions of section 197 of the Act.
- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 37 to the consolidated financial statements;
  - ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii) There were no amounts which were required to be transferred to the Investor Education



## INDEPENDENT AUDITOR'S REPORT (Contd.)

and Protection Fund by the Parent, and its subsidiary companies incorporated in India.

- iv) (a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, other than as disclosed in the note 51(i)(A) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in the note 51(i)(B) to the consolidated financial statements, no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us or the other auditors

to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v) The final dividend proposed in the previous year, declared and paid by the Parent during the year is in accordance with section 123 of the Act, as applicable.
- The Board of Directors of the Parent and its subsidiaries, which are companies incorporated in India, whose financial statements have been audited under the Act, where applicable, have proposed final dividend for the year which is subject to the approval of the members of the Parent and such subsidiaries at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Parent/ Holding Company and its subsidiaries, associates and joint ventures which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports of the Parent and all the subsidiaries, we report that there are no qualifications or adverse remarks in the CARO reports of the said companies included in the consolidated financial statements.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No 117365W)

**Kartikeya Raval**  
Partner

Place: Ahmedabad  
Date: May 30, 2023

(Membership No. 106189)  
(UDIN: 23106189BGVOSK9375)

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

### **Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of Landmark Cars Limited (Formerly known as Landmark Cars Private Limited) (hereinafter referred to as “Parent”) and its subsidiary companies which are companies incorporated in India, as of that date.

### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Board of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **AUDITOR’S RESPONSIBILITY**

Our responsibility is to express an opinion on internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical

requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are incorporated in India.

### **MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS**

A company’s internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.



## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT (Contd.)

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion to the best of our information and according to the explanations given to us, the Parent and its subsidiary companies, which are companies incorporated

in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm’s Registration No 117365W)

**Kartikeya Raval**  
Partner  
(Membership No. 106189)  
(UDIN: 23106189BGVOSK9375)

Place: Ahmedabad  
Date: May 30, 2023

# CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

Particulars	Note No.	As at	
		March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	5	2,424.31	2,146.20
Right-of-use assets	6	1,992.68	2,089.05
Capital Work-in-Progress	5	32.06	38.33
Goodwill	7	478.35	478.35
Other intangible assets	8	189.99	259.99
Intangible assets under development	8	25.40	9.07
Financial assets			
Investments	9	162.80	165.09
Other financial assets	11	169.53	149.75
Deferred tax assets (net)	33	135.93	59.76
Other non-current assets	12	20.64	18.33
<b>Total Non-Current Assets</b>		<b>5,631.69</b>	<b>5,413.92</b>
<b>Current Assets</b>			
Inventories	13	4,484.02	3,299.24
Financial assets			
Trade receivables	14	1,035.60	641.56
Cash and cash equivalents	15	193.83	200.12
Other balances with banks	16	205.76	99.84
Loans	10	1.48	334.31
Other financial assets	11	457.44	283.90
Current tax assets (net)	33	43.82	62.51
Other current assets	12	554.01	518.42
<b>Total Current Assets</b>		<b>6,975.96</b>	<b>5,439.90</b>
<b>Total Assets</b>		<b>12,607.65</b>	<b>10,853.82</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	17	198.12	183.13
Other equity	18	4,499.20	2,286.29
<b>Total Equity attributable to equity holders of the parent</b>		<b>4,697.32</b>	<b>2,469.42</b>
Non-controlling interests		19.13	13.05
<b>Total Equity</b>		<b>4,716.45</b>	<b>2,482.47</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial liabilities			
Borrowings	19	260.46	453.60
Lease liabilities	42	1,806.86	1,863.61
Deferred tax liabilities (net)	33	-	5.80
Other non-current liabilities	20	310.95	92.45
<b>Total Non-Current Liabilities</b>		<b>2,378.27</b>	<b>2,415.46</b>
<b>Current Liabilities</b>			
Financial liabilities			
Borrowings	19	1,846.90	2,007.89
Vehicle floor plan payable	21	793.27	623.42
Lease liabilities	42	385.72	432.39
Trade payables	22		
(a) total outstanding dues of micro enterprises and small enterprises		34.58	23.57
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,134.58	1,425.12
Other financial liabilities	23	101.39	346.67
Other current liabilities	20	1,192.92	1,082.08
Current tax liabilities (net)	33	23.57	14.75
<b>Total Current Liabilities</b>		<b>5,512.93</b>	<b>5,955.89</b>
<b>Total Liabilities</b>		<b>7,891.20</b>	<b>8,371.35</b>
<b>Total Equity and Liabilities</b>		<b>12,607.65</b>	<b>10,853.82</b>

See accompanying notes to the consolidated financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells**  
Chartered Accountants

**Kartikya Raval**  
Partner

For and on behalf of the Board of Directors

**Sanjay Thakker**  
Chairman and Executive Director  
DIN No. 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN No. 02742256

**Surendra Agarwal**  
Chief Financial Officer

**Amol Raje**  
Company Secretary  
Membership No: A19459

Place: Ahmedabad  
Date : May 30, 2023

Place: Mumbai  
Date : May 30, 2023

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

Particulars	Note No.	For the year ended	
		March 31, 2023	March 31, 2022
<b>Income</b>			
Revenue from operations	24	33,823.51	29,765.23
Other income	25	120.79	125.93
<b>Total Income</b>		<b>33,944.30</b>	<b>29,891.16</b>
<b>Expenses</b>			
Purchase of cars, spares and others	26	28,968.26	25,528.41
Changes in inventories of stock-in-trade	27	(1,151.66)	(411.02)
Employee benefits expense	28	1,874.01	1,531.57
Finance costs	29	510.96	352.16
Depreciation and amortisation expense	30	873.07	697.91
Other expenses	31	1,753.88	1,369.39
<b>Total expenses</b>		<b>32,828.52</b>	<b>29,068.42</b>
<b>Profit before exceptional items and tax</b>		<b>1,115.78</b>	<b>822.74</b>
Less: Exceptional items	49	74.72	-
<b>Profit before tax</b>		<b>1,041.06</b>	<b>822.74</b>
<b>Tax expense</b>	33		
Current tax		269.06	169.11
Deferred tax		(79.01)	(8.19)
<b>Total tax expense</b>		<b>190.05</b>	<b>160.92</b>
<b>Profit for the year</b>		<b>851.01</b>	<b>661.82</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit and loss:</b>			
Change in fair value of investments carried at fair value through other comprehensive income		(14.73)	10.12
Remeasurement loss of defined benefit plans	39	(2.02)	(0.24)
Less: Income tax impact on above	33	(1.83)	2.26
<b>Other comprehensive (loss)/income for the year, net of tax</b>		<b>(14.92)</b>	<b>7.62</b>
<b>Total Comprehensive Income for the year</b>		<b>836.09</b>	<b>669.44</b>
<b>Profit for the year attributable to:</b>			
Owners of the Company		844.94	654.84
Non-controlling interests		6.07	6.98
		<b>851.01</b>	<b>661.82</b>
<b>Other Comprehensive income/(loss) for the year attributable to:</b>			
Owners of the Company		(14.93)	7.56
Non-controlling interests		0.01	0.06
		<b>(14.92)</b>	<b>7.62</b>
<b>Total Comprehensive income for the year attributable to:</b>			
Owners of the Company		830.01	662.40
Non-controlling interests		6.08	7.04
		<b>836.09</b>	<b>669.44</b>
<b>Earnings per Share (Face value of ₹ 5/- each)</b>	32		
Basic (in ₹)		22.56	17.88
Diluted (in ₹)		21.74	17.45

See accompanying notes to the consolidated financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells**  
Chartered Accountants

**Kartikeya Raval**  
Partner

**For and on behalf of the Board of Directors**

**Sanjay Thakker**  
Chairman and Executive Director  
DIN No. 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN No. 02742256

**Surendra Agarwal**  
Chief Financial Officer

**Amol Raje**  
Company Secretary  
Membership No: A19459

Place: Ahmedabad  
Date : May 30, 2023

Place: Mumbai  
Date : May 30, 2023

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023  
(All amount in ₹ Millions unless otherwise stated)

## A EQUITY SHARE CAPITAL

Particulars	No of Shares	Amount
<b>Balance as at April 01, 2021</b>	<b>1,83,12,810</b>	<b>183.13</b>
Increase in shares on account of split (Refer Note 17)	1,83,12,810	-
<b>Balance as at March 31, 2022</b>	<b>3,66,25,620</b>	<b>183.13</b>
Shares issued through Initial Public Offer ('IPO') (Refer Note 17)	29,66,498	14.83
Shares issued on exercise of employee stock options (Refer Note 43)	32,628	0.16
<b>Balance as at March 31, 2023</b>	<b>3,96,24,746</b>	<b>198.12</b>

## B OTHER EQUITY

Particulars	Attributable to equity holders of the parent							Non-controlling interests	Total
	Reserves and Surplus			Capital Reserve on consolidation	Capital Redemption Reserve	Other Comprehensive Income	Total Other Equity		
	Capital Reserve on Business Combination	Securities Premium	Share options outstanding account						
<b>Balance as at April 01, 2021</b>	<b>1,275.92</b>	<b>425.27</b>	<b>55.52</b>	<b>19.26</b>	<b>0.02</b>	<b>13.18</b>	<b>6.01</b>	<b>1,640.63</b>	
Add: Profit for the year	-	-	-	-	-	-	6.98	661.82	
Add: Share-based payment expenses (Refer Note 43)	-	-	3.01	-	-	-	-	3.01	
Add / (Less): Options cancelled during the year (Refer Note 43)	-	-	(2.31)	-	-	-	-	-	
Less: Final Dividend	-	-	-	-	-	-	-	(13.74)	
<b>Add: Items of Other comprehensive income for the year, net of tax:</b>									
Fair value gain on investments through OCI	-	-	-	-	-	7.81	-	7.81	
Remeasurement loss of defined benefit plans	-	-	-	-	-	(0.25)	0.06	(0.19)	
<b>Balance as at March 31, 2022</b>	<b>1,275.92</b>	<b>425.27</b>	<b>56.22</b>	<b>19.26</b>	<b>0.02</b>	<b>20.99</b>	<b>13.05</b>	<b>2,299.34</b>	
Add: Profit for the year	-	-	8.49	-	-	-	6.07	851.01	
Add: Share-based payment expenses (Refer Note 43)	-	-	-	-	-	-	-	8.49	
Add: On acquisition of entity under common control (Refer Note 48)	-	-	-	0.13	-	-	-	0.13	
Less: Final Dividend	-	-	-	-	-	-	-	(14.65)	

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Particulars	Attributable to equity holders of the parent								Non-controlling interests	Total
	Reserves and Surplus				Other Comprehensive Income					
	Capital Reserve on Business Combination	Securities Premium	Share options outstanding account	Retained Earnings	Capital Reserve on consolidation	Capital Redemption Reserve	Total Other Equity	Total		
Add: Premium arising on issue of equity shares through IPO	-	1,489.24	-	-	-	-	-	-	-	1,489.24
Less: Share issue expense on IPO (Refer Note 43)	-	(100.31)	-	-	-	-	-	-	-	(100.31)
Less: Transfer to retained earnings on exercise of employee stock options	-	-	(1.05)	1.05	-	-	-	-	-	-
<b>Add: Items of Other comprehensive income for the year, net of tax:</b>										
Fair value gain on investments through OCI	-	-	-	-	-	-	-	(13.24)	-	(13.24)
Remeasurement loss of defined benefit plans	-	-	-	(1.69)	-	-	-	(1.69)	0.01	(1.68)
<b>Balance as at March 31, 2023</b>	<b>1,275.92</b>	<b>1,814.20</b>	<b>63.66</b>	<b>1,318.26</b>	<b>19.39</b>	<b>0.02</b>	<b>19.39</b>	<b>7.75</b>	<b>19.13</b>	<b>4,518.33</b>

See accompanying notes to the consolidated financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells**  
Chartered Accountants

**Kartikaya Raval**  
Partner

For and on behalf of the Board of Directors

**Sanjay Thakker**  
Chairman and Executive Director  
DIN No. 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN No. 02742256

**Surendra Agarwal**  
Chief Financial Officer

**Amol Raje**  
Company Secretary  
Membership No: A19459

Place: Ahmedabad  
Date : May 30, 2023

Place: Mumbai  
Date : 30 May, 2023



# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	1,041.06	822.74
<b>Adjustments for :</b>		
Depreciation and amortisation expense	873.07	697.91
Finance costs	510.96	352.16
Interest income	(45.42)	(48.49)
Sundry balances written back (Net)	(40.26)	(35.87)
Excess provision written back	-	(0.57)
Gain on termination of lease	(66.07)	(23.64)
Bad debts written off	9.40	2.02
Provision for doubtful debts	2.97	2.68
Expense on employee stock option (ESOP) scheme	8.49	3.01
Loss on sale of property, plant and equipment (Net)	106.56	16.48
Gain on sale and lease back	(0.03)	(0.11)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>2,400.73</b>	<b>1,788.32</b>
<b>Adjustments for:</b>		
Increase in Inventories	(1,151.66)	(393.60)
Increase in Trade receivables	(375.03)	(87.85)
Increase in financial assets	(196.26)	(53.27)
(Increase)/ Decrease in other assets	(31.68)	197.45
Increase/ (Decrease) in Vehicle Floor plan	169.85	(560.08)
(Decrease) / Increase in Trade payables	(280.03)	343.21
Increase/ (Decrease) in other liabilities	414.95	(231.89)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>950.87</b>	<b>1,002.29</b>
Direct taxes paid (net)	(240.97)	(237.90)
<b>NET CASH FLOWS GENERATED FROM OPERATING ACTIVITIES</b>	<b>709.90</b>	<b>764.39</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment (Including Capital Work-in-progress, other intangible assets, intangible assets under development, capital advances and capital creditors)	(719.44)	(415.48)
Consideration towards business combination*	(284.72)	(204.04)
Proceeds from sale of property, plant and equipment	36.20	57.44
Purchase of non-current investments	(12.44)	(25.30)
Inter-corporate deposits (Net)	332.33	229.34
Deposits with bank	(105.92)	(22.98)
Interest received	31.76	41.84
<b>NET CASH FLOWS USED IN INVESTING ACTIVITIES</b>	<b>(722.23)</b>	<b>(339.18)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of equity shares (net off share issue expense)	1,399.69	-
Proceeds from exercise of share options	4.22	-
Dividend Paid	(14.65)	(13.74)
Finance costs paid	(528.72)	(341.76)
Proceeds from long-term borrowings	10.00	107.78
Repayment of long-term borrowings	(261.58)	(141.85)
(Repayment of) / Proceeds from short-term borrowings (Net)	(160.40)	404.65
Repayment of lease liabilities	(443.13)	(390.51)

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated) (Contd.)

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>NET CASH FLOWS GENERATED FROM / (USED) IN FINANCING ACTIVITIES</b>	<b>5.43</b>	<b>(375.43)</b>
<b>NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS</b>	(6.90)	49.78
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	200.12	150.34
<b>ADD: ADJUSTMENTS DUE TO BUSINESS COMBINATION</b>	0.61	-
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR (REFER NOTE 15)</b>	<b>193.83</b>	<b>200.12</b>

## Note

The Consolidated Statement of Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 - Statement of Cash Flows notified under Section 133 of the Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

\* This includes the consideration paid for the business acquired in the previous year (Refer Note 23 and 48).

## Reconciliation of changes in liabilities arising from financing activities:

Particulars	Amount
<b>Balance as at April 01, 2021</b>	<b>3,464.79</b>
<b>Cash flows from financing activities</b>	
Repayment of borrowings	(141.85)
Proceeds from borrowings	512.43
Finance costs paid	(341.76)
Repayment of lease liabilities	(390.52)
<b>Total Cash flows from financing activities</b>	<b>(361.70)</b>
<b>Non cash changes</b>	
Additions of Lease Liabilities	1,439.04
Deletions of Lease Liabilities	(112.21)
Finance costs	352.16
<b>Balance as at March 31, 2022</b>	<b>4,782.08</b>
<b>Cash flows from financing activities</b>	
Repayment of borrowings	(411.98)
Finance costs paid	(528.72)
Repayment of lease liabilities	(443.13)
<b>Total Cash flows from financing activities</b>	<b>(1,383.83)</b>
<b>Non cash changes</b>	
Additions of Lease Liabilities	538.13
Adjustments on Consolidation	57.84
Deletions of Lease Liabilities	(198.41)
Finance costs	510.96
<b>Balance as at March 31, 2023</b>	<b>4,306.77</b>

See accompanying notes to the consolidated financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells**  
Chartered Accountants

**Kartikeya Raval**  
Partner

**For and on behalf of the Board of Directors**

**Sanjay Thakker**  
Chairman and Executive Director  
DIN No. 00156093

**Paras Somani**  
Executive Whole-time Director  
DIN No. 02742256

**Surendra Agarwal**  
Chief Financial Officer

**Amol Raje**  
Company Secretary  
Membership No: A19459

Place: Ahmedabad  
Date : May 30, 2023

Place: Mumbai  
Date : May 30, 2023

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amount in ₹ Millions unless otherwise stated)

## 1 CORPORATE INFORMATION

Landmark Cars Limited (formerly known as Landmark Cars Private Limited) (“the Company” or “the Parent”) together with its subsidiaries (collectively referred to as “the Group”) are authorised dealers of vehicles for Mercedes-Benz, Honda, Volkswagen, Renault, Jeep, BYD and Ashok Leyland. The Company’s equity shares were listed on the National Stock Exchange (“NSE”) and on the BSE Limited (“BSE”) on December 23, 2022. The Group has business operations mainly in the states of Gujarat, Madhya Pradesh, Uttar Pradesh, Maharashtra, Delhi, Punjab, Haryana and West Bengal. The Group is engaged in the business of (i) authorized agent of selling automobiles of a single brand “Mercedes-Benz” and operation of showrooms to buy and sell automobiles of above mentioned brands other than Mercedes-Benz (ii) the operation of workshops and garages to repair and service the automobiles including other ancillary services (iii) direct selling agency/marketing agency on behalf of inter alia banks and non-banking financial companies to market their financing schemes to customers (iv) selling of accessories provided by the OEM’s and other local vendors (v) the insurance commission business in connection with (i) and (ii).

The Company had been converted from a Private Limited Company to a Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on November 10, 2021 and consequently the name of the Company has changed to Landmark Cars Limited pursuant to a fresh certificate of incorporation issued by Registrar of Companies (ROC) on December 03, 2021.

The Company is incorporated and domiciled in India under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Landmark House, Opp AEC, S.G. Highway, Near Gurudwara, Thaltej, Ahmedabad - 380059, Gujarat, India.

The Group’s consolidated financial statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on May 30, 2023.

## 2 BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS:

### 2.1 Basis of preparation and statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (referred to as Ind AS)

prescribed under section 133 of the Companies Act, 2013 (‘the Act’) read with the Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, considering other relevant provisions of the Act.

These Consolidated Financial Statements have been prepared under historical cost convention on accrual basis except certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies. Historical cost is generally based on the fair value of consideration given in exchange for goods and services.

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, by the Group, to all the periods presented in the said Consolidated financial statements except for the amended standards adopted by the Group (Refer Note 3).

The preparation of the said Consolidated financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Group accounting policies. The areas where estimates are significant to the Consolidated financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 2.2

### 2.2 Significant accounting estimates , judgements and assumptions

The preparation of Consolidated Financial Statement requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following Notes:



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### - **Impairment of financial assets:**

The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### - **Taxation (Refer Note 33):**

Deferred tax, subject to the consideration of prudence, is recognised on temporary differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised to the extent that there is reasonable certainty that sufficient future tax income will be available against which such deferred tax assets can be realised.

### - **Share based payment (Refer Note 43):**

Employees of the Group with a pre-defined grade is granted options to purchase equity shares. Each share option converts into one equity share of the Group on exercise. In accordance with the Ind AS 102 Share Based Payments, the cost of equity settled transactions is measured using the fair value method. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognised in the consolidated statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning of the period and end of that period and is recognised in employee benefits expense.

### - **Impairment of Goodwill :**

Estimates related to assessment of goodwill is disclosed in Note 7.

### - **Depreciation and Useful Life of Property, Plant and Equipment (Refer Note 5):**

Estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the

management. Property, Plant and Equipment are depreciated over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is revised if there are significant changes from previous estimates.

### - **Fair Value Measurement**

For estimates relating to fair value of financial instruments Refer Note 9 and 35.

## 2.3 Principles of Consolidation

The Consolidated Financial Statement incorporate the financial statements of the Parent and entities controlled by the Parent (its subsidiaries) up to March 31, 2023.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial information in preparing the consolidated financial information to ensure conformity with the group's accounting policies.

The Consolidated Financial Statement of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent i.e. for the year ended March 31, 2023.

### **Consolidation procedure:**

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment,

are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Consolidated Statement of profit and loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/ permitted by applicable Ind AS's). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

Following subsidiary companies, which are incorporated in India, have been considered in the preparation of Consolidated financial statement.

Name of the Subsidiaries	% of Holding	
	As at March 31, 2023	As at March 31, 2022
Landmark Cars (East) Private Limited	83%	83%
Landmark Lifestyle Cars Private Limited	100%	100%
Benchmark Motors Private Limited	100%	100%
Watermark Cars Private Limited	100%	100%
Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited)	100%	100%
Automark Motors Private Limited	100%	100%
Landmark Commercial Vehicles Private Limited	100%	100%
Motorone India Private Limited (formerly known as Landmark Pre-Owned Cars Private Limited) (w.e.f. June 16, 2022)	100%	-

### Basis of Measurement

The Consolidated Financial Statement have been prepared on accrual and going concern basis under the historical cost convention except for certain class of financial assets/ liabilities and share based payments that are measured at fair value. The accounting policies have been consistently applied by the Group unless otherwise stated.

### Functional and Presentation Currency

The Consolidated Financial Statement have been prepared and presented in Indian Rupees (₹), which is also the Group's functional currency.

### Rounding off

All amounts disclosed in the Consolidated Financial Statement and Notes have been rounded off to the nearest Millions, unless otherwise stated.

## 2.4 Revenue Recognition

### Revenue from operations

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

### Sale of products:

Revenue from sale of products is recognised when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e. when the material is dispatched to the customer or on delivery to the customer, as may be specified in the contract.

### Rendering of services:

Revenue from services is recognised over time by measuring progress towards satisfaction of performance obligation for the services rendered. The Group uses output method for measurement of revenue from rendering of services based on time elapsed and / or parts delivered.

### Commission, schemes and incentive income

Commission income is recognised when services are rendered and in accordance with the commission agreements. Schemes and Incentive income is

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

recognised when the services are rendered and as per the relevant scheme/ arrangement provided by the original equipment manufacturer (OEM).

### **Extended Warranty**

Income of the extended warranty contracts are recognised on straight line basis over the contractual period to which warranty service relates. Incremental costs of obtaining such contracts is recognised as an asset, if the Group expects to recover those costs over the contract period.

All other incomes are recognised and accounted for on accrual basis.

### **2.5 Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises the purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Consolidated Statement of profit and loss for the period during which such expenses are incurred.

Property, Plant and Equipment not ready for the intended use on the date of the consolidated statement of assets and liabilities are disclosed as "Capital work-in-progress".

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognised in the Consolidated Statement of profit and loss when the asset is derecognised.

Depreciation on Property, Plant and Equipment is calculated on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Leasehold improvements are amortised over the period of the lease (Refer Note 42), including extension period,

if any. Residual value of the leasehold improvements are considered as 5% of cost except in case of steel used as the Group is expected to receive residual value at 50% of cost at the end of the lease period.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful life and method of depreciation of Property, Plant and Equipment are reviewed at each reporting period end and adjusted prospectively, if appropriate.

### **2.6 Intangible assets**

An intangible asset is recognised only where it is probable that future economic benefits attributable to the asset will accrue to the enterprise and the cost can be measured reliably.

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Internally generated intangibles including research cost are not capitalised and the related expenditure is recognised in the Statement of Profit and Loss in the period in which the expenditure is incurred. Following initial recognition, intangible assets with finite useful life are carried at cost less accumulated amortisation and accumulated impairment loss, if any.

Intangible assets not ready for the intended use on the date of the consolidated financial information of assets and liabilities are disclosed as "Intangible Assets under Development".

Customer relationship and Non-compete fees acquired in business combination are amortised over a period of 5 years and 3 years on straight line basis respectively.

#### **Amortisation:**

Intangible Assets with finite lives are amortised over their estimated useful life on a straight-line basis over a period of 5 years. The amortisation expense on intangible assets with finite lives is recognised in the Consolidated Statement of profit and loss.

### **2.7 Financial Instruments**

#### **Initial recognition**

The Group recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

All financial assets and liabilities are recognised at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Consolidated Statement of profit and loss.

### Subsequent measurement

#### Non-derivative financial instruments

##### Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. For such equity instruments, the subsequent changes in fair value are recognised in the other comprehensive income in the Consolidated Statement of profit and loss.

##### Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently measured at fair valued through profit or loss. Fair value changes are recognised as other income in the Consolidated statement of Profit or Loss.

### Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Consolidated Statement of profit and loss if such gain or loss would have otherwise been recognised in the Consolidated Statement of profit and loss on disposal of that financial asset.

### Financial liabilities at Fair Value through Profit or Loss (FVTPL)

A financial liability may be designated as at FVTPL upon initial recognition if:

- (a) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- (b) The financial liability whose performance is evaluated on a fair value basis, in accordance with the Group's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on Remeasurement recognised in the Consolidated Statement of profit and loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

### Financial liabilities at amortised cost

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Trade and other payables are recognised at the transaction cost, which is its fair value, and subsequently measured at amortised cost.

### **Vehicle floor plan**

Vehicle floor plan represents amount borrowed to finance the purchase of inventories of cars with the manufacturer's captive finance company considering the significance of the amount involved, the same has been presented separately on the face of balance sheet.

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognised as a deduction from equity instrument net of any tax effect.

### **Derecognition of Financial Liabilities**

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Consolidated Statement of profit and loss.

### **Off-setting of financial assets and financial liabilities**

Financial assets and liabilities are offset when the Group currently has a legally enforceable right to offset the recognised amount and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

### **Modification**

A modification of a financial asset or liabilities occurs when the contractual terms governing the cash flows of a financial asset or liabilities are renegotiated or otherwise modified between initial recognition and maturity of the financial instruments. Any gain/ loss on modification is charged to Consolidated Statement of profit and loss.

## **2.8 Taxes**

Tax expense comprises current income tax and deferred tax.

### **Current Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current income tax (including Minimum Alternate Tax ("MAT")) is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

Current income tax relating to items recognised outside the Consolidated Statement of profit and loss is recognised outside the Consolidated Statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deferred Tax**

Deferred tax is provided using the balance-sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets include Minimum Alternate Tax (MAT) credit paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT credit is recognized as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

Deferred tax relating to items recognised outside the Consolidated Statement of profit and loss is recognised outside the Consolidated Statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 2.9 Impairment

#### Financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that loss event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognised during the year is recognised as income / expense in the Consolidated Statement of profit and loss.

#### Non-financial assets

##### Tangible and intangible assets

The carrying value of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If, any such indication exists, the Group estimates their recoverable amount and impairment is recognised if, the carrying amount of these assets/cash generating units exceeds their recoverable amount. The recoverable amount is greater of fair value less cost of disposal and their value in use. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Consolidated Statement of profit and loss.

### 2.10 Lease

#### Group as lessee

The Group's lease asset classes primarily consist of leases for showrooms, workshops, plant & machinery,

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

vehicles and stockyards. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated amortisation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the the lease term.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Lease liability and ROU assets have been separately presented in the consolidated statements of assets and liabilities and lease payments have been classified as financing cash flows.

### 2.11 Borrowing costs

Borrowing cost includes interest and other costs that Group has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the year they occur.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

### 2.12 Employee Benefits

#### Defined Contribution Plan

Retirement benefit in the form of provident fund, employees' state insurance fund scheme and Labour welfare scheme is a defined contribution scheme. The Company has no obligation, other than the contribution paid/payable under such schemes. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.

#### Defined Benefit Plan

The Group has provided the benefits of gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. As per the Gratuity Plan, the Group makes monthly payment to their employees with Remeasurement option to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Gratuity which is defined benefit plans is paid per month on the basis of employee's gross salary.

Remeasurement of the net defined benefit liability comprising actuarial gains and losses (excluding amounts included in net interest on the net defined benefit liability), are recognised in Other Comprehensive Income. Such Remeasurement are not reclassified to the Consolidated Statement of profit and loss in the subsequent periods.

Compensated absences are not to be carried forward beyond 12 months and are paid per month on the basis of the employee's gross salary.

### 2.13 Share based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Equity-settled transactions: The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the Consolidated Statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for awards that do not ultimately vest because service conditions have not been met. When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### 2.14 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Consolidated Statement of profit and loss. Contingent liabilities are not recognised but disclosed unless the probability of an outflow of resources is remote. Contingent assets are disclosed where inflow of economic benefits is probable. If the effect of the time value of money is material, provisions are discounted using a current

pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

### 2.15 Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of assets and liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

### 2.16 Earnings per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders of the Parent with the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing net profit attributable to equity shareholders of the Parent with weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 2.17 Inventories

Inventories are valued at lower of cost and net realizable value. Cost is determined as follows:

- i) In case of cars and vehicles, at specific cost on identification basis of their individual costs.
- ii) In case of spares and others, the same are valued at weighted average basis.

Costs includes all non refundable duties and taxes and all other charges incurred in bringing the inventory to their present location and condition. Net realizable value is the estimated selling price less estimated cost necessary to make the sale.

### 2.18 Segment Reporting

An operating segment is component of the Group that engages in the business activity from which the Group earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker (CODM), in deciding about resources to be allocated to the segment and assess its performance. The Group's chief operating decision maker is the Chairman of Parent Company.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on a reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

### 2.19 Current versus non-current classification

The Group presents assets and liabilities in the consolidated statement of assets and liabilities based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has identified twelve months as its operating cycle.

### 2.20 Foreign currency transactions

#### Initial recognition

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

#### Measurement at the balance sheet date

Foreign currency monetary items of the Group, outstanding at the balance sheet date are at the period-end rates. Non-monetary items of the Group are carried at historical cost.

#### Treatment of exchange differences

Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Group are recognised as income or expense in the Consolidated Statement of Profit and Loss.

### 2.21 Business Combinations

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. In case of business combinations involving entities under common control, the same is accounted for using the pooling of interests method, in such case, net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition.

Goodwill arising on consolidation represents the excess of the consideration transferred over the net fair value of the Group's share of the net assets, liabilities of the acquired subsidiary, joint venture or associate and the fair value of the non-controlling interest in the acquiree. If the consideration is less than the fair value of the Group's share of the net assets, liabilities of the acquired entity (i.e. Gain on acquisition), the difference is credited to the capital reserve in the period of acquisition.

### 2.22 Cash Flow Statement

Cash flows are reported using the indirect method, whereby loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the group are segregated.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 3 AMENDED STANDARDS ADOPTED BY THE GROUP

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended March 31, 2022, except for following amendments to the existing Indian Accounting Standards (Ind AS). The Group applied those amendments, for the accounting periods beginning on or after April 01, 2022, however those do not have material impact on the financial statements of the Group.

#### Ind AS 16 - Property, plant and equipment

The excess of net sale proceeds of items produced over the cost of testing, if any, should not be recognised in the statement of profit or loss but deducted from the directly attributable costs considered as part of cost of an item of Property, Plant and Equipment.

#### Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets

Amendments clarify the types of costs a company can include as the 'costs of fulfilling a contract' while assessing whether a contract is onerous as under:

- The incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.

#### Ind AS 103 - Business Combinations

Amendments have substituted the reference to the Framework for Preparation and Presentation of Financial Statements with Indian Accounting Standards with the reference to the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework), without changing the accounting requirements for business combinations.

#### Ind AS 101 - First-time Adoption of Indian Accounting Standards

If a subsidiary, joint venture of associate (together termed as subsidiary) adopts Ind AS later than its parent and applies paragraph D16(a) of Ind AS 101, then the subsidiary may elect to measure cumulative translation differences for all foreign operations at amounts included in the consolidated financial statements of the parent, based on the parent's date of transitions to Ind AS.

#### Ind AS 109 – Financial Instruments

For the purpose of performing the '10 % test' for derecognition of financial liabilities, in determining fees

paid, the borrower includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

#### Ind AS 41 – Agriculture

The amendment removes the requirement to exclude cash flows for taxation when measuring fair value and thereby aligns the fair value measurement requirements in Ind AS 41 with those in Ind AS 113, Fair Value Measurement.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

### 4 STANDARDS THAT BECAME ISSUED BUT NOT EFFECTIVE DURING THE YEAR

The amendments to the below mentioned standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, as and when they become effective. The Ministry of Corporate Affairs (MCA) has notified certain amendments to Ind AS, through Companies (Indian Accounting Standards) Amendment Rules, 2023 on March 31, 2023. These amendments maintain convergence with IFRS by incorporating amendments issued by International Accounting Standards Board (IASB) into Ind AS and has amended the following standards:

1. Ind AS 101 - First-time adoption of Ind AS
2. Ind AS 102 - Share Based Payment
3. Ind AS 103 – Business Combinations
4. Ind AS 107 – Financial Instruments - Disclosures
5. Ind AS 109 – Financial Instruments
6. Ind AS 115 – Revenue from Contracts with Customers
7. Ind AS 1 – Presentation of Financial Statements
8. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
9. Ind AS 12 - Income Taxes
10. Ind AS 34 – Interim Financial Reporting

These amendments shall come into force with effect from April 01, 2023.

The Group is assessing the potential effect of the amendments on its financial statements. The Group will adopt these amendments, if applicable, from applicability date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**5 PROPERTY, PLANT AND EQUIPMENT**

Particulars	Buildings	Lease Hold Improvements	Electrical Installations	Plant and Equipment	Computers	Furniture and Fixtures	Office Equipment	Vehicles	Total
<b>a Gross carrying amount (cost or deemed cost)</b>									
Balance as at April 01, 2021	309.60	953.14	96.98	376.56	35.97	278.35	113.04	231.69	2,395.33
Additions	-	131.53	22.34	38.73	10.17	46.20	17.81	132.32	399.10
Additions due to business combination (Refer Note 48)	-	80.84	3.51	57.98	0.81	21.89	2.76	13.87	181.66
Deductions	4.43	6.63	1.97	1.07	0.44	8.60	1.86	90.54	115.54
<b>Balance as at March 31, 2022</b>	<b>305.17</b>	<b>1,158.88</b>	<b>120.86</b>	<b>472.20</b>	<b>46.51</b>	<b>337.84</b>	<b>131.75</b>	<b>287.34</b>	<b>2,860.55</b>
Additions	26.65	187.99	27.05	64.12	28.55	73.05	39.67	277.01	724.09
Additions due to business combination (Refer Note 48)	-	0.08	-	0.03	0.02	0.14	0.13	-	0.40
Deductions (Refer Note 49)	0.82	137.91	10.56	24.92	2.07	21.86	6.57	52.14	256.85
<b>Balance as at March 31, 2023</b>	<b>331.00</b>	<b>1,209.04</b>	<b>137.35</b>	<b>511.43</b>	<b>73.01</b>	<b>389.17</b>	<b>164.98</b>	<b>512.21</b>	<b>3,328.19</b>
<b>b Accumulated Depreciation</b>									
Balance as at April 01, 2021	18.56	180.53	24.02	64.18	22.19	74.60	56.40	53.82	494.30
For the year	9.33	98.43	13.41	37.32	6.74	40.05	22.19	34.20	261.67
Deductions	0.24	5.02	0.93	0.20	0.23	3.76	1.57	29.67	41.62
<b>Balance as at March 31, 2022</b>	<b>27.65</b>	<b>273.94</b>	<b>36.50</b>	<b>101.30</b>	<b>28.70</b>	<b>110.89</b>	<b>77.02</b>	<b>58.35</b>	<b>714.35</b>
For the year	9.48	120.38	14.99	41.72	9.59	42.85	22.70	42.01	303.72
Deductions (Refer Note 49)	0.06	60.11	3.96	10.26	1.39	12.41	5.34	20.66	114.19
<b>Balance as at March 31, 2023</b>	<b>37.07</b>	<b>334.21</b>	<b>47.53</b>	<b>132.76</b>	<b>36.90</b>	<b>141.33</b>	<b>94.38</b>	<b>79.70</b>	<b>903.88</b>
<b>c Net carrying amount</b>									
Balance as at March 31, 2023	293.93	874.83	89.82	378.67	36.11	247.84	70.60	432.51	2,424.31
Balance as at March 31, 2022	277.52	884.94	84.36	370.90	17.81	226.95	54.73	228.99	2,146.20

Notes:

5.1 For properties pledged as securities, Refer Note 19

5.2 The title deeds of all immovable properties are held in the name of the Group.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### 5.3 Capital Work-in-Progress (CWIP)

Particulars	As at	
	March 31, 2023	March 31, 2022
Projects in Progress	32.06	38.33
<b>Total</b>	<b>32.06</b>	<b>38.33</b>

### Capital Work-in-Progress (CWIP) Ageing Schedule

Projects in progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023	32.06	-	-	-	32.06
As at March 31, 2022	38.33	-	-	-	38.33

5.4 There are no projects in Capital Work-in-Progress, whose completion is overdue or has exceeded its cost or temporarily suspended as compared to its original plan.

5.5 For loss due to fire, Refer Note 45

5.6 During the year ended March 31, 2023 amortisation on right-of-use assets amounting to ₹ 22.70 Millions (March 31, 2022 - ₹ 0.83 Millions) has been capitalised under Leasehold Improvements (Refer Note 6).

## 6 RIGHT-OF-USE ASSETS

No.	Particulars	Plant and equipment	Buildings	Vehicles	Total
<b>a</b>	<b>Gross carrying amount</b>				
	Balance as at April 01, 2021	52.48	1,739.85	-	1,792.33
	Additions	-	1,473.33	5.78	1,479.11
	Deductions	-	114.36	-	114.36
	<b>Balance as at March 31, 2022</b>	<b>52.48</b>	<b>3,098.82</b>	<b>5.78</b>	<b>3,157.08</b>
	Additions	1.54	556.29	0.53	558.36
	Deductions	3.57	364.11	-	367.68
	<b>Balance as at March 31, 2023</b>	<b>50.45</b>	<b>3,291.00</b>	<b>6.31</b>	<b>3,347.76</b>
<b>b</b>	<b>Accumulated amortisation</b>				
	Balance as at April 01, 2021	24.19	672.63	-	696.82
	For the year	12.52	382.04	0.21	394.77
	Deductions	-	23.56	-	23.56
	<b>Balance as at March 31, 2022</b>	<b>36.71</b>	<b>1,031.11</b>	<b>0.21</b>	<b>1,068.03</b>
	For the year	10.86	505.45	3.00	519.31
	Deductions	1.64	230.62	-	232.26
	<b>Balance as at March 31, 2023</b>	<b>45.93</b>	<b>1,305.94</b>	<b>3.21</b>	<b>1,355.08</b>
<b>c</b>	<b>Net carrying amount</b>				
	<b>Balance as at March 31, 2023</b>	<b>4.52</b>	<b>1,985.06</b>	<b>3.10</b>	<b>1,992.68</b>
	<b>Balance as at March 31, 2022</b>	<b>15.77</b>	<b>2,067.71</b>	<b>5.57</b>	<b>2,089.05</b>

During the year ended March 31, 2023, amortisation on right-of-use assets amounting to ₹ 22.70 Millions (March 31, 2022 - ₹ 0.83 Millions) has been capitalised under Leasehold Improvements (Refer Note 5).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**7 GOODWILL**

Particulars	Total
<b>Gross carrying amount</b>	
<b>Balance as at April 01, 2021</b>	<b>231.67</b>
Additions due to business combination (Refer Note 48)	246.68
Impairment	-
<b>Balance as at March 31, 2022</b>	<b>478.35</b>
Additions	-
Impairment	-
<b>Balance as at March 31, 2023</b>	<b>478.35</b>

**Note:**

Goodwill acquired through acquisitions and business combinations pertains to following Cash Generating Units (CGU's):

Particulars	As at	
	March 31, 2023	March 31, 2022
After Sales business of Navjivan Auto Square Private Limited (Refer Note 48)	2.35	-
Landmark Cars (East) Private Limited	60.00	60.00
Automark Motors Private Limited	10.00	10.00
Landmark Automobiles Limited	96.93	96.93
Benchmark Motors Private Limited	29.15	29.15
Landmark Lifestyle Cars Private Limited	35.60	35.60
After Sales business of Shaman Wheels Private Limited (Refer Note 48)	244.33	-
	<b>478.35</b>	<b>231.67</b>

The goodwill is tested for impairment annually and as at March 31, 2023, the goodwill is not impaired.

The recoverable amounts of the CGU's are determined from value-in-use calculations. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rates and expected changes to direct costs during the year. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money.

The growth rates are based on management's forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market. The Group prepares its forecasts based on the most recent financial budgets approved by management with projected revenue growth rates at 6 to 10% p.a. The rates used to discount the forecasts is 11.75% to 14.76% p.a.

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

**8 OTHER INTANGIBLE ASSETS**

No.	Particulars	Computer Software	Customer relationship	Non-compete Fees	Total
<b>a</b>	<b>Gross carrying amount (cost or deemed cost)</b>				
	<b>Balance as at April 01, 2021</b>	<b>36.12</b>	-	<b>21.01</b>	<b>57.13</b>
	Additions due to business combination (Refer Note 48)	-	234.39	36.16	270.55
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2022</b>	<b>36.12</b>	<b>234.39</b>	<b>57.17</b>	<b>327.68</b>
	Additions	2.83	-	-	2.83
	Deductions	0.20	-	-	0.20
	<b>Balance as at March 31, 2023</b>	<b>38.75</b>	<b>234.39</b>	<b>57.17</b>	<b>330.31</b>



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

No.	Particulars	Computer Software	Customer relationship	Non-competee Fees	Total
<b>b</b>	<b>Accumulated amortisation</b>				
	<b>Balance as at April 01, 2021</b>	<b>15.28</b>	<b>-</b>	<b>10.11</b>	<b>25.39</b>
	For the year	7.79	23.85	10.66	42.30
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2022</b>	<b>23.07</b>	<b>23.85</b>	<b>20.77</b>	<b>67.69</b>
	For the year	9.17	45.78	17.79	72.74
	Deductions	0.11	-	-	0.11
	<b>Balance as at March 31, 2023</b>	<b>32.13</b>	<b>69.63</b>	<b>38.56</b>	<b>140.32</b>
<b>c</b>	<b>Net carrying amount</b>				
	<b>Balance as at March 31, 2023</b>	<b>6.62</b>	<b>164.76</b>	<b>18.61</b>	<b>189.99</b>
	<b>Balance as at March 31, 2022</b>	<b>13.05</b>	<b>210.54</b>	<b>36.40</b>	<b>259.99</b>

**8.1 Intangible Assets under Development**

Particulars	As at	
	March 31, 2023	March 31, 2022
ERP implementation cost	25.40	9.07
	<b>25.40</b>	<b>9.07</b>

**Intangible assets under development ageing schedule**

Projects in progress	As at	
	March 31, 2023	March 31, 2022
Less than 1 year	16.33	1.49
1-2 years	0.14	1.58
2-3 years	2.52	1.96
More than 3 years	6.41	4.04
<b>Total</b>	<b>25.40</b>	<b>9.07</b>

**8.2** There are no projects in Intangible assets under development, whose completion is overdue or has exceeded its cost or temporarily suspended as compared to its original plan.

**9 INVESTMENTS**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-current investments</b>		
<b>(i) Equity shares - Unquoted (Investments at fair value through OCI)</b>		
3,326 (as at March 31, 2022 : 3,326) equity shares of Re. 1 each in Chatpay Commerce Private Limited (Refer Note (b) below)	-	8.19
<b>(ii) Preference shares - Unquoted (Investments at fair value through OCI)</b>		
31,531 (as at March 31, 2022 : 31,531) Compulsory Convertible Cumulative Preference shares of Re. 1 each in Chatpay Commerce Private Limited (Refer Note (b) below)	-	77.91
6,371 (as at March 31, 2022 : 6,371) Preference shares of Re. 1 each in Chatpay Commerce Private Limited (Refer Note (b) below)	-	15.74
732 (as at March 31, 2022 : Nil) Compulsory convertible preference shares of Re. 10 each in Autoverse Mobility Private Limited	0.01	-
91,305 (as at March 31, 2022 : 84,334) Compulsory Convertible Preference Shares of ₹ 10 each in Sheerdrive Private Limited (Refer Note (a) below)	162.79	63.25
<b>Total Non - Current Investments</b>	<b>162.80</b>	<b>165.09</b>
Aggregate amount of unquoted investments	162.80	165.09

**Note:**

- During the year ended March 31, 2023, the Parent has additionally invested in Compulsory Convertible Preference shares of Sheerdrive Private Limited which is in the business of providing online/digital platform for enabling car exchange of vehicles at real time market derived price. Such investment is made with the approval of Board of Directors.
- During the year ended March 31, 2023, due to various disruptions in operations, challenges in achieving business operating goals in one of the investments made by the Company in earlier financial years and in absence of any possibility of material realisation from the investments, the fair value of the same has been assessed as ₹ Nil.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**10 LOANS**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
<b>(Unsecured, considered good)</b>		
Inter-corporate deposits	-	332.33
Loans to employees	1.48	1.98
	<b>1.48</b>	<b>334.31</b>

Inter-corporate deposits are repayable on demand and carries interest rate of 8.00% p.a.

**11 OTHER FINANCIAL ASSETS**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-current</b>		
<b>(Unsecured, considered good)</b>		
Security deposits	169.53	149.75
	<b>169.53</b>	<b>149.75</b>
<b>Current</b>		
<b>(Unsecured, considered good)</b>		
<b>Claims recoverable from suppliers</b>		
Unsecured, considered good	356.87	207.59
Unsecured, considered doubtful	1.00	1.00
Less : Allowance for claims from suppliers	(1.00)	(1.00)
	<b>356.87</b>	<b>207.59</b>
Interest accrued on deposits	3.08	0.67
Share issue expense*	23.74	57.36
Security deposits	54.38	9.18
Others	19.37	9.10
	<b>457.44</b>	<b>283.90</b>

\*The Parent has incurred expenses towards Initial Public Offering (IPO) of its equity shares. The Parent is to recover certain amount from its shareholders.

**12 OTHER ASSETS**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-current</b>		
Prepaid expenses	2.60	0.17
Capital advances	18.04	18.16
	<b>20.64</b>	<b>18.33</b>
<b>Current</b>		
Prepaid expenses	40.96	24.07
Balance with Government Authorities	403.48	448.84
Advance to suppliers	107.98	44.03
Advances to staff	1.59	1.48
	<b>554.01</b>	<b>518.42</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**13 INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)**

Particulars	As at	
	March 31, 2023	March 31, 2022
Cars (Refer Note (a) below)	3,650.16	2,730.66
Spares and others (Refer Note (b) below)	833.86	568.58
	<b>4,484.02</b>	<b>3,299.24</b>

**Notes:**

- (a) Includes Goods-in-Transit - ₹ 552.12 Millions (as at March 31, 2022 : ₹ 828.34 Millions)
- (b) Includes Goods-in-Transit - ₹ 59.20 Millions (as at March 31, 2021 : ₹ 24.76 Millions)
- (c) Inventories are given as security for the borrowings as mentioned in Note 19 and 21.
- (d) During the year ended March 31, 2023 - ₹ 1.53 Millions (March 31, 2022 : ₹ 9.32 Millions) is recognised as an expense for inventories carried at net realisable value.

**14 TRADE RECEIVABLES**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
Unsecured, considered Good	1,042.91	645.99
Less : Allowance for doubtful debts	7.31	4.43
	<b>1,035.60</b>	<b>641.56</b>
Unsecured - considered doubtful	6.15	6.15
Less : Allowances for expected credit loss due to increase in credit risk ("ECL")	6.15	6.15
	-	-
	<b>1,035.60</b>	<b>641.56</b>

**Notes :**

- (a) Trade receivables are non-interest bearing and are generally on terms of 0 days to 60 days.
- (b) For amount receivables from related parties, Refer Note 41.
- (c) Trade receivables are given as security for the borrowings as mentioned in Note 19 and 21.
- (d) Movement in credit loss / doubtful debts allowance:

Particulars	As at	
	March 31, 2023	March 31, 2022
Opening balance	10.58	11.08
Changes in provision during the year	2.88	(0.50)
<b>Closing balance</b>	<b>13.46</b>	<b>10.58</b>

**Ageing of Trade Receivables (Gross)**

Particulars (Outstanding from due date of payment / from date of transaction)	As at	
	March 31, 2023	March 31, 2022
<b>(i) Undisputed Trade Receivables – considered good</b>		
Less than 6 months	815.80	581.97
6 months - 1 year	22.46	11.71
1-2 years	5.55	8.69
2-3 years	1.39	0.98
More than 3 years	0.14	0.05
	<b>845.33</b>	<b>603.40</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Particulars (Outstanding from due date of payment / from date of transaction)	As at	
	March 31, 2023	March 31, 2022
<b>(ii) Undisputed Trade Receivables – which have significant increase in credit risk</b>		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	0.06
More than 3 years	1.26	1.20
	<b>1.26</b>	<b>1.26</b>
<b>(iii) Disputed Trade Receivables – considered good</b>		
Less than 6 months	-	0.04
6 months - 1 year	-	-
1-2 years	0.13	0.18
2-3 years	0.18	0.82
More than 3 years	1.92	1.76
	<b>2.23</b>	<b>2.80</b>
<b>(iv) Disputed Trade Receivables – which have significant increase in credit risk</b>		
Less than 6 months	-	-
6 months - 1 year	-	0.05
1-2 years	0.05	0.83
2-3 years	0.83	0.57
More than 3 years	4.01	3.44
	<b>4.89</b>	<b>4.89</b>
<b>(v) Unbilled dues</b>	<b>195.35</b>	<b>39.79</b>
	<b>1,049.06</b>	<b>652.14</b>

## 15 CASH AND CASH EQUIVALENTS

Particulars	As at	
	March 31, 2023	March 31, 2022
Balance with banks in current accounts **	179.60	179.38
Cheques on hand	8.47	13.84
Cash on hand	5.76	6.90
	<b>193.83</b>	<b>200.12</b>

\* Includes balances from various payment gateways amounting to ₹ 11.34 Millions (as at March 31, 2022 - ₹ 10.83 Millions)

# The Cash and cash equivalents balance mentioned above includes an amount of ₹ 63.23 Millions held with Axis Bank (Public offer account) as the IPO Public Issue Account.

Cash and cash equivalents are given as security for the borrowings as mentioned in Note 19 and 21.

## 16 OTHER BALANCES WITH BANKS

Particulars	As at	
	March 31, 2023	March 31, 2022
Balances held as margin money against guarantees / credit facilities	205.76	99.84
	<b>205.76</b>	<b>99.84</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**17 EQUITY SHARE CAPITAL**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Authorised</b>		
5,37,00,000 (as at March 31, 2022 : 5,37,00,000) Equity Shares of ₹ 5 each	268.50	268.50
4,00,000 (as at March 31, 2022 : 4,00,000) Preference Shares of ₹ 5 each	2.00	2.00
	<b>270.50</b>	<b>270.50</b>
<b>Issued, subscribed and fully paid-Up</b>		
3,96,24,746 (as at March 31, 2022 : 3,66,25,620) Equity Shares of ₹ 5 each fully paid up	198.12	183.13
	<b>198.12</b>	<b>183.13</b>

**Rights, preferences and restrictions :**

The Parent has issued only one class of equity shares having a face value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the parent Company after distribution of all preferential amounts, in proportion to their shareholding.

**Shares allotted as fully paid up by way of other than cash during five years immediately preceding March 31, 2023:**

Pursuant to the Scheme of Arrangement, the Parent had allotted 1,04,00,220 equity shares as fully paid up during the year 2018-19.

**Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting year :**

Particulars	No. of Shares	Amount
<b>Balance as at April 01, 2021</b>	<b>1,83,12,810</b>	<b>183.13</b>
Add: Increase in shares on account of split (Refer Note below)	1,83,12,810	-
<b>Balance as at March 31, 2022</b>	<b>3,66,25,620</b>	<b>183.13</b>
Add: Shares issued through Initial Public Offer ('IPO') (Refer Note 50)	29,66,498	14.83
Add: Shares issued on exercise of employee stock options (Refer Note 43)	32,628	0.16
<b>Balance as at March 31, 2023</b>	<b>3,96,24,746</b>	<b>198.12</b>

**Note:**

During the previous year ended March 31, 2022, pursuant to a resolution in the extra-ordinary general meeting dated November 10, 2021, the shareholders had approved split of each equity share of face value of ₹ 10 each into two equity shares of face value of ₹ 5 each ("the Split").

**Details of shareholders holding more than 5 % shares :**

Name of the Promoters	As at	
	March 31, 2023	March 31, 2022
	No. of Shares	No. of Shares
	%	%
Sanjay Karsandas Thakker		
No. of Shares	1,51,54,768	1,51,54,768
% of total shares	38.25%	41.38%
Ami Sanjay Thakker		
No. of Shares	55,84,848	55,84,848
% of total shares	14.09%	15.25%
TPG Growth II SF Pte. Ltd		
No. of Shares	44,56,270	1,08,79,194
% of total shares	11.25%	29.70%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**Details of shareholding of promoters\*\***

Name of the Promoters	As at	
	March 31, 2023	March 31, 2022
	No. of Shares	No. of Shares
	%	%
Sanjay Karsandas Thakker		
No. of Shares held	1,51,54,768	1,51,54,768
% of total shares	38.25%	41.38%
% change during the year*	-	-

\*Holding of Promoters has reduced post initial public offer of equity shares of the Parent.

\*\* For the purpose of disclosure, definition of promoter as per the Companies Act, 2013 has been considered.

**18 OTHER EQUITY**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Capital Reserve on Business Combination</b>		
Opening balance	1,275.92	1,275.92
Closing balance	<b>1,275.92</b>	<b>1,275.92</b>
<b>Securities Premium</b>		
Opening balance	425.27	425.27
Add: Premium arising on issue of equity shares through IPO (Refer Note 50)	1,489.24	-
Less: Share issue expense on IPO (Refer Note 43)	(100.31)	-
Closing balance	<b>1,814.20</b>	<b>425.27</b>
<b>Share options outstanding account</b>		
Opening balance	56.22	55.52
Add: Additions during the year (Refer Note 43)	8.49	3.01
Less: Options cancelled during the year (Refer Note 43)	-	(2.31)
Less: Transfer to retained earnings on exercise of employee stock options	1.05	-
Closing balance	<b>63.66</b>	<b>56.22</b>
<b>Capital Redemption Reserve</b>		
Opening balance	0.02	0.02
Closing balance	<b>0.02</b>	<b>0.02</b>
<b>Capital Reserve on consolidation</b>		
Opening balance	19.26	19.26
Add : Adjustments on Consolidation (Refer Note 48)	0.13	-
Closing balance	<b>19.39</b>	<b>19.26</b>
<b>Retained Earnings</b>		
Opening balance	488.61	(154.55)
Add: Profit for the year	844.94	654.84
Less: Final Dividend*	(14.65)	(13.74)
Add: Options cancelled during the year (Refer Note 43)	-	2.31
Add: Transfer from share options outstanding account on exercise of employee stock options	1.05	-
Less: Remeasurement loss of defined benefit plans	(1.69)	(0.25)
Closing balance	<b>1,318.26</b>	<b>488.61</b>
<b>Other Comprehensive Income</b>		
Opening balance	20.99	13.18
Add: Fair value gain / (loss) on investments other than equity shares through OCI (Net)	(13.24)	7.81
Closing balance	<b>7.75</b>	<b>20.99</b>
	<b>4,499.20</b>	<b>2,286.29</b>

\* During the year ended March 31, 2023, the Company paid final dividend of ₹ 0.40 per equity share aggregating to ₹ 14.65 Millions for the year ended March 31, 2022 which was approved in the annual general meeting held on July 29, 2022.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### Proposed Dividend:

The Board of Directors at its meeting held on May 30, 2023 have recommended payment of final dividend of ₹ 2.25 per equity share of face value of ₹ 5 each for the financial year ended March 31, 2023 amounting to ₹ 89.16 Millions. The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

### Nature and purpose of reserves

#### Capital Reserve on Business Combination

Capital reserve represents the excess amount of net assets acquired over and above the liabilities pursuant to the Scheme of Arrangement and Amalgamation.

#### Securities premium

Securities premium represents the premium received on issue of shares over and above the face value of equity shares. The same is available for utilisation in accordance with the provisions of the Companies Act, 2013.

#### Share options outstanding account

The fair value of the equity-settled share based payment transactions with employees is recognised in the Consolidated Statement of Profit and Loss with corresponding credit to Stock Options Outstanding Account.

#### Retained earnings

Retained earnings represents the Group's undistributed earnings after taxes.

#### Capital redemption reserve

Capital redemption reserve has been created pursuant to the requirements of the Act under which the Group is required to transfer certain amounts on redemption of preference shares. The Group has redeemed the underlying preference shares in the earlier years. The capital redemption reserve can be utilised for issue of bonus shares.

#### Other comprehensive income

This represents the cumulative gains and losses arising on the revaluation of preference instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

## 19 BORROWINGS

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-Current</b>		
<b>Term loan - Secured - at amortised cost</b>		
From banks (Refer Note (a) below)	70.71	69.94
From others (Refer Note (b) and (c) below)	206.98	254.23
<b>Vehicle loan - Secured - at amortised cost</b>		
From banks (Refer Note (d) below)	7.33	25.17
From others (Refer Note (e) below)	41.49	32.39
	<b>326.51</b>	<b>381.73</b>
Less: Current maturities of non-current borrowings disclosed under "Current Borrowings"	110.64	111.23
	<b>215.87</b>	<b>270.50</b>
<b>Unsecured - at amortised cost</b>		
Loan from related parties (Refer Note 41) (Refer Note (n) below)	-	133.10
Loans from others (Refer Note (f) below)	44.59	50.00
	<b>44.59</b>	<b>183.10</b>
	<b>260.46</b>	<b>453.60</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(All amount in ₹ Millions unless otherwise stated)

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
<b>Secured - at amortised cost</b>		
Vehicle loan from others (Refer Note (e) below)	80.47	-
Working Capital Loan from banks (Refer Note (g) and (h) below)	706.78	903.04
Working Capital Loan from others (Refer Note (i), (j) and (k) below)	928.51	595.02
Current maturities of non-current borrowings	110.64	111.23
<b>Unsecured - at amortised cost</b>		
Working Capital Loan from banks (Refer Note (l) below)	-	0.04
Loan from others (Refer Note (m) below)	20.50	316.26
Loan from related parties (Refer Note 41) (Refer Note (n) below)	-	82.30
	<b>1,846.90</b>	<b>2,007.89</b>

**Notes**

- (a) Term Loan from Banks of ₹ 70.71 Millions (as at March 31, 2022: ₹ 69.94 Millions) carrying interest rate ranging from 8.25 % p.a. to 9.50 % p.a. are primarily secured by way of stock and book debts, equitable mortgage of building at Ahmedabad owned by Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited), residential building owned by Mr. Sanjay Thakker at Mumbai and further secured by personal guarantees of Mr. Sanjay Thakker and Mrs. Ami Thakker.
- (b) Term Loan from Mercedes-Benz Financial Services India Private Limited (formerly known as Daimler Financial Services (India) Private Limited) of ₹ 141.45 Millions (as at March 31, 2022: ₹ 158.33 Millions) carry interest rate ranging from 9.00 % p.a. to 10.50 % p.a. repayable in 120 equal monthly installments by April, 2030. It is secured by way of charge over property building known as Ideal Unique Centre situated at 10 East Topsia Road, Kolkata-700046. It is secured by way Demand Promissory Note along with Letter of Continuity, 6 Undated Blank Cheques in favour of Daimler Financial Services (India) Private Limited, Personal Guarantee of Mr. Sanjay Thakker and Mrs. Ami Thakker.
- (c) Term loan from others of ₹ 65.53 Millions (as at March 31, 2022 - ₹ 95.90 Millions) carry interest rate ranging from 7.45% p.a. to 8.10% p.a. repayable in equated in monthly instalments maximum by March, 2027 and are primarily secured by way of current and moveable assets of the Company and equitable mortgage of building at Ahmedabad owned by Landmark Automobiles Limited.
- (d) Vehicle loan from Banks of ₹ 7.33 Millions (as at March 31, 2022: ₹ 25.17 Millions) carry interest rate in the range of 8.55% p.a. to 10.50% p.a. will be repaid in equated monthly instalments by May, 2025 are secured by way of hypothecation of demo and owned cars.
- (e) Vehicle loans from others of ₹ 41.49 Millions (as at March 31, 2022: ₹ 32.39 Millions) carry interest rate in the range of 8.90 % to 10.50 % p.a. and repayable in equated monthly instalments by April, 2025 and are secured by way of hypothecation of demo cars.
- (f) Loan from Kotak Mahindra Prime Limited of ₹ 44.59 Millions (as at March 31, 2022: ₹ 50.00 Millions) under Emergency Credit Line Guarantee Scheme (ECLGS) repayable in 60 equated monthly instalments of ₹ 1.22 Millions by September, 2026 is secured by personal guarantees of Mr. Sanjay Thakker and Mrs. Ami Thakker.
- (g) Working capital loan from Banks outstanding ₹ 641.89 Millions (as at March 31, 2022: ₹ 903.04 Millions) are primarily secured by pari passu charge by way of hypothecation on existing and future current assets including spares and consumables and movable fixed assets and equitable mortgage of building at Ahmedabad owned by Landmark Automobiles Limited residential building owned by Mr. Sanjay Thakker and further secured by personal guarantee of Mr. Sanjay Thakker.
- (h) Working capital loan from Banks outstanding ₹ 64.89 Millions (as at March 31, 2022: ₹ Nil) are secured by way of hypothecation of stock and book debts and further secured by personal guarantee of Mr. Sanjay Thakker and Mrs. Ami Thakker.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

- (i) Working capital loan from others of ₹ 212.63 Millions (as at March 31, 2022: ₹ 204.03 Millions) carrying interest rate ranging from 7.99% p.a. to 11.25% p.a. on cars and 11.75% p.a. on spare parts represents amount borrowed to finance the purchase of new car, spares and accessories inventories with the manufacturer's captive finance company. Such amounts are secured by way of first and exclusive charge over all new vehicles, spares and accessories funded present and future, receivables, cash and cash equivalents emanating from sale of all such cars, spares and accessories and further secured by way of irrevocable and unconditional bank guarantee and also secured by personal guarantees of Mr. Sanjay Thakker and Mrs. Ami Thakker.
- (j) Working Capital Loan from Kotak Mahindra Prime Limited amounting to ₹ 0.54 Millions (as at March 31, 2022: ₹ 390.99 Millions) is secured by way of pari passu charge over plant and equipment, furniture and fixtures and movable fixed assets and it is further secured by way of Personal Guarantee of Mr. Sanjay Thakker and Mrs. Ami Thakker.
- (k) Working Capital Loan from Kotak Mahindra Prime Limited amounting to ₹ 715.34 Millions (as at March 31, 2022: ₹ Nil) is secured by way of registered charge over current assets of the location and it is further secured by way of Personal Guarantee of Mr. Sanjay Thakker and Mrs. Ami Thakker.
- (l) Working capital loan from banks amounting to ₹ Nil (as at March 31, 2022: ₹ 0.04 Millions) carry interest rate in the range of 9.00% p.a. to 10.00% p.a. and are repayable on demand.
- (m) Loan from others of ₹ 20.50 Millions (as at March 31, 2022: ₹ 316.26 Millions) carry interest rate in the range of 8.20% p.a. to 10.70 % p.a. and are repayable on demand.
- (n) Loan from related parties of ₹ Nil (as at March 31, 2022: ₹ 215.40 Millions) carry interest rate of 8.00% p.a.

In respect of the above borrowings from banks and financial institutions on the basis of security of current assets, there is no fixed frequency for submission of returns / statements to the banks / financial institutions. The banks / financial institutions conduct their independent stock audit at different intervals for reporting purpose and stock statements were provided that point in time by the Group, which were in agreement with the books of accounts at that point in time. Any adjustments, if identified during the count or any other reasons, are duly adjusted in the books of account subsequently upon notice.

### 20 OTHER LIABILITIES

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Non-current</b>		
Contract Liabilities (Refer Note below)	297.44	92.45
Discount received in advance	13.51	-
	<b>310.95</b>	<b>92.45</b>
<b>Current</b>		
Statutory remittances	131.04	154.99
Advances received from customers	808.52	744.42
Contract Liabilities (Refer Note below)	235.60	182.36
Discount received in advance	17.76	0.31
	<b>1,192.92</b>	<b>1,082.08</b>

#### Reconciliation of Contract Liabilities

Particulars	As at	
	March 31, 2023	March 31, 2022
Opening balance	274.81	203.30
Add: Advance received during the year	619.80	365.67
Less: Income recognised during the year	361.57	294.16
<b>Closing balance</b>	<b>533.04</b>	<b>274.81</b>
Contract Liabilities - Non current	297.44	92.45
Contract Liabilities - Current	235.60	182.36
<b>Total Contract Liabilities</b>	<b>533.04</b>	<b>274.81</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**21 VEHICLE FLOOR PLAN PAYABLE**

Particulars	As at	
	March 31, 2023	March 31, 2022
Vehicle floor plan payable	793.27	623.42
	<b>793.27</b>	<b>623.42</b>

Vehicle floor plan payable represents amount borrowed to finance the purchase inventories of cars with the manufacturer's captive finance company. The amount is payable on sale of a specific vehicle or after a pre-defined period if not sold. Such payable amounts are secured by way of first and exclusive charge over specific inventory, receivables and cash and further secured by way Demand Promissory Note along with Letter of Continuity, 6 Undated Blank Cheques in favour of Mercedes-Benz Financial Services India Private Limited (formerly known as Daimler Financial Services (India) Private Limited) and Personal Guarantee of Mr. Sanjay Thakker and Mrs. Ami Thakker. Any amount that remains unpaid after initial interest free period carries interest @ 10% p.a. on Demo Cars (as at March 31, 2022 interest rate ranges from 8.80% to 10.75% p.a. on Demo cars). Changes in vehicle floor plan payable are reported as operating cash flows.

**22 TRADE PAYABLES**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
total outstanding dues of micro enterprises and small enterprises *	34.58	23.57
total outstanding dues of creditors other than micro enterprises and small enterprises	1,134.58	1,425.12
	<b>1,169.16</b>	<b>1,448.69</b>

For transactions with related parties, Refer Note 41.

\* This information has been determined to the extent such parties have been identified on the basis of information available with the Group and relied upon by auditors.

**Ageing of Trade Payables**

Particulars (Outstanding from due date of payment / from date of transaction)	As at	
	March 31, 2023	March 31, 2022
<b>(i) MSME</b>		
Less than 1 year	33.37	22.57
1-2 years	0.21	0.42
2-3 years	0.40	0.08
More than 3 years	0.10	-
	<b>34.08</b>	<b>23.07</b>
<b>(ii) Others</b>		
Less than 1 year	810.37	1,165.13
1-2 years	8.81	8.70
2-3 years	2.66	2.39
More than 3 years	3.09	2.66
	<b>824.93</b>	<b>1,178.88</b>
<b>(iii) Disputed dues - MSME</b>		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	0.01
More than 3 years	0.50	0.49
	<b>0.50</b>	<b>0.50</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Particulars (Outstanding from due date of payment / from date of transaction)	As at	
	March 31, 2023	March 31, 2022
<b>(iv) Disputed dues – Others</b>		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	0.53
More than 3 years	0.78	0.74
	<b>0.78</b>	<b>1.27</b>
<b>(v) Accruals</b>	<b>308.87</b>	<b>244.97</b>
	<b>1,169.16</b>	<b>1,448.69</b>

### 23 OTHER FINANCIAL LIABILITIES

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Current</b>		
Interest accrued	6.83	24.59
Trade deposits	10.15	5.20
Payable for acquisition of business (Refer Note 48)	-	269.72
Amount due to shareholders in respect of their shares sold (Refer Note 41)	42.48	-
Payable to capital creditors	41.93	47.16
	<b>101.39</b>	<b>346.67</b>

### 24 REVENUE FROM OPERATIONS

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Sale of cars	24,799.18	22,963.73
Sale of spares, lubricants and others	4,937.63	3,980.26
Sale of services	2,301.10	1,888.75
Commission income (Refer Note 46)	844.12	310.61
<b>Revenue from sale of products and services</b>	<b>32,882.03</b>	<b>29,143.35</b>
Other operating revenues (Refer Note below)	941.48	621.88
	<b>33,823.51</b>	<b>29,765.23</b>

**Other operating revenue includes:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Finance Commission	182.65	120.28
Insurance commission	163.49	118.03
Pre-owned cars commission	21.73	14.20
Income from schemes and incentives	365.78	221.86
Extended warranty and road side assistance income	132.81	68.91
Others	75.02	78.60
	<b>941.48</b>	<b>621.88</b>

**Reconciliation of the amount of revenue recognised in the consolidated statement of profit and loss with the contracted price:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Gross revenue	34,227.27	30,170.29
Less: Discounts	403.76	405.06
<b>Net Revenue recognized from contract with customers</b>	<b>33,823.51</b>	<b>29,765.23</b>

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FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**25 OTHER INCOME**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Interest income on:		
Financial assets measured at amortised cost	33.05	38.70
Income tax refund	1.11	0.59
Security deposits	11.26	9.20
Insurance claim	5.53	6.70
Sundry balances written back (net)	40.26	35.87
Excess provision written back	-	0.57
Marketing support income	-	9.43
Miscellaneous Income	9.60	1.21
Profit on sale of property, plant and equipment (Net)	0.37	0.02
Gain on termination of lease	19.61	23.64
	<b>120.79</b>	<b>125.93</b>

**26 PURCHASE OF CARS, SPARES AND OTHERS**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Purchase of cars	24,741.38	22,198.19
Purchase of spares, lubricants and others	4,226.88	3,330.22
	<b>28,968.26</b>	<b>25,528.41</b>

**27 CHANGES IN INVENTORIES OF STOCK-IN-TRADE**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Inventories at the end of the year</b>		
Cars	3,650.16	2,730.66
Spares and others (Refer Note 45)	833.86	568.58
	<b>4,484.02</b>	<b>3,299.24</b>
<b>Inventories at the beginning of the year</b>		
Cars	2,730.66	2,402.07
Spares and Others	568.58	486.15
	<b>3,299.24</b>	<b>2,888.22</b>
Adjustments due to Business Combination (Refer Note 48)	33.12	-
<b>Net Increase</b>	<b>(1,151.66)</b>	<b>(411.02)</b>

**28 EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Salaries and wages	1,759.02	1,444.73
Gratuity Expense (Refer Note 39)	20.46	16.16
Contribution to provident and other funds (Refer Note 39)	31.05	30.79
Staff welfare expenses	54.99	3.01
Share based payment expense (Refer Note 43)	8.49	36.88
	<b>1,874.01</b>	<b>1,531.57</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**29 FINANCE COSTS**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Interest expense on		
Financial liabilities carried at amortised cost	310.01	227.02
Lease liabilities (Refer Note 42)	191.24	112.25
Others	0.54	2.27
Other borrowing costs	9.17	10.62
	<b>510.96</b>	<b>352.16</b>

**30 DEPRECIATION AND AMORTISATION EXPENSE**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Depreciation on property, plant and equipment (Refer Note 5)	303.72	261.67
Amortisation of other intangible assets (Refer Note 8 and 42)	72.74	42.31
Amortisation on right-of-use assets (Refer Note 6)	496.61	393.93
	<b>873.07</b>	<b>697.91</b>

**31 OTHER EXPENSES**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Electricity expenses	103.87	80.60
Rent (Refer Note 42)	103.41	97.24
Rates and taxes	26.28	24.49
Repairs expenses		
Repairs to Buildings	25.80	18.69
Repairs to plant and machineries	11.14	9.02
Repairs to others	69.09	46.41
Insurance	35.98	26.75
Extended warranty and road side assistance expenses	93.66	95.76
New car delivery expenses	174.43	118.99
Job work charges	389.04	287.97
Communication expenses	36.12	28.77
Travelling and conveyance	72.18	44.24
Printing and stationery	24.06	18.29
Charges on credit card transaction	15.56	10.69
Commission	21.21	39.49
Advertisement and sales promotion	211.00	144.99
Donations and Contributions	0.08	0.02
Corporate social responsibility expenditure	7.07	4.57
Security service charges	58.28	46.97
Legal and Professional	70.57	62.07
Director sitting fees	3.19	1.26
Payments to auditors	11.06	8.40
Software expenses	45.24	38.95
Loss on property, plant and equipment sold /written off (net)	3.84	16.50
Housekeeping expenses and pantry expense	75.80	62.37
Franchisee expenses	1.73	1.73
Provision for doubtful debts	2.97	2.68
Bad trade and others receivables written off	9.40	2.02
Miscellaneous expenses	51.82	29.46
	<b>1,753.88</b>	<b>1,369.39</b>

For transactions with related parties, Refer Note 41.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**32 EARNINGS PER SHARE:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Profit after tax attributable to owners of the Company (₹ In Millions)	844.94	654.84
Weighted average number of equity shares outstanding for Basic EPS	3,74,48,811	3,66,25,620
Add: Effect of ESOP's which are dilutive	14,20,228	8,90,504
Weighted average number of equity shares outstanding for Diluted EPS	3,88,69,039	3,75,16,124
Nominal value per share (In ₹)	5.00	5.00
Earnings per share - Basic (In ₹)	22.56	17.88
- Diluted (In ₹)	21.74	17.45

**33 INCOME TAX EXPENSE**

The major component of income tax expense for the years ended March 31, 2023 and March 31, 2022 are as under:

**33.1 Tax Expense reported in the Consolidated Statement of Profit and Loss**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Current tax</b>		
Current tax	271.18	169.66
Excess provision of tax related to earlier years	(2.12)	(0.55)
<b>Total current tax</b>	<b>269.06</b>	<b>169.11</b>
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	(79.01)	(8.19)
<b>Tax Expense reported in the Consolidated Statement of Profit and Loss</b>	<b>190.05</b>	<b>160.92</b>
<b>Tax on Other Comprehensive Income ('OCI')</b>		
Current tax related to items recognised in OCI during the year	(0.34)	(0.05)
Deferred tax related to items recognised in OCI during the year	(1.49)	2.31
<b>Total tax expense</b>	<b>188.22</b>	<b>163.18</b>

**33.2 Balance sheet section**

Particulars	As at	
	March 31, 2023	March 31, 2022
Income tax assets - Current (net)	43.82	62.51
Income tax Liabilities - Current (net)	23.56	14.75

**33.3 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Profit before tax</b>	<b>1,041.06</b>	<b>822.74</b>
Income tax expense @25.168%	262.01	207.07
<b>Tax effect of the amounts which are not deductible / (taxable) in calculating taxable income:</b>		
Tax effect of expenses that are not deductible in determining taxable profit	1.82	0.73
Excess provision of tax related to earlier years	(2.12)	(0.55)
Change in deferred tax balances due to change in income tax rate	-	0.48
Recognition of unrecognised deferred tax asset of earlier years. (Refer Note (b) below)	(115.61)	(68.40)

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FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Impact of electing option u/s 115BAA in certain entities of the group. (Refer Note (a) below)	-	9.50
Difference in tax rates for certain entities of the group	1.31	1.51
Non-Recognition of deferred tax assets on business losses	37.57	27.46
Unused Tax losses and credits	-	(15.30)
Others	5.07	(1.58)
<b>Tax expense as per Consolidated Statement of Profit and Loss</b>	<b>190.05</b>	<b>160.92</b>
<b>Effective tax rate</b>	<b>18.26%</b>	<b>19.56%</b>

- (a) On September 20, 2019, the Government of India, vide the Taxation laws (Amendment) Ordinance 2019, inserted Section 115BAA in the Income Tax Act, 1961, which provides domestic companies an option to pay Corporate Tax at reduced rate effective April 01, 2019 subject to certain conditions. During the previous year ended March 31, 2022, Landmark Lifestyle Cars Private Limited, a subsidiary company had decided to exercise the option of lower tax rate available under Section 115BAA of the Income Tax Act, 1961, as introduced by Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the subsidiary company had recognised the provision for income tax for year ended March 31, 2022 and remeasured the accumulated deferred tax asset at March 31, 2022 based on the rate prescribed under Section 115BAA. Accordingly MAT Credit Entitlement of ₹ 9.50 Millions had been written off and resultant impact has been taken through the Consolidated Statement of Profit and Loss.
- (b) The Group has recognised deferred tax assets on unused tax losses/depreciation and unrecognised deductible temporary differences in the respective years based on reasonable certainty of future taxable income.

### 33.4 Deferred tax balances (net)

Particulars	As at	
	March 31, 2023	March 31, 2022
Deferred tax assets	126.74	59.76
Deferred tax liabilities / (assets)	(9.19)	5.80
<b>Deferred tax Assets (Net)</b>	<b>135.93</b>	<b>53.96</b>

### (A) Deferred Tax Liabilities

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Deferred Tax Liabilities</b>		
Property, plant and equipment	9.52	19.64
Fair valuation of preference shares through other comprehensive income	4.53	6.02
<b>Deferred Tax Assets</b>		
Provision for doubtful debts	(2.53)	(2.02)
Disallowance of share issue expenses under section 35D of Income Tax Act, 1961	-	(0.03)
Unused tax credits	-	(0.42)
Difference in Right-of-use assets and lease liabilities	(20.71)	(17.39)
<b>Deferred Tax Liabilities / (Assets) (Net)</b>	<b>(9.19)</b>	<b>5.80</b>

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FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**(B) Deferred Tax Assets**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Deferred Tax Liabilities</b>		
Property, plant and equipment	(4.34)	(27.86)
<b>Deferred Tax Assets</b>		
Disallowance of share issue expenses under section 35D of Income Tax Act, 1961	-	-
Unrealised profit on closing inventories	4.92	1.97
Provision for doubtful debts	1.20	0.22
Unabsorbed depreciation and carried forward business losses	48.88	24.45
MAT credit entitlement	30.55	37.92
Unused tax credits	0.38	-
Difference in Right-of-use assets and lease liabilities	45.15	23.06
<b>Deferred Tax Assets (Net)</b>	<b>126.74</b>	<b>59.76</b>

**Movement in Deferred Tax Balances**

Particulars	As at April 01, 2021	Recognised in statement of profit and loss	Adjustment on account of Business Combination	Recognised in Other Comprehensive Income	As at March 31, 2022
Property, plant and equipment	38.33	9.17	-	-	47.50
Disallowance of share issue expenses under section 35D of Income Tax Act, 1961	(0.12)	0.09	-	-	(0.03)
Provision for doubtful debts	(1.68)	(0.56)	-	-	(2.24)
Unabsorbed depreciation and brought forward business losses	(17.74)	(6.71)	-	-	(24.45)
Unused tax credit	(0.42)	-	-	-	(0.42)
MAT credit entitlement	(38.09)	0.17	-	-	(37.92)
Deferred tax on unrealised profit	(1.70)	(0.27)	-	-	(1.97)
Fair valuation of preference shares	3.71	-	-	2.31	6.02
Difference in Right-of-use assets and lease liabilities	(30.37)	(10.08)	-	-	(40.45)
<b>Deferred tax assets (Net)</b>	<b>(48.08)</b>	<b>(8.19)</b>	<b>-</b>	<b>2.31</b>	<b>(53.96)</b>

Particulars	As at April 01, 2022	Recognised in statement of profit and loss	Adjustment on account of Business Combination	Recognised in Other Comprehensive Income	As at March 31, 2023
Property, plant and equipment	47.50	(32.17)	(1.47)	-	13.86
Disallowance of share issue expenses under section 35D of Income Tax Act, 1961	(0.03)	0.03	-	-	-
Provision for doubtful debts	(2.24)	(1.49)	-	-	(3.73)
Unabsorbed depreciation and brought forward business losses	(24.45)	(24.43)	-	-	(48.88)
Unused tax credit	(0.42)	0.04	-	-	(0.38)
MAT credit entitlement	(37.92)	7.37	-	-	(30.55)
Deferred tax on unrealised profit	(1.97)	(2.95)	-	-	(4.92)
Fair valuation of preference shares	6.02	-	-	(1.49)	4.53
Difference in Right-of-use assets and lease liabilities	(40.45)	(25.41)	-	-	(65.86)
<b>Deferred tax assets (Net)</b>	<b>(53.96)</b>	<b>(79.01)</b>	<b>(1.47)</b>	<b>(1.49)</b>	<b>(135.93)</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### 33.5 Details of carry forward losses, deductible temporary difference and unused credit on which no deferred tax asset is recognised by the Group are as follows:

Unabsorbed depreciation can be carried forward indefinitely. Business losses and unused short-term capital losses can be carried forward for period of 8 years from the year in which losses arose. Unused business losses and unused short-term capital losses will expire in March, 2030.

Deferred tax assets on	As at	
	March 31, 2023	March 31, 2022
Unused tax losses- related to Depreciation	197.14	222.75
Unrecognised deductible temporary differences	-	125.78
Unused tax losses	262.53	332.51
Unused short-term capital loss	37.94	37.94
<b>Total</b>	<b>497.61</b>	<b>718.98</b>

## 34 FINANCIAL INSTRUMENTS

### 34.1 Capital Management

The Group's capital management objectives are:

- to ensure the Group's ability to continue as going concern
- to provide adequate return to shareholders through optimisation of debt and equity balance.

For the purpose of the Group's capital management, capital includes issued equity capital and other equity reserves attributable to the equity holders of the Group.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and business opportunities. The Group monitors capital structure using a debt equity ratio, which is debt divided by equity.

Particulars	As at	
	March 31, 2023	March 31, 2022
Debt (Refer Note (a) below)	2,900.63	3,084.91
Less: Cash and bank balances (Refer Note (b) below)	399.59	299.96
<b>Adjusted net debt</b>	<b>2,501.04</b>	<b>2,784.95</b>
Total equity attributable to equity holders of the parent	4,697.32	2,469.42
<b>Adjusted net debt to total equity ratio</b>	<b>0.53</b>	<b>1.13</b>

#### Note:

- (a) Debt is defined as current borrowings, non-current borrowings and vehicle floor plan as described in Notes 19 and 21 but excludes lease liabilities.
- (b) Cash and bank balances includes cash and cash equivalents and other bank balances held as margin money against guarantees / credit facilities.

### 34.2 Disclosure of Financial Instruments by Category

Particulars	As at March 31, 2023			
	FVTPL	FVTOCI	Amortised cost	Total carrying value
<b>Financial assets</b>				
Investments	-	162.80	-	162.80
Trade receivables	-	-	1,035.60	1,035.60
Cash and cash equivalents	-	-	193.83	193.83
Other balances with banks	-	-	205.76	205.76
Loans	-	-	1.48	1.48
Other financial assets	-	-	626.97	626.97
<b>Total Financial assets</b>	-	<b>162.80</b>	<b>2,063.64</b>	<b>2,226.44</b>

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(All amount in ₹ Millions unless otherwise stated)

Particulars	As at March 31, 2023			
	FVTPL	FVTOCI	Amortised cost	Total carrying value
<b>Financial liabilities</b>				
Borrowings	-	-	2,107.36	2,107.36
Vehicle floor plan payable	-	-	793.27	793.27
Trade payables	-	-	1,169.16	1,169.16
Lease liabilities	-	-	2,192.58	2,192.58
Other financial liabilities	-	-	101.39	101.39
<b>Total Financial Liabilities</b>	-	-	<b>6,363.76</b>	<b>6,363.76</b>

Particulars	As at March 31, 2022			
	FVTPL	FVTOCI	Amortised cost	Total carrying value
<b>Financial assets</b>				
Investments	-	165.09	-	165.09
Trade receivables	-	-	641.56	641.56
Cash and cash equivalents	-	-	200.12	200.12
Other balances with banks	-	-	99.84	99.84
Loans	-	-	334.31	334.31
Other financial assets	-	-	433.65	433.65
<b>Total Financial assets</b>	-	<b>165.09</b>	<b>1,709.48</b>	<b>1,874.57</b>
<b>Financial liabilities</b>				
Borrowings	-	-	2,461.49	2,461.49
Vehicle floor plan payable	-	-	623.42	623.42
Trade payables	-	-	1,448.69	1,448.69
Lease liabilities	-	-	2,296.00	2,296.00
Other financial liabilities	-	-	346.67	346.67
<b>Total Financial Liabilities</b>	-	-	<b>7,176.27</b>	<b>7,176.27</b>

### 34.3 Financial Instrument measured at Amortised Cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

## 35 FAIR VALUE MEASUREMENTS

### 35.1 Quantitative disclosures of fair value measurement hierarchy for financial assets and financial liabilities

Particulars	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>As at March 31, 2023</b>				
<b>Financial Assets</b>				
Investment in preference shares (Refer Note 9)	-	162.79	-	162.79
<b>Total of Financial Assets</b>	-	<b>162.79</b>	-	<b>162.79</b>
<b>As at March 31, 2022</b>				
<b>Financial Assets</b>				
Investment in equity investments measured at FVTOCI (Refer Note 9)	-	-	8.19	8.19
Investment in preference shares (Refer Note 9)	-	-	156.90	156.90
<b>Total of Financial Assets</b>	-	-	<b>165.09</b>	<b>165.09</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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**35.2** There is transfer from level 3 to level 2 due to change in categorisation from lowest level input to using third party pricing information without adjustments, to the fair value measurement as a whole. At respective year end, the financial instruments are categorized as level 2 based on the third party pricing information available and as level 3 in case the lowest level input that is significant to the fair value measurement is unobservable. The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

### 35.3 Valuation Methodology

The Group has measured fair value for Level 2 investment using third party pricing information without adjustments.

The Group has measured fair value for Level 3 investment based on external valuer report as at March 31, 2022.

## 36 FINANCIAL RISK MANAGEMENT

The Group's financial liabilities comprise mainly of borrowings, trade payables, lease liabilities, vehicle floor plan and other financial liabilities. The group's financial assets comprise mainly of cash and cash equivalents, other balances with banks, loans given, trade receivables, Investments and other financial assets.

The Group's business activities are exposed to a variety of financial risks, namely market risk, credit risk and liquidity risk.

The group's senior management has the overall responsibility for establishing and governing the group's risk management framework who are responsible for developing and monitoring the group's risk management policies. The group's risk management policies are established to identify and analyse the risks faced by the group, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Board of Directors of the Group. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board of Directors.

### 36.1 Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. The Group does not have any outstanding balance in foreign currencies and hence it is not exposed to foreign currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments.

The Group manages market risk through a treasury department, which evaluate and exercises control over the entire process of market risk management.

#### Interest rate risk

Interest rate risk is the risk that the future cash flow with respect to interest payments on borrowing will fluctuate because of change in market interest rates. Interest rate change does not affects significantly short-term borrowings therefore the group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligation with floating interest rates.

### 36.2 Liquidity risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time, or at a reasonable price. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group generates cash flows from operations to meet its financial obligations, maintains adequate liquid assets in the form of cash and cash equivalents and has undrawn short-term line of credits from banks to ensure necessary liquidity. The Group closely monitors its liquidity position and deploys a robust cash management system.

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The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

<b>As at March 31, 2023</b>	<b>Carrying Amount</b>	<b>upto 1 year</b>	<b>1-5 years</b>	<b>More than 5 years</b>	<b>Total undiscounted cashflow</b>
<b>Non-Derivative Financial Liabilities</b>					
Borrowings	2,107.36	1,846.90	179.32	81.14	2,107.36
Lease liabilities	2,192.58	573.77	1,589.04	437.00	2,599.82
Vehicle floor plan payable	793.27	793.27	-	-	793.27
Trade payables	1,169.16	1,169.16	-	-	1,169.16
Other financial liabilities	101.39	101.39	-	-	101.39
<b>Total</b>	<b>6,363.76</b>	<b>4,484.49</b>	<b>1,768.36</b>	<b>518.14</b>	<b>6,771.00</b>
<b>As at March 31, 2022</b>					
<b>Non-Derivative Financial Liabilities</b>					
Borrowings	2,461.49	2,007.89	400.88	52.72	2,461.49
Lease liabilities	2,296.00	602.30	1,740.11	446.94	2,789.35
Vehicle floor plan payable	623.42	623.42	-	-	623.42
Trade payables	1,448.69	1,448.69	-	-	1,448.69
Other financial liabilities	346.67	346.67	-	-	346.67
<b>Total</b>	<b>7,176.27</b>	<b>5,028.97</b>	<b>2,140.99</b>	<b>499.66</b>	<b>7,669.62</b>

### 36.3 Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk for the Group primarily arises from credit exposures to trade receivables, loans given, deposits with landlords for properties taken on leases and other receivables including balances with banks.

Trade and other receivables: The Group's business is predominantly through credit card, cash collections, insurance companies and receivables from Original Equipment Manufacturers (OEM), hence the credit risk on such transactions are minimal. The Group has adopted a policy of dealing with only credit worthy counterparties in case of institutional customers and the credit risk exposure for institutional customers is managed by the Group by credit worthiness checks. All trade receivables are also reviewed and assessed for default on a regular basis. Further, Trade and other receivables consist of a large number of customers hence, the Group is not exposed to concentration risks. In relation to credit risk arising from commercial transactions, necessary provisions are recognized for trade receivables when objective evidence exists that the Group will be unable to recover all the outstanding amounts in accordance with the original contractual conditions of the receivables. Refer Note 14 for the disclosures for trade receivables.

The Group also carries credit risk on lease deposits with landlords for properties taken on leases, for which agreements are signed and property possessions timely taken for its operations.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

The risk relating to refunds after shut down of premises is managed through successful negotiations or appropriate legal actions, where necessary.

Credit risk arising from cash and cash equivalent and other balances with bank is limited as the counterparties are recognised banks.

### 37 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) :

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Contingent Liabilities</b>		
Matters with GST authorities*	310.01	265.46
Matters with Income Tax authorities	10.08	1.30
Matters with VAT authorities	14.82	15.47
Matters with local authorities	19.70	21.45

\*Subsequent to the year end related to ₹ 35.96 Millions, the Parent has received favourable assessment order from the department and the liability has been determined at ₹ Nil.

Contingent liabilities includes demand and show cause notices received from tax authorities for various matters including mismatch in input credit, non-submission of different forms and disallowances of expenses. The Group has preferred appeals on these matters and the same are pending with various appellate authorities.

Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities. The amount assessed as contingent liabilities do not include interest and penalties.

The Group is involved in various legal proceedings including product liability and other regulatory matter relating to conduct of its business. Based on the internal evaluation of the management the possible unfavourable outcome of such litigations to be remote and accordingly the same has not been considered as contingent liability.

### Capital Commitments

Particulars	As at	
	March 31, 2023	March 31, 2022
Estimated amount of Contracts remaining to be executed on capital account and not provided for (net off advances)	25.06	41.06

### 38 SEGMENT REPORTING

The primary reporting of the Group has been made on the basis of Business Segments. The Group has a single business segment as defined in Indian Accounting Standard (Ind AS) 108 on Segment Reporting, namely dealership of cars in India. The Chairman of the Group allocates resources and assess the performance of the Group, thus are the chief operating decision maker (CODM). The CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

**39 EMPLOYEE BENEFITS**

**Defined Contribution Plan:**

The Group makes Provident Fund, Employee State Insurance Scheme and Labour Welfare Fund contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The Group recognised ₹ 18.55 Millions (March 31, 2022: ₹ 19.16 Millions) for Provident Fund contributions, ₹ 12.28 Millions (March 31, 2022: ₹ 11.38 Millions) for Employee State Insurance Scheme and ₹ 0.22 Millions (March 31, 2022: ₹ 0.25 Millions) for Labour Welfare Fund contributions in the Consolidated Statement of Profit and Loss in Note 28. The contributions payable to these plans by the Group are at rates specified in the rules of the schemes.

**Defined Benefit Plan:**

The Company has a defined benefit gratuity plan (non-funded and is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed at least five year of service is entitled to gratuity benefits on departure at 15 days salary (last drawn salary) for each completed year of service. To reduce the overall liabilities on departure, the Group makes monthly payments to employees along with other salary payments which has been expensed out on monthly basis. Each year, the management reviews the balance of payments actually made to the employees while monthly processing, which can be offsetted against the liabilities determined at retirement, death, incapacitation or termination of employment, based on the independent legal opinion obtained by the Group. Such review includes the actual payment - liability matching strategy. The management recognise additional expense to the extent of deficit of actual payment over defined benefit obligations actuarially determined using the Projected Unit Credit method as below.

**Actuarial Assumptions :**

Particulars	As at	
	March 31, 2023	March 31, 2022
Expected Return on Plan Assets	N.A.	N.A.
Rate of Discounting	7.30% to 7.46%	6.90% to 6.96%
Rate of Salary Increase	5.00% to 6.00%	5.00% to 6.00%
Rate of Employee Turnover	For service 4 years and below 25.00% p.a. For service 5 years and above 5.00% p.a.	For service 5 years below 25.00% p.a. For service 5 years and above 5.00% p.a.
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

**Movement in Present value of defined benefit obligation :**

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Present Value of Benefit Obligation at the Beginning of the Year</b>	<b>75.69</b>	<b>71.47</b>
Interest Cost	5.24	3.04
Current Service Cost	15.22	13.12
Liability Transferred In/ Acquisitions	4.83	1.32
(Liability Transferred Out/ Divestments)	(5.41)	(1.69)
Benefit Paid Directly by the Employer	(12.18)	(11.81)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	10.03
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(3.07)	(22.11)
Actuarial (Gains)/Losses on Obligations - Due to Experience Adjustments	5.09	12.32
<b>Present Value of Benefit Obligation at the End of the Year</b>	<b>85.41</b>	<b>75.69</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### Amount recognised in Balance Sheet arising from Defined Benefit Obligation :

Particulars	As at	
	March 31, 2023	March 31, 2022
Present Value of Benefit Obligation at the end of the year	85.41	75.69
Actual Payment made to employees during monthly processing, to the extent of actual liabilities (Refer Note above)	(85.41)	(75.69)
<b>Net (Liability)/Asset Recognised in the Balance Sheet</b>	-	-

### Expenses Recognised in the Consolidated Statement of Profit or Loss:

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Current Service Cost	15.22	13.12
Net Interest Cost	5.24	3.04
<b>Total</b>	<b>20.46</b>	<b>16.16</b>

### Expenses Recognised in the Other Comprehensive Income:

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Actuarial (Gains)/Losses on Obligation for the year	2.02	0.24
<b>Total</b>	<b>2.02</b>	<b>0.24</b>

### Sensitivity Analysis :

Particulars	As at	
	March 31, 2023	March 31, 2022
Present value of the defined benefit obligation at the end of year	85.41	75.69
Effect of +1% Change in Rate of Discounting	(5.45)	(5.31)
Effect of -1% Change in Rate of Discounting	6.29	6.17
Effect of +1% Change in Rate of Salary Increase	6.02	5.84
Effect of -1% Change in Rate of Salary Increase	(5.32)	(5.15)
Effect of +1% Change in Rate of Employee Turnover	1.01	0.72
Effect of -1% Change in Rate of Employee Turnover	(1.14)	(0.82)

Compensated absences are not to be carried forward beyond 12 months and are paid per month on the basis of the employee's gross salary.

**40** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact after the Code becomes effective.

### **41** RELATED PARTY TRANSACTIONS

#### Name of the parties and its relationships

Sr. No.	Description of Relationship	Name of Related Parties
a.	Enterprise over which Key Management Personnel and / or its relatives are able to exercise significant influence or control	Wild Dreams Media and Communications Private Limited Landmark Insurance Brokers Private Limited Motorone India Private Limited (Formerly known as Landmark Pre-Owned Cars Private Limited) (upto June 15, 2022) Good Fellas Enterprise LLP Kamlesh Real Estates Private Limited Adorn Studio LLP

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(All amount in ₹ Millions unless otherwise stated)

Sr. No.	Description of Relationship	Name of Related Parties
b.	Key Management Personnel	Mr. Sanjay K Thakker Mr. Paras Somani Mrs. Ami S Thakker (Upto October 28, 2021)* Mr. Aryaman S Thakker (Son of Mr. Sanjay K Thakker) Mr. Surendra Agarwal (Chief Financial Officer) Mr. Akshay Tanna Mr. Mahesh Sarda (w.e.f July 04, 2022) Mr. Manish Chokhani (w.e.f October 28, 2021) Mrs. Sucheta Shah (w.e.f October 28, 2021) Mr. Ramakant Sharma (resigned w.e.f June 01, 2022) Mr. Gautam Trivedi (w.e.f October 28, 2021) Mr. Amol Raje (Company Secretary)
c.	Relatives of Key Management Personnel	Mrs. Ami S Thakker (wife of Mr. Sanjay K Thakker) Ms. Aparajita S Thakker (Daughter of Mr. Sanjay K Thakker) Mr. Udayan K Thakker (Bother of Mr. Sanjay K Thakker) Ms. Urvi Mody (Sister of Ami S Thakker) Mrs. Smita A Mody (Mother of Ami S Thakker) Mr. Krish Somani (Son of Paras Somani) Mrs. Falguni Somani (Spouse of Paras Somani) Sanjay K Thakker (HUF) Udayan K Thakker (HUF)
d.	Enterprises exercising significant influence over the Group	TPG Growth II SF Pte. Limited (upto December 23, 2022)

\*With effect from October 28, 2021, Mrs. Ami S Thakker has resigned as Director from Parent Company.

**DISCLOSURE OF TRANSACTIONS BETWEEN THE GROUP AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES AS AT MARCH 31, 2023 AND MARCH 31, 2022:**

Sr. No.	RELATED PARTY TRANSACTIONS SUMMARY	For the year ended	
		March 31, 2023	March 31, 2022
	<b>Part 1 : Transactions during the year</b>		
<b>1</b>	<b>Advertisement and sales promotion</b>		
	Wild Dreams Media and Communications Private Limited	38.35	32.96
<b>2</b>	<b>Purchase of spares, lubricants and others</b>		
	Good Fellas Enterprise LLP	77.90	-
	Motorone India Private Limited	26.63	1.46
<b>3</b>	<b>Interest Expense</b>		
	Sanjay K Thakker	5.92	5.03
	Aryaman S Thakker	1.63	0.43
	Sanjay K Thakker (HUF)	4.32	1.09
	Aparajita S Thakker	1.28	0.47
	Urvi Mody	0.56	0.60
	Smita A Mody	0.97	0.28
	Ami S Thakker	8.61	4.49
<b>4</b>	<b>Expenses Reimbursed</b>		
	Paras Somani	0.80	0.37
	Sanjay K Thakker	0.02	0.10
	Ami S Thakker	-	0.01
	Udayan K Thakker	-	0.13
<b>5</b>	<b>Remuneration</b>		
	Sanjay K Thakker	16.80	12.51
	Aparajita S Thakker	-	0.93

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Sr. No.	RELATED PARTY TRANSACTIONS SUMMARY	For the year ended	
		March 31, 2023	March 31, 2022
	Ami S Thakker	-	3.39
	Aryaman S Thakker	8.25	5.34
	Krish Somani	0.09	-
	Paras Somani	12.32	14.58
	Surendra Agarwal	6.43	7.69
	Amol Raje	4.18	4.07
	Urvi Mody	5.10	8.47
<b>6</b>	<b>Rent expense</b>		
	Udayan K Thakker	0.84	0.92
	Sanjay K Thakker (HUF)	0.34	0.34
	Ami Thakker	2.52	1.02
	Kamlesh Realestate private limited	0.96	-
	Aparajita Thakker	0.34	0.17
	Aryaman Thakker	0.36	0.18
	Udayan K Thakker (HUF)	0.44	0.48
<b>7</b>	<b>Sale of spares, lubricants and others</b>		
	Sanjay K Thakker	0.01	0.05
	Ankan Printer LLP	0.13	-
<b>8</b>	<b>Loans Taken</b>		
	Sanjay K Thakker	200.20	209.10
	Sanjay K Thakker (HUF)	93.00	37.90
	Smita A Mody	8.00	3.00
	Ami S Thakker	152.85	148.30
	Aryaman S Thakker	6.71	20.50
	Urvi Mody	22.50	1.50
	Aparajita S Thakker	8.40	17.40
<b>9</b>	<b>Loan refunded to parties</b>		
	Sanjay K Thakker	270.80	229.56
	Ami S Thakker	226.65	143.35
	Aryaman S Thakker	23.01	9.20
	Smita A Mody	10.70	2.80
	Urvi Mody	29.20	2.30
	Sanjay K Thakker (HUF)	120.90	23.30
	Aparajita S Thakker	25.80	7.70
<b>10</b>	<b>Legal and professional</b>		
	Krish Somani	0.36	-
<b>11</b>	<b>Shared based expense</b>		
	Paras Somani	2.66	0.03
	Amol Raje	0.13	0.00
	Surendra Agarwal	-	0.44
<b>12</b>	<b>Insurance commission income</b>		
	Landmark Insurance Brokers Private Limited	57.45	29.96
<b>13</b>	<b>Director's Sitting Fees</b>		
	Manish Chokhani	0.54	0.34
	Mahesh Sarda	0.70	-
	Sucheta Shah	0.94	0.40
	Ramakant Sharma	-	0.10
	Gautam Trivedi	0.96	0.42

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Sr. No.	RELATED PARTY TRANSACTIONS SUMMARY	As at	
		March 31, 2023	March 31, 2022
	<b>Part 2 : Balance at the end of the year</b>		
<b>1</b>	<b>Trade Payables</b>		
	Motorone India Private Limited	-	1.58
	Wild Dreams Media and Communications Private Limited	3.43	1.53
	Landmark Insurance Brokers Private Limited	0.76	-
	Sanjay K Thakker	-	0.10
	Paras Somani	0.03	0.09
	Manish Chokhani	0.02	-
	Gautam Trivedi	0.02	-
	Mahesh Sarda	0.08	-
	Aryaman S Thakker	-	0.01
	Krish Somani	0.08	-
<b>2</b>	<b>Trade Receivables</b>		
	Wild Dreams Media and Communications Private Limited	0.01	-
	Landmark Insurance Brokers Private Limited	2.87	3.22
<b>3</b>	<b>Borrowings</b>		
	Sanjay K Thakker	-	70.60
	Sanjay Thakker (HUF)	-	27.90
	Aparajita S Thakker	-	17.40
	Smita A Mody	-	2.70
	Urvi Mody	-	6.70
	Ami S Thakker	-	73.80
	Aryaman S Thakker	-	16.30
<b>4</b>	<b>Advance to supplier</b>		
	Good Fellas Enterprise LLP	23.72	-
<b>5</b>	<b>Amount due to shareholders in respect of their shares sold</b>		
	Sanjay K Thakker (HUF)	1.06	-

**Notes:**

The amount outstanding are unsecured and will be settled in cash. No expense has been recognised in the current or prior years for bad or doubtful debts in respect of amounts owed by related parties.

For guarantees given by promoter's, refer footnote to Note 19 and 21.

**42 LEASES**

The Group has lease contracts for its showrooms, workshop premises, plant and equipment, vehicles and stockyards used in its operations. Leases of the above generally have lease terms between 2 to 9 years.

**Maturity Analysis of Lease Liabilities**

Particulars	Carrying amount	upto 1 year	1-5 years	More than 5 years	Total undiscounted cashflow
As at March 31, 2023	2,192.58	573.77	1,589.04	437.00	2,599.82
As at March 31, 2022	2,296.00	602.30	1,740.11	446.94	2,789.35



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### Lease Liabilities movement

Particulars	Lease Liability
<b>As at April 01, 2021</b>	<b>1,359.69</b>
Additions during the year	1,439.04
Interest on lease liabilities	112.25
Deductions during the year	(112.21)
Payments during the year	(502.77)
<b>As at March 31, 2022</b>	<b>2,296.00</b>
Additions during the year	538.13
Interest on lease liabilities	191.24
Deduction during the year	(198.41)
Payments during the year	(634.38)
<b>As at March 31, 2023</b>	<b>2,192.58</b>

The following are the amounts recognised in the Consolidated Statement of Profit and Loss:

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Interest on Lease Liabilities (Refer Note 29)	191.24	112.25
Amortisation of ROU Assets (Refer Note 30)	496.61	393.93
Expense related to Short-term Leases (Refer Note 31)	103.41	97.24

Amount Recognised in Consolidated Statement of Cash Flows:

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Total cash outflow for leases	(634.38)	(502.77)

### 43 EMPLOYEE STOCK OPTION PLAN

43.1 The Group has a share option scheme for certain employees of the group. In accordance with the terms of the share option scheme, as approved by shareholders at Extra Ordinary General Meeting held on April 06, 2018, employees with a pre defined grade may be granted options to purchase equity shares. Each share option converts into one equity share of the group on exercise.

No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised within four years from the date of grant, as per vesting schedule. The share options vest based on a pre-determined vesting schedule from the date of grant. The fair value of the share options is estimated at the grant date using a Black Scholes pricing model, taking into account the terms and conditions upon which the share options are granted. However, the above performance condition is only considered in determining the number of instruments that will ultimately vest. There are no cash settlement alternatives.

43.2 During the year ended March 31, 2023, following stock option grants were in operation:

Particulars	Details				
	April 09, 2018	March 29, 2021	October 28, 2021	January 11, 2022	March 28, 2022
Date of Grant	April 09, 2018	March 29, 2021	October 28, 2021	January 11, 2022	March 28, 2022
No. of options granted	8,79,023	16,000	31,000	12,000	82,000
No. of options cancelled #	36,627	-	-	-	-
Method of Settlement	Equity	Equity	Equity	Equity	Equity
Vesting period	1 Year from the grant date	1 Year from the grant date	1 Year from the grant date	1 Year from the grant date	1 Year from the grant date
Exercise Period	3 years from the date of vesting*	3 years from the date of vesting			

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(All amount in ₹ Millions unless otherwise stated)

Particulars	Details				
	Continuous service				
Vesting conditions					
Exercise price per option (as on the date of grant of options) (in ₹)	233.50	333.00	489.00	244.50	244.50
Face Value (in ₹)	10.00	10.00	10.00	5.00	5.00
Fair value of option at grant date (in ₹)	63.15	63.15	134.59	67.30	67.30

\* Pursuant to resolution in the board meeting dated October 28, 2021, Board of Directors have approved extension of the exercise period by one year and further extended for a period of one year vide resolution in the Board meeting dated December 05, 2022.

**Notes :**

Pursuant to a resolution in the board meeting dated November 10, 2021, the Board of Directors have resolved that:

- pursuant to reduction of the face value of the Equity Shares from ₹ 10 to ₹ 5, the options of face value ₹ 10 originally granted to the employees will be doubled to options of face value ₹ 5,
- the name of the scheme has been changed to “Landmark Cars Limited Employee Stock Option Scheme” and
- the exercise price shall also be adjusted appropriately to reflect the reduced face value of Equity Shares

# 36,627 options of face value of ₹ 10 each (73,254 options of face value of ₹ 5 each) were cancelled on November 10, 2021.

**43.2 The following assumptions were used for calculation of fair value of options in accordance with Black Scholes model:**

Particulars	Details
Risk free rate of return	5.74%
Sigma*	21.36%

\* Sigma is expected volatility of the stock price over the options expected life

**43.3 Movement in stock options during the year:**

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Employee Stock Option Movement (Numbers)</b>		
Opening Balance	18,72,792	8,95,023
Granted during the year	-	1,25,000
Increased on account of split (Refer Note 17)	-	9,26,023
Cancelled during the year	-	73,254
Exercised during the year	32,628	-
<b>Closing Balance</b>	<b>18,40,164</b>	<b>18,72,792</b>

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
<b>Employee Stock Option Reserve Movement</b>		
Opening Balance	56.22	55.52
Add: Compensation charge for the year	8.49	3.01
Less: Options cancelled during the year#	-	2.31
Less: Share options exercised during the year	1.05	-
<b>Closing Balance</b>	<b>63.66</b>	<b>56.22</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### 43.4 Share options exercise during the year

The following stock options were exercised during the current year and no options were exercised during the previous year:

Option Series	Number exercised	Avg share price at exercise date	Exercise date
April 09, 2018	25,128	553.00	March 06, 2023
March 29, 2021	7,000		
October 28, 2021	500		

### 43.5 Expense arising from share based payment transactions

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Employee stock option plan	8.49	3.01
<b>Total</b>	<b>8.49</b>	<b>3.01</b>

## 44 ADDITIONAL INFORMATION PURSUANT TO SCHEDULE III OF THE COMPANIES ACT 2013:

Name of the entities	As at March 31, 2023		As at March 31, 2022	
	Net Assets / (Liabilities) i.e. total assets minus liabilities		Net Assets / (Liabilities) i.e. total assets minus liabilities	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
<b>Parent</b>				
Landmark Cars Limited	100.88%	4,757.79	115.13%	2,858.21
<b>Indian subsidiaries</b>				
Landmark Cars (East) Private Limited	2.25%	106.10	2.80%	69.43
Landmark Commercial Vehicles Private Limited	4.33%	204.05	3.49%	86.57
Automark Motors Private Limited	10.76%	507.54	19.83%	492.25
Landmark Automobiles Limited	16.22%	765.08	23.40%	580.84
Watermark Cars Private Limited	-1.65%	(77.62)	-5.49%	(136.27)
Landmark Lifestyle Cars Private Limited	3.38%	159.20	0.71%	17.74
Benchmark Motors Private Limited	-9.19%	(433.33)	-14.31%	(355.12)
Motorone India Private Limited	0.06%	2.99	0.00%	-
Less: Adjustments arising out of consolidation	-27.45%	(1,294.48)	-46.09%	(1,144.23)
Add: Non-Controlling Interests in Subsidiary	0.41%	19.13	0.53%	13.05
<b>Total</b>	<b>100.00%</b>	<b>4,716.45</b>	<b>100.00%</b>	<b>2,482.47</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(All amount in ₹ Millions unless otherwise stated)

Name of the entities	For the year ended March 31, 2023					
	Share in profit / (loss)		Share in other comprehensive income / (loss)		Share in total comprehensive income / (loss)	
	As % of consolidated net profit/ (loss)	Amount	As % of consolidated other comprehensive income/(loss)	Amount	As % of consolidated total comprehensive income/(loss)	Amount
<b>Parent company</b>						
Landmark Cars Limited	60.03%	507.20	36.03%	(5.38)	60.45%	501.82
<b>Indian subsidiaries</b>						
Landmark Cars (East) Private Limited	4.22%	35.68	(0.60%)	0.09	4.31%	35.77
Landmark Commercial Vehicles Private Limited	7.99%	67.51	0.47%	(0.07)	8.13%	67.44
Automark Motors Private Limited	1.76%	14.90	(2.61%)	0.39	1.84%	15.29
Landmark Automobiles Limited	21.90%	185.07	5.63%	(0.84)	22.20%	184.23
Watermark Cars Private Limited	6.96%	58.77	0.74%	(0.11)	7.07%	58.66
Landmark Lifestyle Cars Private Limited	10.86%	91.77	2.14%	(0.32)	11.02%	91.45
Benchmark Motors Private Limited	(14.14%)	(119.50)	58.27%	(8.70)	(15.45%)	(128.20)
Motorone India Private Limited	(1.43%)	(12.12)	-	-	(1.46%)	(12.12)
Less: Adjustments arising out of consolidation	2.57%	21.73	0.00%	-	2.62%	21.73
Less: Non-Controlling Interests in Subsidiary	(0.72%)	(6.07)	(0.07%)	0.01	(0.73%)	(6.06)
<b>Total</b>	<b>100.00%</b>	<b>844.94</b>	<b>100.00%</b>	<b>(14.93)</b>	<b>100.00%</b>	<b>830.01</b>

Name of the entities	For the year ended March 31, 2022					
	Share in profit / (loss)		Share in other comprehensive income / (loss)		Share in total comprehensive income / (loss)	
	As % of consolidated net profit/ (loss)	Amount	As % of consolidated other comprehensive income/(loss)	Amount	As % of consolidated total comprehensive income/(loss)	Amount
<b>Parent company</b>						
Landmark Cars Limited	53.44%	349.92	78.01%	5.90	53.72%	355.82
<b>Indian subsidiaries</b>						
Landmark Cars (East) Private Limited	6.21%	40.69	4.92%	0.37	6.20%	41.06
Landmark Commercial Vehicles Private Limited	4.53%	29.64	(0.44%)	(0.03)	4.47%	29.61
Automark Motors Private Limited	0.08%	0.52	1.86%	0.14	0.10%	0.66
Landmark Automobiles Limited	24.46%	160.19	16.08%	1.22	24.37%	161.41
Watermark Cars Private Limited	4.76%	31.18	0.00%	-	4.71%	31.18
Landmark Lifestyle Cars Private Limited	21.74%	142.36	(0.34%)	(0.03)	21.49%	142.33
Benchmark Motors Private Limited	(16.67%)	(109.16)	0.74%	0.06	(16.47%)	(109.10)
Less: Adjustments arising out of consolidation	2.52%	16.48	0.00%	-	2.49%	16.47
Add: Non-Controlling Interests in Subsidiary	(1.07%)	(6.98)	(0.83%)	(0.06)	(1.06%)	(7.04)
<b>Total</b>	<b>100.00%</b>	<b>654.84</b>	<b>100.00%</b>	<b>7.56</b>	<b>100.00%</b>	<b>662.40</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

### 45 LOSS DUE TO FIRE

During the year ended March 31, 2022, Benchmark Motors Private Limited, a subsidiary company has recognised income of ₹ 6.51 Millions in the Statement of Profit and Loss upon final settlement of claims with respect to the fire incident on October 29, 2020 at Andheri workshop resulting into a loss of property, plant and equipment and inventories of spare parts and accessories.

### 46

W.e.f. October 01, 2021, dealership agreement of the Landmark Cars Limited (“LCL”) and Landmark Cars East Private limited (“LCEPL”) for sale of new cars with Mercedes-Benz India Private Limited (MBIL) has materially changed and converted to an agency model whereby all new car sales are made directly to customers by MBIL. Under the agency agreement, customers now place orders through the Company directly to MBIL on which LCL and LCEPL earns commission on each sale of Mercedes-Benz cars. This change to an agency model has significantly reduced working capital requirements from October 01, 2021 since LCL and LCEPL are no longer required to purchase cars from MBIL and is no longer required to carry inventory of Mercedes-Benz cars, except for demo cars.

In the Statement of Profit and Loss, the above change has the following material effect of (i) reducing expenses (namely, a reduction in purchase of cars and changes in inventories of stock-in-trade, and in interest expense due to decreased working capital financing requirements and other sales-related expenses) and (ii) reducing sale of cars revenue from Mercedes-Benz cars, as company no longer books the full sales price of vehicles sold as revenue.

In the Balance Sheet, the above change has effect of reducing mainly trade receivables, inventories of cars, vehicle floor plan, GST credit receivable and payable, advances from customers.

### 47 EVENTS OCCURRED AFTER THE BALANCE SHEET DATE

The Group evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. As of May 30, 2023, there were no subsequent events and transactions to be recognised or reported that are not already disclosed.

### 48 BUSINESS COMBINATION

#### (i) Acquisition of Navjivan Auto Square Private Limited in 2021-22

Automark Motors Private Limited, a subsidiary company had acquired the business carried out under the dealership Volkswagen of “Navjivan Auto Square Private Limited” w.e.f June 06, 2021 at a purchase consideration of ₹ 36.32 Millions. Value of net assets acquired was determined at ₹ 33.98 Millions, consequently goodwill amounting to ₹ 2.34 Millions had been recognised in accordance with Ind AS 103 – “Business Combination”. Navjivan Auto Square Private Limited was engaged in the business of sales and services of automobiles of a single brand “Volkswagen”.

**Based on the fair value of the assets acquired, purchase price paid had been allocated among various assets as below:**

Particulars	Amount
<b>Assets:</b>	
Property, Plant and Equipment	11.55
Customer relationship	15.00
Other Assets	10.20
<b>Total Assets Acquired (A)</b>	<b>36.75</b>
<b>Liabilities:</b>	
Unserviced Annual Maintenance Contracts	2.78
<b>Total Liabilities assumed (B)</b>	<b>2.78</b>
<b>Net Assets Acquired (C = A - B)</b>	<b>33.97</b>
<b>Purchase Consideration (D)</b>	<b>36.32</b>
<b>Goodwill arising on business combination (E = D - C)</b>	<b>2.35</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(All amount in ₹ Millions unless otherwise stated)

**(ii) Acquisition of After sales service business of Shaman Wheels Private Limited in 2021-22**

During the previous year ended March 31, 2022, the Parent had acquired after sales service business of Mercedes-Benz vehicles (including maintenance, repairs and warranty work/services through its network of identified four facilities) from Shaman Wheels Private Limited. The purchase consideration of the transaction was based on the determined multiples of the Earnings Before Interest, Depreciation, Tax and Amortisation ('EBIDTA') of the Business Undertaking delivered during the valuation period less determined value of liabilities taken over in respect of Business Undertaking as at the acquisition date.

**Based on the fair value of the assets acquired, purchase price paid had been allocated among various assets as below:**

<b>Particulars</b>	<b>Amount</b>
<b>Assets:</b>	
Property, Plant and Equipment	170.11
Customer relationship	219.39
Non-Compete fees	36.16
Inventories	17.42
<b>Total Assets Acquired (A)</b>	<b>443.08</b>
<b>Liabilities:</b>	
Other liabilities	138.96
Unserviced Annual Maintenance Contracts	111.01
<b>Total Liabilities assumed (B)</b>	<b>249.97</b>
<b>Net Assets Acquired (C = A - B)</b>	<b>193.11</b>
<b>Purchase Consideration (D)</b>	<b>437.44</b>
<b>Goodwill arising on business combination (E = D - C)</b>	<b>244.33</b>

- (a) The determination of the fair value of customer relationship and non-compete fees was based on discounted cash flow method. Key assumptions on which the management has based fair valuation includes estimated long-term growth rates, weighted average cost of capital and estimated operating margin. The Cash flow projections take into account past experience and represent the management's best estimate about future developments.
- (b) The Property, Plant and Equipment were acquired at their fair values as on the acquisition date.
- (c) Goodwill was attributable to future growth of business out of synergies from these acquisitions and assembled workforce.

**(iii) Acquisition of control in Motorone India Private Limited (MOIPL) (Formerly known as Landmark Pre-Owned Cars Private Limited) in FY 2022-23**

The Parent has acquired control in MOIPL in the year ended March 31, 2023 by acquiring shares from Mr. Sanjay Thakker and Mrs. Ami Thakker at a consideration of ₹ 15.00 Millions, thereby making MOIPL, a wholly owned subsidiary company. As the transactions is between entities under common control, the Group has accounted all assets and liabilities at book value in accordance with Ind AS 103. Details of assets and liabilities acquired are as below:

<b>Particulars</b>	<b>Amount</b>
<b>ASSETS:</b>	
Property, plant and equipment	0.40
Inventories	33.12
Trade Receivables	31.37
Cash and Cash Equivalents	0.61
Deferred Tax Assets (Net)	1.48
Other Assets	6.53
<b>Total Assets Acquired (A)</b>	<b>73.50</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Particulars	Amount
<b>LIABILITIES:</b>	
Borrowings	57.81
Trade Payables	0.51
Other liabilities	0.05
<b>Total Liabilities assumed (B)</b>	<b>58.37</b>
<b>Net Assets Acquired (A-B)</b>	<b>15.13</b>
<b>Purchase Consideration</b>	<b>15.00</b>
<b>Capital Reserve on Business Consolidation</b>	<b>0.13</b>

### 49 EXCEPTIONAL ITEMS

Exceptional items of ₹ 74.72 Millions represents the net impact of loss on discard of immovable property, plant and equipment along with liquidated damages on termination of lease and gain on termination of lease on account of closure of 7 non-viable outlets of Renault dealership in Punjab and Haryana, replacing small workshop with a much larger workshop of Mercedes-Benz in Kolkata and relocating showroom of Mercedes-Benz in Gujarat for the strategic advantage.

### 50 UTILISATION OF IPO PROCEEDS

The Parent's equity shares were listed on the National Stock Exchange ("NSE") and on the BSE Limited ("BSE") on December 23, 2022, by completing the Initial Public Offering (IPO) of 1,09,11,160 equity Shares of face value of ₹ 5 each at an issue price of ₹ 506 per equity share (including share premium of ₹ 501 per share), consisting of an offer for sale of 79,44,662 equity shares by the selling shareholders and fresh issue of shares of 29,66,498 equity shares. A discount of ₹ 48 per share was offered to eligible employees bidding in employee's reservation portion of 21,834 equity shares.

The total IPO expenses incurred of ₹ 100.31 Millions (including provision) (excluding taxes) has been adjusted against securities premium (Refer Note 17)

The utilisation of the IPO proceeds is summarised below:

Particulars	Utilisation as per prospectus	Utilisation up to March 31, 2023	Unutilised up to March 31, 2023
Pre-payment, in full or in part, of borrowings availed by our Subsidiaries	1,200.00	1,200.00	-
General Corporate Purposes	191.07	191.01	0.06

### 51 OTHER STATUTORY INFORMATION

#### (i) Utilisation of the borrowed funds

The Group has granted loans to the following entities for the business purpose as detailed below:

#### Year ended March 31, 2023:

Loan given by	Intermediary Company	Reporting Quarter	Frequency of transaction	Aggregate of Amount	Name of Ultimate Beneficiary
Landmark Automobiles Limited	Ascendancy Financial Services Private Limited	April - June 2022	3	57.50	Benchmark Motors Private Limited
		July - September 2022	1	15.00	
		April - June 2022	2	60.00	Landmark Lifestyle Cars Private Limited
		April - June 2022	2	52.00	Watermark Cars Private Limited
		October - December 2022	1	10.00	
Automark Motors Private Limited		April - June 2022	3	28.00	Landmark Cars Limited
		April - June 2022	2	15.50	Landmark Commercial Vehicles Private Limited
		Oct - Dec 2022	2	30.00	Landmark Lifestyle Cars Private Limited

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(All amount in ₹ Millions unless otherwise stated)

**Year ended March 31, 2022:**

Loan given by	Intermediary Company	Reporting Quarter	Frequency of transaction	Aggregate of Amount	Name of Ultimate Beneficiary
Landmark Automobiles Limited	Ascendancy Financial Services Private Limited	April - June 2021	1	35.00	Landmark Commercial Vehicles Private Limited
		July - September 2021	3	30.00	Automark Motors Private Limited
		October - December 2021	4	54.00	Automark Motors Private Limited
		January - March 2022	1	19.00	Automark Motors Private Limited
		January - March 2022	1	15.00	Landmark Commercial Vehicles Private Limited

- A The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies) except as mentioned above, including foreign entities (Intermediaries) with any oral or written understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- B The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with any oral or written understanding (whether recorded in writing or otherwise) that the Group shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**(ii) Transaction with Struck off Companies:**

The Group has no transactions with Companies struck off under Companies Act, 2013 or Companies Act, 1956 except as mentioned below:

Name of struck off Company	Nature of Transactions	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022	Relationship with the struck off company
Culminating Project Private Limited	Receivables	-	-	Customer
Dreamland Apartments Private Limited	Receivables	-	-	Customer
Kusum Limited	Receivables	-	-	Customer
Mechanical & Electrical Engineering Company Private Limited	Receivables	-	-	Customer
Indus Builders Private Limited	Receivables	-	-	Customer
Mining & Engineering Private Limited	Receivables	-	-	Customer
My E-Brush Private Limited	Receivables	-	-	Customer
Dhithi Infoserve Private Limited	Receivables	-	-	Customer
KPC Equa Properties Private Limited	Receivables	-	-	Customer
GEL India Limited	Receivables	-	-	Customer
Ava Merchandising Private Limited	Receivables	-	-	Customer
C B Floorex Consultants Private Limited	Receivables	-	-	Customer
Comvision Private Limited	Receivables	-	-	Customer
Crossroads Private Limited	Receivables	-	-	Customer
Om Trans Freight Cargo Private Limited	Receivables	-	-	Customer
S C Johnson Products Private Limited	Receivables	-	-	Customer
Valley In-Store India Private Limited	Receivables	-	-	Customer
Varun Private Limited	Receivables	-	-	Customer



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(All amount in ₹ Millions unless otherwise stated)

Name of struck off Company	Nature of Transactions	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022	Relationship with the struck off company
Aravali Hotels Private Limited	Receivables	-	-	Customer
Madhumilan Industries Limited	Receivables	-	-	Customer
Srishti Buildcon Private Limited	Receivables	-	-	Customer
Ddpk Hospitality Private Limited	Payables	-	-	Creditor
Diamond Cables Private Limited	Receivables	-	-	Customer
Ashapura Volclay Chemicals Private Limited	Receivables	-	-	Customer
Devdhar Trade Exposition (India) Private Limited	Receivables	-	0.00	Customer
Devdhar Trade Exposition (India) Private Limited	Payables	0.01	-	Creditor

### (ii) Willful defaulter

The Group has not been declared willful defaulter by any bank or financial institution or other lender or government or any government authority.

### (iii) Details of crypto currency or virtual currency

The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

### (v) Undisclosed income

The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961.)

### (vi) Details of benami property held

The Group does not have any benami property. No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**52** The Consolidated financial statements are approved for issue by the Audit Committee and the Board of Directors at their respective meetings conducted on May 30, 2023.

### For and on behalf of the Board of Directors

#### Sanjay Thakker

Chairman and Executive Director  
DIN No. 00156093

#### Paras Somani

Executive Whole-time Director  
DIN No. 02742256

#### Surendra Agarwal

Chief Financial Officer

#### Amol Raje

Company Secretary  
Membership No: A19459

Place: Mumbai

Date : May 30, 2023

## NOTICE

**NOTICE** is hereby given that the 17<sup>th</sup> Annual General Meeting (“AGM”) of the Members of **LANDMARK CARS LIMITED (“Company”)** will be held at the Registered Office of the Company at Landmark House, Opp. AEC, S.G. Highway, Thaltej, Near Gurudwara, Ahmedabad - 380059, Gujarat on Monday, September 18, 2023 at 3:00 P.M. (IST) through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) facility to transact the businesses mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

### ORDINARY BUSINESS

1. To consider, approve and adopt
  - a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of Board of Directors and the Auditor’s thereon; and
  - b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the report of Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2023.
3. To reappoint Mr. Aryaman Sanjay Thakker (DIN: 07625409) who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

4. **To approve “Landmark Cars Limited - Employee Stock Option Plan 2023” (hereinafter referred to as “Landmark – ESOP Plan 2023”).**

The following resolution is proposed to be passed with/without modification as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 (the “Companies SCD Rules”) and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (**“the SEBI SBEB and Sweat Equity Regulations”**), SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the board of directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Compensation/Nomination and Remuneration Committee), consent of the shareholders be and is hereby accorded to introduce and implement the **“Landmark Cars Limited - Employee Stock Option Plan 2023”** (hereinafter referred to as “Landmark – ESOP Plan 2023”), the salient features of which are detailed in the explanatory statement to this notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of eligible Employees and Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as “Employee(s)”) selected on the basis of criteria decided by Board under the LANDMARK – ESOP PLAN 2023, such number of stock options convertible into Equity Shares of the Company (**“Options”**), in one or more tranches, not exceeding 2,00,000 (Two Lacs) Equity Shares of face value of ₹ 5/- each (Rupees Five), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the provision of the LANDMARK – ESOP PLAN 2023 and all provisions of applicable laws.

**RESOLVED FURTHER THAT** the LANDMARK – ESOP PLAN 2023 may also envisage provisions for providing financial assistance to the eligible Employees to enable them to acquire, purchase or subscribe to the said securities of the Company in accordance with the provisions of the Act/ SEBI (SBEB and Sweat Equity) Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the LANDMARK – ESOP PLAN 2023 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, buy-back, scheme of arrangement and sale of division or other re-organisation of capital

## NOTICE (Contd.)

structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the LANDMARK – ESOP PLAN 2023 and the exercise price of Options granted under the LANDMARK – ESOP PLAN 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- (Rupees Five) per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Options under the LANDMARK – ESOP PLAN 2023.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board, which includes the Compensation/ Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the LANDMARK – ESOP PLAN 2023, determine the detailed terms and conditions of the aforementioned LANDMARK – ESOP PLAN 2023 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the LANDMARK – ESOP PLAN 2023 and as the Board or the Compensation/ Nomination and Remuneration Committee may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI (SBEB and Sweat Equity)

Regulations as and when applicable to the Company for the purposes of administration of LANDMARK – ESOP PLAN 2023.

**RESOLVED FURTHER THAT** the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the LANDMARK – ESOP PLAN 2023 as it may deem fit, from time to time or to suspend, withdraw or revive the LANDMARK – ESOP PLAN 2023 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the Equity Shares allotted under the LANDMARK – ESOP PLAN 2023 on the Stock Exchanges, in accordance with the provisions of the SEBI (SBEB and Sweat Equity) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the LANDMARK – ESOP PLAN 2023 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein to Compensation /Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

- 5. To extend approval of “Landmark Cars Limited - Employee Stock Option Plan 2023” (hereinafter referred to as “Landmark – ESOP Plan 2023”) to the employees of Holding Company, its Subsidiary Company(ies) and/ or Associate Company(ies), Group Company(ies) [present and future]**

The following resolution is proposed to be passed with/without modification as a **Special Resolution**:

NOTICE (Contd.)

**“RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 (**“the Act”**) and the Companies (Share Capital and Debentures) Rules, 2014 (the **“Companies SCD Rules”**) and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity ) Regulations, 2021 including any modifications thereof or supplements thereto (**“the SEBI SBEB and Sweat Equity Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the SEBI LODR Regulations”**), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the board of directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include the Compensation/Nomination and Remuneration Committee), the consent of the members be and is hereby accorded to extend the benefits of **“Landmark Cars Limited - Employee Stock Option Plan 2023” (hereinafter referred to as “Landmark – ESOP Plan 2023”)** to the eligible Employees and Directors of the Company and/or its subsidiary company(ies), group company(ies), associate company(ies) (present or future) and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the LANDMARK – ESOP PLAN 2023 .

**RESOLVED FURTHER THAT** for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board be authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the LANDMARK – ESOP PLAN 2023 from time to time or to suspend, withdraw or revive LANDMARK – ESOP PLAN 2023 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be authorised to determine terms and conditions of issue of the equity shares and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

**6. To Approve Alteration of the Articles of Association of the Company.**

The following resolution is proposed to be passed with/without modification as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of Members of the Company be and is hereby accorded to amend the existing Articles of Association (**“AOA”**) of the Company in the following manner:

- i. Deletion of Article 141 of under the heading Board of Directors of Chapter XXII.
- ii. Substitution of the existing Article 163 with the following:

*‘163. The directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, then the directors present shall choose one of their member to be the Chairman of such meeting.’*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as **“the Board”**, which term shall deem to include any of its duly authorised Committees) and / or Company Secretary or any officer(s) so authorised by the Board, be and are hereby severally authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any

## NOTICE (Contd.)

matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

## NOTES

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 08, 2020; Circular No.17/2020 dated April 13, 2020; Circular No. 20/2020 dated May 05, 2020; Circular No. 02/2021 dated January 13, 2021; Circular No. 19/2021 dated December 08, 2021; Circular No. 20/2021 dated December 12, 2021; Circular No. 21/2021 dated December 14, 2021; Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio- Visual Means (“VC / OAVM”), without physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 17th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “e-AGM”). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at this Annual General Meeting (‘AGM’), is annexed.
4. **E-AGM:** The Company has appointed Link Intime India Private Limited, Registrar and Transfer Agent, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
5. The Company has appointed Mr. Saurabh Agarwal (Membership No. F9290) failing him, Ms. Deepti Kulkarni (Membership No. A34733), Designated Partner(s) of MMJB & Associates LLP, Practicing as the Scrutiniser for conducting the remote e-voting process in a fair and transparent manner.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further, as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e- AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorisation should be sent electronically through their registered email address to the Scrutiniser at [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net).
8. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited having office at C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083.
9. **Attending e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform through the link: <https://instameet.linkintime.co.in> provided by Link Intime India Private Limited. Kindly refer note no. 20 below for detailed instruction for participating in e-AGM through Video Conferencing.
10. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
11. As per the MCA Circular No. 14/2020 dated April 08, 2020; up to 1000 members will be able to join the e-AGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the

NOTICE (Contd.)

- Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
12. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for recording of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  13. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent Link Intime India Private Limited. Kindly refer Note no. 21 below for detailed instructions for remote e-voting.
  14. **Voting during the AGM:** Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the e-AGM through the e-voting system provided by Link Intime India Private Limited. in the Video Conferencing platform during the e-AGM. Kindly refer Note no. 26 below for instructions for e-voting during the AGM.
  15. The Company has fixed September 11, 2023 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-AGM. 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 closure of business hours on cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM.  
The remote e-voting facility will commence on Friday, September 15, 2023 at 9:00 a.m. and will end on Sunday, September 17, 2023 at 5:00 p.m. The e-voting facility shall be disabled by CDSL/NSDL for voting thereafter.
  16. The Register of Members and Transfer Book of the Company will be closed from September 12, 2023 to September 18, 2023 (both days inclusive).
  17. Final dividend for the financial year ended March 31, 2023, if approved by the members at the ensuing AGM, will be paid on or after September 24, 2023, to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e. September 11, 2023.
  18. In compliance with the aforesaid MCA Circulars, the Notice of the e-AGM along with the Annual Report for the financial year ended on March 31, 2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at <https://grouplandmark.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
  19. Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form)
    - I. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
      - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
      - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, Link Intime India Private Limited. by submitting Form ISR – 1 along with Folio no., Name of Shareholder, Scanned copy of the Share Certificate (front and back), PAN (Self attested scanned copy of PAN card), Aadhar (Self attested scanned copy of Aadhar Card) for registering their email address.
    - II. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/ update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting Link Intime India Private Limited., the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.
  20. Instructions to the Members for attending the e-AGM through Video Conference:
    - I. **Attending the e-AGM:** Members are entitled to attend the AGM through VC/OAVM provided by RTA, Link Intime India Private Limited., by following the below mentioned process:

**NOTICE (Contd.)**

- a. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open till the expiry of 15 minutes after the scheduled time on first-come-first basis.
  - b. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. may be allowed to the meeting without restrictions of first come-first serve basis.
  - c. Members will be provided with Insta Meet facility wherein they shall register their details and attend the AGM as under:
    - i. Open the internet browser and open the URL: <https://instameet.linkintime.co.in>
    - ii. Select the “Company” and “Event date” and register with your following details:
      - A. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No.
        1. Members holding shares in CDSL demat account shall provide 16-Digit Beneficiary ID.
        2. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
        3. Members holding shares in physical form shall provide Folio Number registered with the Company.
      - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
      - C. **Mobile No.:** Enter your mobile number.
      - D. **Email ID:** Enter your email id, as recorded with your DP/ Company/RTA.
    - iii. Click “Go to Meeting”: You are now registered for Insta Meet and your attendance is marked for the meeting.

(Note: Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting).
- II. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-Voting in Note No. 21 below.
  - III. **Submission of Questions / queries prior to e-AGM:**

Members desiring any additional information with regard to Accounts/ Annual Reports or have any question or query are requested to write to the Company Secretary on the Company’s investor email-id i.e. [companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net) at least 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of the closing hours on cut-off date.
  - IV. **Speaker Registration and Instructions for Members to Speak during the AGM:**
    - a. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before September 12, 2023, mentioning their name, demat account number/folio number, e-mail ID, mobile number, questions to ask, if any, at [companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net).
    - b. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting.
    - c. Members will get confirmation on first cum first basis. First 10 Speakers registered with

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- the Company will only be allowed to speak at the AGM for a duration upto 3 minutes each.
- d. Members will receive “speaking serial number” once they mark attendance for the meeting.
  - e. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
  - f. Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
  - g. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
  - h. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
  - i. The Members who do not wish to speak during the AGM but have queries may send their queries in active chat box, mentioning their name, demat account number/folio number, e-mail ID, mobile number at: [companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net) . These queries will be replied to by the Company suitably by e-mail.
  - j. For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited. instaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance.
  - k. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
  - l. In case shareholders/members have any queries regarding login/e-voting, they may send an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.
- V. All documents referred to in the accompanying explanatory statement are available for inspection upto the date of the e-AGM on the website of the Company at the following weblink: <https://www.grouplandmark.in/>.
  - VI. Members who wish to inspect, the draft Landmark Cars Limited ESOP Scheme, 2023, revised draft of AOA, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, can send an email to [companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net).
- 21. Instructions for members for remote e-Voting:** In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by Link Intime India Private Limited (‘remote e-voting’).
- Members attending the e-AGM who have not already cast their vote by remote e-Voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairperson.

**NOTICE (Contd.)**
**I. Login method for Individual shareholders holding securities in demat mode is given below:**

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing user who have opted for CDSL Easi / Easiest               <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. LINKINTIME e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li>2. User not registered for Easi/Easiest               <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> </li> <li>3. Alternatively, by directly accessing the e-Voting website of CDSL               <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.  After successful authentication, user will be provided links for the respective ESP, i.e. LINKINTIME where the e- Voting is in progress.</li> </ol> </li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. User already registered for IDeAS facility:               <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.</li> </ol> </li> <li>2. User not registered for IDeAS e-Services               <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Visit URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>IV. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. Enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> </ol> </li> </ol>

NOTICE (Contd.)

Type of shareholders	Login Method
	V. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Link Intime India Private Limited and you will be redirected to e-Voting website of Link Intime India Private Limited for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**II. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the Company, holding shares in physical form / Non- Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime India Private Limited as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - a) **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit beneficiary ID.
  - b) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

c) **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

d) **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.*

*\*Shareholders holding shares in NSDL form, shall provide ‘D’ above.*

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

**III. Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option

**NOTICE (Contd.)**

**‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).

4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on **‘No’** and accordingly modify your vote.

**IV. Guidelines for Institutional Shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutiniser to verify the same.

**V. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**VI. Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**VII. Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime India Private Limited: <https://instavote.linkintime.co.in>

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character @!#\$%&\*, at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

**VIII. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ii. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- iii. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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22. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.
  23. The Scrutiniser after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutiniser's Report and submit the same forthwith not later than 48 hours of conclusion of the e-AGM to the Chairperson of the Company or a person authorised by him in writing, who shall countersign the same.
  24. The voting results declared along with the consolidated Scrutiniser's Report shall be hosted on the website of the Company i.e., <https://www.grouplandmark.in/>. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
  25. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.
  26. Instructions for members for voting during the e-AGM session
    - a) Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
    - b) If any Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
    - c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. Once the electronic voting is activated by the scrutiniser/ moderator during the AGM, the Members who have not exercised their vote through the remote e-voting can cast the vote as under:
      - i. On the Members VC page, click on the link for e-Voting "Cast your vote"
      - ii. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on "Submit".
      - iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
      - iv. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
      - v. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
      - vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- 27. Instructions for Income Tax compliances with respect to dividend:**
- i. The Finance Act, 2020 has abolished dividend distribution tax ("DDT"). Accordingly, effective from April 01, 2020, dividend income will be taxable in the hands of shareholders. Hence the Company is required to deduct tax at source ("TDS") from the amount of dividend paid to shareholders at the prescribed rates. The detailed TDS rates and required documents for claiming non-deduction/lower deduction of TDS are uploaded on the website of the Company at <https://www.grouplandmark.in/>.
  - ii. To avail the benefit of non-deduction/lower deduction of TDS kindly submit the required documents by email to [landmarkdivtax@linkintime.co.in](mailto:landmarkdivtax@linkintime.co.in) on or before September 11, 2023:
- Or
- The forms/documents (duly completed and signed) for claiming tax exemption are required to be uploaded on the url: <https://linkintime.co.in/formsreg/submission-ofform-15g-15h.html>.

## NOTICE (Contd.)

On this page the user shall be prompted to select / share the required information therein to register their request

- iii. The forms for tax exemption can be downloaded from Link Intime's website. The URL for the same is: <https://www.linkintime.co.in/client-downloads.html>.
  - On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F"
- iv. The upload of forms/documents (duly completed and signed) on the above-mentioned URL of Link Intime India Private Limited should be done on or before September 11, 2023 to enable the Company to determine and deduct appropriate TDS / Withholding Tax.
- v. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after September 11, 2023.
- vi. In terms of the MCA and SEBI circular, in case the Company is unable to pay the dividend to any share holder by electronic mode due to non-availability of the details of their bank account, the Company will dispatch the Dividend Warrants/ Demand Drafts to such share holders by post.
- vii. All communications/ queries in this respect should be addressed to our RTA, Link Intime India Private Limited to: [landmarkdivtax@linkintime.co.in](mailto:landmarkdivtax@linkintime.co.in).

**GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS****28. Investor Education and Protection Fund ("IEPF")**

- a. Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7 (seven) consecutive years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend remain unclaimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority. The Company requests all

the members to encash/ claim their respective dividend within the prescribed period.

- b. The dividend amount and shares transferred to the IEPF can be claimed by the concerned shareholder(s)/legal heir(s) from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

**29. Updation of PAN, KYC, and Nomination Details**

- a. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.
- b. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the PAN, KYC, and nomination details were not available on or after April 01, 2023, were to be frozen by the RTA and would be eligible for lodging grievance or any service request only after registering the required details. The said timeline of April 01, 2023 for freezing of folios has been extended to October 01, 2023.
- c. Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from April 01, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money-Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.
- d. If a Shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, the Shareholder may submit the same in the prescribed form.
- e. Shareholders holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before September 30, 2023, failing which their trading accounts shall be frozen for trading and demat account shall be frozen for debits.

NOTICE (Contd.)

f. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

**30. Issuance of Securities in dematerialised form in case of Investor Service Requests**

We would further like to draw your attention to SEBI Notification dated January 24, 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022. Accordingly, while processing service requests in relation to;

1) Issue of duplicate securities certificate;

- 2) Claim from Unclaimed Suspense Account;
- 3) Renewal / Exchange of securities certificate;
- 4) Endorsement;
- 5) Sub-division / Splitting of securities certificate;
- 6) Consolidation of securities certificates/folios;
- 7) Transmission and
- 8) Transposition, the Company shall issue securities only in dematerialised form.

For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. Link Intime India Private Limited:

Sr. No.	Particulars	Please furnish details in
1	PAN	Form No. ISR 1
2	Address with PIN code	
3	Email address	
4	Mobile Number	
5	Bank account details (Bank name and Branch, Bank account number, IFSC code)	
6	Demat Account Number	
7	Specimen Signature	Form No. ISR- 2
8	Nomination details	Form No. SH-13
9	Declaration to opt out nomination	Form No. ISR-3
10	Cancellation or Variation of Nomination	Form No. SH-14
11	Request for issue of Securities in dematerialised form in case of below: <ol style="list-style-type: none"> <li>i. Issue of duplicate securities certificate</li> <li>ii. Claim from Unclaimed Suspense Account</li> <li>iii. Renewal / Exchange of securities certificate</li> <li>iv. Endorsement</li> <li>v. Sub-division / Splitting of securities certificate</li> <li>vi. Consolidation of securities certificates/folios</li> <li>vii. Transmission</li> <li>viii. Transposition</li> </ol>	Form No. ISR- 4

## NOTICE (Contd.)

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted.

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 alongwith the Form ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the RTA at <https://www.linkintime.co.in/>.

**By Order of the Board  
Landmark Cars Limited**

**Amol Arvind Raje  
Company Secretary  
Membership Number: A19459**

### **Registered Office:**

Landmark House, Opp. AEC, S.G. Highway,  
Thaltej Near Gurudwara, Ahmedabad – 380059

Tel: +91-7966185555

CIN: U50100GJ2006PLC058553

E-mail: [companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net).

Website: <https://www.grouplandmark.in/>.

**Place: Mumbai**

**Date: August 12, 2023**

NOTICE (Contd.)

**ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 3**

To appoint a director in place of Mr. Aryaman Sanjay Thakker (DIN: 07625409) who retires by rotation and being eligible offers himself for re-appointment.

Particulars of the Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting pursuant to Secretarial Standards -2 and Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

<b>Name</b>	Aryaman Sanjay Thakker
<b>Age</b>	30 Years
<b>Brief resume along with Qualifications and Experience</b>	Mr. Aryaman Sanjay Thakker (DIN: 07625409) is an Executive Director of the Company and was first appointed on Company's Board on December 10, 2020. He is eligible to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company, has offered himself for re-appointment. He has a bachelor's degree in business administration from the Bharati Vidyapeeth Deemed University, Pune and has a master's degree of science in marketing and strategy from the University of Warwick. He joined Group Landmark in 2017 as a General Manager of Landmark Automobiles Limited (Formerly known as Landmark Automobiles Private Limited). Aryaman was associated with AutoNation Corp in Fort Lauderdale, Florida, United States.
<b>Date of first Appointment on the Board</b>	December 10, 2020
<b>Expertise in Specific Functional Areas</b>	Expertise in Customer Relations, Marketing and Information Technology.
<b>Directorship held in other listed entities</b>	None
<b>Membership/ Chairmanship of Committees</b>	None
<b>Number of Shares held in the Company</b>	5,65,040 Equity Shares
<b>Details of Remuneration sought to be paid</b>	Salary – ₹ 91,33,080/- Proposed Performance Linked Pay – ₹ 25,00,000/-
<b>Remuneration last drawn</b>	Salary – ₹ 82,54,800/-
<b>Number of meetings attended during the year</b>	Board Meetings – 6/6 SRC Meeting – 1/1 CSR Meeting – 1/1
<b>Disclosure of relationship between Directors inter-se</b>	Son of Mr. Sanjay Thakker, Chairman and Executive Director of the Company
<b>Listed Companies from which the Director has resigned in the past 3 (Three) years</b>	None

NOTICE (Contd.)

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 4 and 5**

Stock Options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to the employees to participate in the growth of the Company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees including Employees of Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present and future] for their continuous hard work, dedication and support, which has led and will lead the Company on the growth path.

The reasons why the Company is extending its scheme to the Employee(s) of its Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present and future] (“entities”) are as below:

- The said entities maybe operating entities and are critical to the operations of the Company.
- The said entities may not have any other similar schemes of their own.
- The said entities maybe unlisted, Hence, from a liquidity perspective it is logical to give stock options of the Company to the employees of such entities.

Keeping in line with the above, “**Landmark Cars Limited - Employee Stock Option Plan 2023**” (hereinafter referred to as “**Landmark – ESOP Plan 2023**”) has been formulated by the Company and to be implemented by Board/Compensation/ Nomination & Remuneration Committee in terms of provisions of Companies Act, 2013 and rules made thereunder, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the requirements of SEBI (SBEB and Sweat Equity) Regulations issued by Securities and Exchange Board of India (SEBI) and other applicable laws. The Scheme has been approved by the Board of Directors at their meeting held on August 12, 2023, subject to the approval of the members.

The LANDMARK – ESOP PLAN 2023 will be operated and administered under the superintendence of the Company’s Board of Directors, Compensation / Nomination and

Remuneration Committee of Board of Directors, the majority of whose members are/will be Independent Directors as per the applicable Act/Regulations. The Board/Compensation / Nomination and Remuneration Committee will formulate the detailed terms and conditions of the LANDMARK – ESOP PLAN 2023 including:

- a. the quantum of options, shares or benefits as the case may be, per employee and in aggregate under a scheme;
- b. the kind of benefits to be granted under this scheme;
- c. the conditions under which options, shares or other benefits as the case may be, may vest in employees and may lapse in case of termination of employment for misconduct;
- d. The schedule for Vesting of the Options granted to Employees;
- e. The price at which the Options are to be granted from time to time (which will be the Exercise Price for the options at a future date);
- f. the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;
- g. the specified time period within which the employee shall exercise the vested options or in the event of termination or resignation;
- h. the right of an employee to exercise all the options, as the case may be, vested in him at one time or at various points of time within the exercise period;
- i. the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the following shall, inter alia, be taken into consideration by the Board/ committee:
  - i. the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;
  - ii. the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;
- j. the grant, vesting and exercise of shares, options or in case of employees who are on long leave;
- k. eligibility to avail benefits under this scheme in case of employees who are on long leave;

NOTICE (Contd.)

- l. the procedure for funding the exercise of options;
- m. the procedure for buy-back of specified securities issued under relevant regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:
  - (i) permissible sources of financing for buy-back;
  - (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
  - (iii) limits upon quantum of specified securities that the Company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

- n. Amend any terms and conditions of any Options granted under the Scheme to the extent it is not inconsistent with the terms of the Scheme and not prejudicial to the interest of the Option Grantee.
- o. frame suitable policies and procedures to ensure that there is no violation of securities laws including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended from time to time, by the trust, the Company and its employees, as may be applicable.
- p. Approve forms, writings and/or agreements for use in pursuance of the LANDMARK – ESOP PLAN 2023 .
- q. Any other related or incidental matters.

Major details of the LANDMARK – ESOP PLAN 2023 are as given below: -

**a) Brief Description of the LANDMARK – ESOP PLAN 2023 scheme is given as under:**

“Landmark Cars Limited - Employee Stock Option Plan 2023” (hereinafter referred to as “Landmark – ESOP Plan 2023”) has been formulated by the Company and to be implemented by its Board of Directors/Compensation /Nomination & Remuneration Committee in terms of provisions of Companies Act, 2013 and rules made thereunder, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Securities and Exchange Board of India (the “SEBI”) and other applicable laws.

The LANDMARK – ESOP PLAN 2023 has been approved by the Board of Directors at their meeting held on August 12, 2023, subject to the approval of the members.

**b) The total number of options to be granted:**

The total number of Options that may, in the aggregate, be issued would be such number of Options which shall entitle the Option holders to acquire in one or more tranches upto Two Lacs (2,00,000) Equity Shares of ₹ 5/- (Rupees Five) each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

In case of any corporate action(s) such as rights issues, bonus issues, buy-back, scheme of arrangement, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling shares shall be deemed to be increased to the extent of such additional equity shares issued.

An Employee may surrender his/her vested /unvested options at any time during / post his employment with the Company. Any employee willing to surrender his/ her Options shall communicate the same to the Board of Directors or Committee of the Company in writing.

Vested Options lapsed due to non-exercise, surrender and/or unvested Options that gets cancelled due to resignation or any other separation conditions of Option grantees, surrendered or otherwise, would be available for being re-granted at a future date. The Board/ Committee is authorised to re-grant such lapsed / cancelled / surrendered options as per the provisions of LANDMARK – ESOP PLAN 2023 .

**c) Identification of classes of employees entitled to participate and be beneficiaries in the LANDMARK – ESOP PLAN 2023 .**

Following class / classes of employees are entitled to participate in LANDMARK – ESOP PLAN 2023 :-

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

**NOTICE (Contd.)**

(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include—

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

The class of Employees eligible for participating in the LANDMARK – ESOP PLAN 2023 shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may be decided by the Board of Directors/ Compensation/ Nomination and Remuneration Committee of the Company in its sole discretion from time to time.

The Options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

**d) Requirements of vesting and period of vesting**

Vesting of Options may commence after a period of not less than 1 (one) year from the date of individual grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the LANDMARK – ESOP PLAN 2023 .

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising\*:

<b>Sr. No.</b>	<b>Separations</b>	<b>Vested Options</b>	<b>Unvested Options</b>
1	<b>Resignation</b>	Subject to the terms and conditions, all Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day before the expiry of the Exercise period with the Company, whichever is earlier.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	<b>Termination (With cause like fraud, misconduct etc.)</b>	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	<b>Termination (Without cause)</b>	All Vested Options which were not exercised at the time of such termination may be exercised by the Option Grantee on or before his last working day with the Company.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
4	<b>Retirement or early Retirement approved by Company</b>	All vested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.	All Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.
5	<b>Death</b>	All Vested options, granted under a scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be and such options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Death.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 12 months from the date of Death.

NOTICE (Contd.)

Sr. No.	Separations	Vested Options	Unvested Options
6	<b>Permanent Disability</b>	All Vested options, granted to him/her under a scheme as on the date of permanent incapacitation shall vest in him/her on that day and such options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 12 months from the date of such disability.	All Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 12 months from the date of such disability.
7	<b>Abandonment**</b>	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
8	<b>Any other reason not specified above</b>	The Committee or any other board committee as due authorised shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

\* In case of any regulatory changes warranting any change in vesting schedule/ conditions/exercise period in any of the above separation conditions, the provisions of such change shall apply.

\*\*The Board/Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned. Provided that, in accordance with applicable law, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the Scheme in any manner which may be detrimental to the interests of the Employees.

**e) Maximum period within which the options shall be vested**

The maximum vesting period may extend up to 5 (Five) years from the date of respective grant of Options, unless otherwise decided by the Board/ Compensation/ Nomination and Remuneration Committee.

The Board of Directors/Compensation / NR Committee, shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year) the right, to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

**f) Exercise price or pricing formula**

Exercise Price means the price, if any, payable by an employee for exercising the option granted to such an employee in pursuance of LANDMARK – ESOP PLAN 2023 .

The Exercise Price of each ESOP shall be the 3 (Three) months' average of daily opening and closing price of the Equity Shares of the Company on the recognized

Stock Exchange having highest trading volume on which the Equity Shares of the Company are listed on the date immediately prior to the Grant Date, subject to a maximum discount of 20% (Twenty Percentage). Further, the Exercise Price will not be lower than the face value of the Equity Shares of the Company on the date of such grant. Moreover, the Exercise Price can be different for different set of Employees for Options granted on same / different dates. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the applicable laws.

No amount shall be payable by the Option Grantee at the time of grant. In case any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

**g) Exercise period and process of exercise**

The exercise period shall not be more than 3 (Three) years from the date of respective vesting of Options.

NOTICE (Contd.)

The Options granted may be exercised by the grantee at one time or at various points of time within the exercise period as determined by the Board of Directors/Committee from time to time.

The vested Options shall be exercisable by the Employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board of Directors/ Compensation / Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. The Options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognised banking channels or in such other manner and subject to such procedures as the Board of Directors/Committee may decide.

**h) *Appraisal Process for determining the eligibility of Employees to the LANDMARK – ESOP PLAN 2023***

The appraisal process for determining the eligibility of the Employee(s) will be specified by the Board of Directors/Compensation / Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Board of Director/ Compensation / Nomination and Remuneration Committee.

**i) *Maximum number of Options to be offered and issued per Employee and in the aggregate LANDMARK – ESOP PLAN 2023***

The maximum number of options to be granted per employee per grant and in aggregate shall not exceed 30,000 (Thirty Thousand).

Further, the number of Options that may be granted to any identified Employee(s) of the Company or of its Holding, or its Subsidiary Company or , Associate Company or Group Company (in any one year and in aggregate under LANDMARK – ESOP PLAN 2023 shall not be equal to or exceeding 1% of the Issued Capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options, if the prior specific approval from members

of the Company through a special resolution to this effect is not obtained.

**j) *Maximum quantum of benefits to be provided per Employee under the LANDMARK – ESOP PLAN 2023***

The maximum quantum of benefits shall refer to the maximum number of Options that may be granted to each per employee, per grant and in aggregate.

No benefit other than grant of Options under LANDMARK – ESOP PLAN 2023 , and any consequential grant of equity shares of the Company is contemplated under the LANDMARK – ESOP PLAN 2023 . Therefore, the maximum quantum of benefits under LANDMARK – ESOP PLAN 2023 is the difference between the market value of the equity shares of the Company, and the exercise price of the Options, as on the date of exercise.

**k) *Whether LANDMARK – ESOP PLAN 2023 is to be implemented and administered directly by the Company or through a trust***

The LANDMARK – ESOP PLAN 2023 will be implemented directly by the Company under the guidance of the Board of Directors/ its Compensation / Nomination and Remuneration Committee.

**l) *Whether LANDMARK – ESOP PLAN 2023 involves new issue of shares by the Company or secondary acquisition by the trust***

The LANDMARK – ESOP PLAN 2023 will involve only new issue of shares by the Company.

**m) *The amount of loan to be provided for implementation of the LANDMARK – ESOP PLAN 2023 by the Company to the trust, its tenure, utilisation, repayment terms, etc.***

Not Applicable

**n) *Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the LANDMARK – ESOP PLAN 2023***

Not Applicable

**o) *Disclosure and Accounting Policies***

The Company shall conform to the accounting policies specified in Regulation 15 of the SEBI (SBEB and Sweat Equity) Regulations.

Further, the Company shall disclose details of grant, vest, exercise and lapse of the Employee Stock Options in the Directors' Report or in an annexure

NOTICE (Contd.)

thereof as prescribed under the Companies Act, 2013 read with rules made thereunder and SEBI (SBEB and Sweat Equity) Regulations, or any other applicable laws as may be applicable from time to time. Furthermore, the Company shall follow the laws/regulations applicable to accounting and disclosure related to employee stock Options, including the Companies Act, 2013 (as amended from time to time) but not limited to SEBI (SBEB and Sweat Equity) Regulations (including disclosure as specified under Regulation 15) as and when such Regulations become applicable to the Company, Section 133 of the Companies Act, 2013 as well as the Guidance Notes on accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the regulatory authorities from time to time, including the disclosure requirements prescribed therein, as and when applicable to the Company.

**p) Method of valuation of Options**

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the stock Options as are applicable to the Company for the same.

Since the Company opts for expensing of share based employee benefits using the fair value method, the following statement will not be applicable viz.

In case the Company opts for expensing of share based employee benefits using the intrinsic value intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

**q) Lock-in period, if any:**

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. However, the Board or Committee as may be authorised by the Board may, in some cases, provide for lock-in of Shares issued upon exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be

stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading, as and when these regulations applicable to the Company.

**r) Terms & conditions for buyback, if any, of specified securities covered under the SEBI (SBEB and Sweat Equity) Regulations.**

The procedure for buy-back of specified securities issued under SEBI (SBEB and Sweat Equity) Regulations, if to be undertaken at any time by the Company and the applicable terms and conditions, including:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the Company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

**s) Rights of the Option holder**

The Employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of the Option granted to him, till shares are allotted upon exercise of Option.

**t) Consequence of failure to exercise Option**

All unexercised Options shall lapse if not exercised on or before the exercised period ends.

Any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

**u) Certificate from Secretarial Auditors**

The Board of Directors shall at each Annual General Meeting place before the shareholders a certificate from the secretarial auditors of the Company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

**v) Terms of the scheme:**

- 1) The Company shall not vary the terms of the LANDMARK – ESOP PLAN 2023 in any manner, which may be detrimental to the interests of the Option grantees: Provided that the Nomination

## NOTICE (Contd.)

and Remuneration Committee shall be entitled to vary the terms of the LANDMARK – ESOP PLAN 2023 to meet any regulatory requirements without seeking shareholder's approval by Special Resolution in terms of Regulation 7 of SEBI (SBEB and Sweat Equity) Regulations.

- 2) Subject to clause (a) of sub-rule (5) of Rule 12 of Companies SCD Rules and relevant regulation of SEBI (SBEB and Sweat Equity) Regulations, the Company may by Special Resolution in a general meeting vary the terms of the scheme offered pursuant to an earlier resolution of the general body but not yet exercised by the Employee provided such variation is not prejudicial to the interests of the Option grantees.
- 3) The notice for passing Special Resolution for variation of terms of the LANDMARK – ESOP PLAN 2023 scheme shall disclose full details of the variation, the rationale therefore and the details of the Option grantees who are beneficiaries of such variation.
- 4) The Company may re-price the Options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; provided that the Company ensures that such re-pricing shall not be detrimental to the interest of the Option grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

**w) Transferability of Employee Stock Options:**

- 1) The Options granted to an Employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- 2) In the event of resignation or termination of the Option grantee, all the Options which are granted and yet not vested as on that day shall lapse.
- 3) In the event that an Option grantee who has been granted benefits under a LANDMARK – ESOP PLAN 2023 scheme is transferred or deputed to holding company or its subsidiary company or associate company or group company (present or future) prior to vesting or exercise, the vesting

and exercise as per the terms of grant shall continue in case of such transferred or deputed Employee, even after the transfer or deputation.

**x) Other terms**

The Board or Compensation/Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the LANDMARK – ESOP PLAN 2023 in accordance with the Companies Act, 2013, as amended read with rules made thereunder, any regulations and guidelines as prescribed by the SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option grantees.

The Board of Directors or Compensation /Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the LANDMARK – ESOP PLAN 2023, subject to compliance with the applicable laws and regulations.

The shares may be allotted directly to the Option grantees in accordance with the LANDMARK – ESOP PLAN 2023 and such LANDMARK – ESOP PLAN 2023 may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

In case the Company grants option/s, to the employee/s of its Subsidiary/Group/Associate company/ies ("entities"), the Company may transfer such cost incurred to the respective entities and the Company shall disclose the same in the 'notes to accounts' of the financial statements of the Company as well as the respective entities.

Consent of the members is sought pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, as amended and as per the requirement of Regulation 6 of the SEBI (SBEB and Sweat Equity) Regulations.

A draft copy of the ESOP Plan is available for inspection at the Company's Registered Office during official hours on all working days till the date of Annual General Meeting i.e. Monday, September 18, 2023.

None of the Promoters, Members of the Promoter Group, Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the ESOP Plan.

## NOTICE (Contd.)

The Board recommends passing of the resolutions as set out in Item No. 4 and 5 of the accompanying Notice as Special Resolutions.

### **Item No. 6**

Pursuant to Section 118(10) of the Companies Act, 2013 read with Para 5.1.1 of Secretarial Standard-1 issued by the Institute of Company Secretaries of India, The Chairman of the Company shall be the Chairman of the Board. If the Company does not have a Chairman, the Directors may elect one of themselves to be the Chairman of the Board.

In order to make the Articles of Association (“AOA”) of the Company to align and comply with the above mentioned requirements, it is proposed to substitute the existing Article 163 of AOA.

### **The existing Article 163 of AOA is read as:**

“The Chairman of the Company and of the Board shall be selected from among the Directors of the Board and shall be elected by the Promoter subject to such right being approved by the Shareholders through a Special Resolution in the First General Meeting of the Company held post the Trading Date. Subject to applicable law, the same individual may be appointed as the managing Director and/or the chief executive officer of the Company. If at any meeting the Chairman is not present within 15 (Fifteen) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be the chairman of the meeting.”

### **Post amendment, the said Article 163 will be read as:**

“The directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, then the directors present shall choose one of their member to be the Chairman of such meeting.”

### **Further, the existing Article 141 of the AOA which read as:**

At any time on and after the commencement of listing and trading of the Equity Shares on a recognised stock exchange (“Trading Date”) until such time that the Investor

(together with its affiliates) continues to hold at least 5% (five per cent) of the issued and share capital of the Company (on a fully diluted basis), the Investor (together with its affiliates) shall have the right but not the obligation to nominate 1 (One) Director to the Board of the Company. Provided that this right will be available to the Investor subject to the approval of Shareholders by way of a Special Resolution in the First General Meeting of the Company convened after the Trading Date.

The said Article 141 does not eventuate with the long-term interest of the Company and therefore the Board recommends to amend and delete the said Article.

Pursuant to Section 14 of the Companies Act, 2013, AOA can be amended only with the approval of Members by passing a Special Resolution. The Board recommends the Special Resolution set out in Item no. 6 of the accompanying Notice, for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The revised draft of AOA is available for inspection by the Members.(kindly refer note #20 of the Notice for the procedure for inspection).

**By Order of the Board  
Landmark Cars Limited**

**Amol Arvind Raje  
Company Secretary**

### **Registered Office:**

Landmark House, Opp. AEC, S.G. Highway,  
Thaltej Near Gurudwara, Ahmedabad – 380059

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CIN: U50100GJ2006PLC058553

E-mail: [companysecretary@landmarkindia.net](mailto:companysecretary@landmarkindia.net).

Website: <https://www.grouplandmark.in/>.

**Place: Mumbai**

**Date: August 12, 2023**





**Landmark**  
You drive us

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