



RD & ASSOCIATES

Company Secretaries

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SECRETARIAL COMPLIANCE REPORT OF M/S. LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED FOR THE YEAR ENDED 31.03.2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/S. LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED** (hereinafter referred as 'the listed entity / the Company'), having its Registered Office at Company Limited Narain Manzil, 11th Floor, 23, Barakhamba Road, New Delhi -110001 Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I Rahul Dhupar, Practicing Company Secretary, COP No. 9863, and Membership Number 9446 have examined:

- (a) all the documents and records made available to us and explanation provided the Company,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2023** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable during the reporting period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,



2011;

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(not applicable during the reporting period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(not applicable during the reporting period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(not applicable during the reporting period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Other regulations as applicable and circulars/guidelines issued thereunder

and based on the above examination, I/We hereby report that, during the Review Period:

- I. (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Com-pliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regu-lation/ Circular No.	Deviati- ons	Actio- n Take nby	Ty- pe of A- ctio- n	Detail- s of Vio- latio- n	Fine Amou- nt	Obser- vation- s/ Re- marks of the Prac- ticing Comp- a- ny Sec- retary	Man- age- ment Re- spons- e	Re- mark- s
1	The listed entity shall submit to the stock exchanges disclosures of related party transactions every six months within fifteen days from the date of publication of its standalone and consolidated financial results.	Regulation 23(9) of SEBI (LODR) Regulations, 2015	Delay of 7 days as per notice of Stock Exchange	Stock Exchange (NSE and BSE)	Fine	Delay of 7 days for filing of related party details in PDF.	Total Fine Amount = 35,000/- (excluding GST) levied by each stock exchange	The company had paid the fine amount within due time and had also filed the Related Party Transaction (NIL) in PDF as require by the stock exchanges.	The Board noted the delay in compliance with Regulation 23 (9) of SEBI (LODR) Regulations, 2015 and advised to take caution while future intimations.	There was no related part transaction during the period. The compa ny has made delay in filing PDF under regulati on 23(9). While, the Compa ny has filed



										the related transaction in XBRL within due time.
2	Submission of Statement of Accounts along with half yearly result.	Regulation 33	Delay in submission of Statement of Accounts.	Bombay Stock Exchange (BSE) And National Stock Exchange of India (NSE)	Fine	The Company had not attached Statement of account (in PDF) while submitting the half yearly results for period ended September 2022 as per the provision of regulation 33	BSE = Basic Fine = Rs. 15000 (excluding GST) NSE = Basic Fine = Rs. 80000 (excluding GST)	The Company failed to attach the statement of accounts (in PDF) while submitting the half yearly results for period ended September 2022 as per the provision of regulation 33. The Stock exchange has levied the fine amount of Rs. 15000 and Rs. 80000. The company has submitted the waiver	The Board noted the stock exchange(s) letter/ email dated 14th December, 2022 with regard to delay in compliance with Regulation 33 of SEBI (LODR) Regulations, 2015. The Board took the note of the waiver applications submitted by the Company, vide letter dated 21st December, 2022 in this regard.	The company has filed the waiver application before the stock exchanges, the same is under process as on date.



								applicati on to the stock exchang e, the same is under process as on date.		
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(a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	M/s V. Shankar Aiyar & Co. (Firm Registration Number 109208W) was appointed as the Statutory Auditors of the Company in place
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial	NA	



	<p>year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	<p>of the retiring Statutory Auditors M/s S.C.Vasudeva & Co. LLP; Chartered Accountants(FRN - 000235N/N500089) on 30.09.2022 to hold office for a term of 5 years.</p> <p>M/s S.C.Vasudeva & Co. LLP; Chartered Accountants has issued the limited review report the first quarter of the financial year 2022-23</p>
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	



	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	-
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars / guidelines issued by SEBI 	YES	-



3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	YES	-
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t. : <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	-
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions: <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	YES	-
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5)	YES	-



	& 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No	As stated in pt. I (a) (**)
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: New Delhi
Date: 19.05.2023



For **RD & Associates,**
Company Secretaries

CS Rahul Dhupar
Proprietor
Membership No.: F9446
CP No.: 9863
UDIN: F009446E000337279
PR No. : 2723/2022