



**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: 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 34(1) of the Listing Regulations, please find enclosed herewith the copy of 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 copy 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 Rajee**  
**Company Secretary and Compliance Officer**  
**(A19459)**  
**Place: Mumbai**  
**Date: August 26, 2023**  
**Encl: A/a**

## 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

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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**:

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“**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

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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

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- 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:

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- 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:**

Type of shareholders	Login Method
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.nSDL.com">https://eservices.nSDL.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.nSDL.com">https://eservices.nSDL.com</a></li> <li>II. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Visit URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.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.

Login type	Helpdesk details
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”.

NOTICE (Contd.)

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:  i. Issue of duplicate securities certificate  ii. Claim from Unclaimed Suspense Account  iii. Renewal / Exchange of securities certificate  iv. Endorsement  v. Sub-division / Splitting of securities certificate  vi. Consolidation of securities certificates/folios  vii. Transmission  viii. Transposition	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:**

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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**