



Landmark Property Development Company Limited
(Formerly known as Konark Minerals Limited)
Registered Office : 11th Floor, Narain Manzil,
23, Barakhamba Road, New Delhi - 110 001

Tel. : (91-11) 43621200
Fax : (91-11) 41501333

CIN : L13100DL1976PLC18842
Email : info@landmarkproperty.in
Web site : www.landmarkproperty.in

Compliance Report on Corporate Governance

1. Name of Listed Entity : Landmark Property Development Company Limited
2. Quarter ending : December 31, 2015

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|----------------------|------------------------------------|--|---|-------|---|---|---|
| Titl e (Mr / Ms) | Name of the Director | PAN & DIN | Category (Chairperson /Executive /Non-Executive/ independent /Nominee) & | Date of Appointment in the current term | Term | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing |
| Mr. | Gaurav Dalmia | PAN : ADYPD0151A DIN : 00009639 | Chairperson- Managing Director- Executive and Non Independent | 25.03.2013 | 5 yrs | 3 | 2 | 1 |
| Mr. | H L Agarwal | PAN : ACPMA4071B DIN : 00767195 | Non Executive and Non Independent | 20.10.2010 | | 1 | 2 | 0 |
| Mr. | G B Rao | PAN : AEYPG0686G DIN : 00493992 | Non Executive and Independent | 01.10.2014 | 5 yrs | 2 | 2 | 2 |
| Mr. | H C Dua | PAN : AAXPD0796K DIN : 00589075 | Non Executive and Independent | 01.10.2014 | 5 yrs | 1 | 2 | 0 |
| Mr. | Jai Karan Kapur | PAN : AAAPK0403H DIN : 07139086 | Non Executive and Independent | 31.03.2015 | 5 yrs | 1 | 1 | 0 |

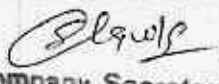
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| | | | | | | |
|--|------------------------------------|--|------------|---|---|---|
| Ms. Sharmila Dalmia | PAN : AACPD3869J DIN : 00266624 | Non Executive and Non Independent | 31.03.2015 | 1 | 0 | 0 |
| II. Composition of Committees | | | | | | |
| <i>Name of Committee</i> | | <i>Name of Committee members</i> | | <i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</i> | | |
| 1. Audit Committee | | G B Rao | | Chairperson Non Executive and Independent | | |
| | | H L Agarwal | | Non Executive and Non Independent | | |
| | | H C Dua | | Non Executive and Independent | | |
| | | Jai Karan Kapur | | Non Executive and Independent | | |
| 2. Nomination & Remuneration Committee | | G B Rao | | Chairperson Non Executive and Independent | | |
| | | H L Agarwal | | Non Executive and Non Independent | | |
| | | H C Dua | | Non Executive and Independent | | |
| | | Jai Karan Kapur | | Non Executive and Independent | | |
| 3. Risk Management Committee(if applicable) | | N.A. | | N.A. | | |
| 4. Stakeholders Relationship Committee' | | G B Rao | | Chairperson Non Executive and Independent | | |
| | | H C Dua | | Non Executive and Non Independent | | |
| | | H L Agarwal | | Non Executive and Non Independent | | |
| | | Gaurav Dalmia | | Executive and Non Independent | | |
| III. Meeting of Board of Directors | | | | | | |
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | | <i>Maximum gap between any two consecutive (in number of days)</i> | | |
| 05.08.2015 | | 05.11.2015 | | 91 days | | |
| IV. A Meeting of Committees – Audit | | | | | | |

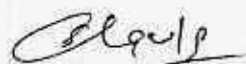
[Signature]

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|---|---|
| 05.11.2015 | H L Agarwal G B Rao H C Dua Jai Karan Kapur Quorum met - yes | 05.08.2015 | 91 days |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

| V. Related Party Transactions | |
|--|---|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | N.A. |
| VI. Affirmations | |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee Yes</p> <p>b. Nomination & remuneration committee yes</p> <p>c. Stakeholders relationship committee yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities) N.A.</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. yes</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. (Applicable from Dec, 2015 quarter onwards) to be placed at the ensuing Board Meeting to be held on January 28, 2016)</p> | |
| Name : SK CHAWLA | For Landmark Property Development Company Limited |
| Designation : Company Secretary / Compliance Officer |  11/01/2016 Company Secretary |

Note : Details of Related party transactions are given as per Annexure I to Annexure III



FORM MBP - 4

Annexure - I

Register of contracts with related party and contracts and bodies etc. in which directors are interested

[Pursuant to section 189(1) and 16(1)]

Contracts or agreements with any related party under section 188

| Date of contract / arrangement | Name of the party with which contract is entered into | Name of the interested director | Relation with director / company / Nature of concern or interest | Principal terms and conditions | Whether the transaction is at arm's length basis |
|---|---|---------------------------------------|--|--|--|
| (1) | (2) | (3) | (4) | (5) | (6) |
| Business Transfer Agreement dated 02.04.2012 / Agreement dated dated 16.05.2013 | Ansal Landmark Townships Pvt. Ltd./ Ansal Landmark Township (Karnal) Pvt Ltd. | Shri Gaurav Dalmia | Chairaman , Managing Director and CEO | As mentioned in the contract / agreement dated 02.04.2012 and 16.05.2013 | at negotiated prices |
| Date of approval at the meeting of the Board | Details of voting on such resolution | | | | Date of the next meeting at which register was placed for signature |
| (7) | (8) | (9) | (10) | (11) | (12) |
| | No of Directors present in the meeting | Directors voting in favour | Directors voting against | Directors remaining neutral | |
| 04.08.2014 | 5 | 4 | 0 | 1 | 11.11.2014 |
| Reference of specific items -(a) to (g) under sub-section (1) of section 188 | Amount of contract or arrangement. | Date of share holders approval if any | Name of the director signing the Register | Signature | Remarks, if any |
| (13) | (14) | (15) | (16) | (17) | (18) |
| Section 188(b) | Rs 35.46 Crores | AGM - 30.09.2014 | Sh. Gaurav Dalmia Sh. G. B. Rao Sh. H. C. Dya Sh. H. L. Agarwal | <i>(Handwritten signatures)</i> | Special Resolution was passed at the AGM .No member, being relatives of interested director, voted on such special resolution. |

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For Landmark Property Development
Company Limited

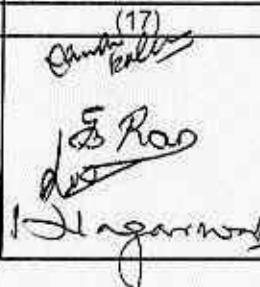
(Signature)
Company Secretary

FORM MBP - 4

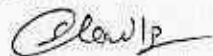
Register of contracts with related party and contracts and bodies etc. in which directors are interested

[Pursuant to section 189(1) and 16(1)]

Contracts or agreements with any related party under section 188

| Date of contract / arrangement | Name of the party with which contract is entered into | Name of the interested director | Relation with director / company / Nature of concern or interest | Principal terms and conditions | Whether the transaction is at arm's length basis |
|--|---|---------------------------------------|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) |
| Scheme of Arrangement approved by High Court of Orssa December, 2007 | Landmark Land Holdings Pvt Ltd. | Shri Gaurav Dalmia | Chairaman , Managing Director and CEO | Rs. 233 lakhs - plot admeasuring 1.23 acres in Faridabad , Haryana | at agreed price |
| Date of approval at the meeting of the Board | Details of voting on such resolution | | | | Date of the next meeting at which register was placed for signature |
| (7) | (8) | (9) | (10) | (11) | (12) |
| | No of Directors present in the meeting | Directors voting in favour | Directors voting against | Directors remaining neutral | |
| 04.08.2014 | 5 | 4 | 0 | 1 | 11.11.2014 |
| Reference of specific items -(a) to (g) under sub-section (1) of section 188 | Amount of contract or arrangement. | Date of share holders approval if any | Name of the director signing the Register | Signature | Remarks, if any |
| (13) | (14) | (15) | (16) | (17) | (18) |
| Section 188(b) | Rs 233.00 Lacs | AGM - 30.09.2014 | Sh. Gaurav Dalmia Sh. S. B. Rao Sh. H. C. Dha Sh. H. L. Aggarwal |  | Special Resolution was passed at the AGM .No member, being relatives of interested director, voted on such special resolution |

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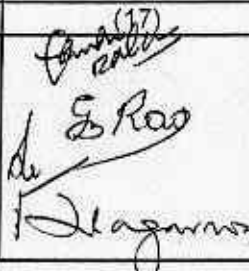
Annexure - III

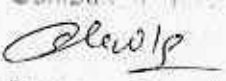
FORM MBP - 4

Register of contracts with related party and contracts and bodies etc. in which directors are interested

[Pursuant to section 189(1) and 16(1)]

Contracts or agreements with any related party under section 188

| Date of contract / arrangement | Name of the party with which contract is entered into | Name of the interested director | Relation with director / company / Nature of concern or interest | Principal terms and conditions | Whether the transaction is at arm's length basis |
|--|---|---------------------------------------|--|---|--|
| (1) | (2) | (3) | (4) | (5) | (6) |
| Agreement dated 30.08.2013 | Astir Properties Pvt. Ltd. | Shri Gaurav Dalmia | Chairman, Managing Director and CEO | rent payable Rs. 53.75 lakhs (Gross) in 36 months . Water and electricity charges payable on month to month basis | at negotiated market rent |
| Date of approval at the meeting of the Board | Details of voting on such resolution | | | | Date of the next meeting at which register was placed for signature |
| (7) | (8) | (9) | (10) | (11) | (12) |
| | No of Directors present in the meeting | Directors voting in favour | Directors voting against | Directors remaining neutral | |
| 04.08.2014 | 5 | 4 | 0 | 1 | 11.11.2014 |
| Reference of specific items -(a) to (g) under sub-section (1) of section 188 | Amount of contract or arrangement. | Date of share holders approval if any | Name of the director signing the Register | Signature | Remarks, if any |
| (13) | (14) | (15) | (16) | (17) | (18) |
| Section 188(c) | Rs 53.75 lakhs | AGM - 30.09.2014 | Sh. Gaurav Dalmia Sh. G. B. Rao Sh. H. C. Dora Sh. H. L. Aggarwal |  | Special Resolution was passed at the AGM .No member, being relatives of interested director, voted on such special resolution. |

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