

Website Content Archival Policy

[In Accordance with regulation 30 of SEBI (Listing Obligations and Disclosure Requirement), 2015]

[W.E.F December 23, 2022]

1. PREAMBLE

Regulation 30(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed company to disclose on its website all such events or information which has been disclosed to the Stock Exchange(s) and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

2. SCOPE

This policy shall govern the disclosure and archival of such information/ contents only which have been disclosed on the website of the Company pursuant to the compliance with the abovementioned Regulations and which are disclosed to the stock exchanges. Other information/contents displayed /uploaded on the website shall be out of purview of the Policy and can be archived/ deleted as decided by the Company considering usefulness of information/content to general public or Company itself.

3. OBJECTIVES OF THE POLICY

The main objective of this policy is to ensure that all the documents, disclosures made/submitted to the stock exchanges pursuant to the SEBI (LODR) Regulations are uploaded on the website and transferred to the archives folder of the Website of the Company after the completion of five years from the date of disclosure or event.

The major objectives of the policy are:

- a) Identification of Information, documents, events, etc. which are required to be disclosed on the website of the Company;
- b) Ensuring that all the information is disclosed at the relevant time and with proper link and to maintain unanimity every time;
- c) Ensure that all the information, documents, events disclosed on the website of the Company, unless otherwise specified in the Act, shall remain on the website for the period of five years from the date of disclosure of such information, documents and events.
- d) After completion of five years from date of disclosure of the respective documents/information/events, shall be moved to the respective archives folder on the website of the Company.
- e) Some Documents/information, events which are required to be uploaded on the website for a particular period, shall be deleted after the due date without movement in archives folder.

- f) Some documents like Policies of the Company, Codes of Conduct and other documents which are required to be continuously displayed on the website, shall not be archived.

4. DEFINITIONS

For the purpose of interpretation of this policy, following terms defined as under:

1. **"Act"** means the Companies Act, 2013, Rules framed thereunder and any amendments thereto from time to time;
2. **"Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto;
3. **"Company", "This Company", "The Company"**, wherever occur in the policy shall mean "Landmark Cars Limited".
4. **"Board of Directors" or "Board"**, means the collective body of the Directors of the company;
5. **"Policy" or "This Policy"** means, "Website Content Archival Policy."
6. **"Website"** means website of the Company i.e. www.grouplandmark.in

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, SEBI (LODR) Regulations, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

5. GUIDELINES

As per regulation 46 read with Regulation 62 of SEBI (LODR) Regulations, every listed entity has to maintain a functional website containing basic information about the Company and other prescribed details.

Regulation 30 (8) of SEBI (LODR) Regulations, requires the listed entity to disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be uploaded on the website of the such listed entity for a minimum period of five years and thereafter such information/documents shall be moved to the archive folder as per the archival policy, as disclosed on its website.

Our Company's equity shares are listed on BSE & NSE ("Stock Exchanges"), and in compliance with SEBI (LODR) Regulations, our Company has to provide regularly various information, financial statements, notices and other disclosures, as required under various SEBI regulations and provisions of Companies Act, 2013 and the same have to be uploaded on website of the Company.

6. POLICY

The documents, information, disclosures, notices, policies as provided under the Regulations and the Act, which is required to be disclosed on the website, shall be uploaded on the website of the Company. The website of the Company shall be reviewed on regular intervals for ensuring that all the required disclosures are available on the website of the Company.

These disclosures, unless otherwise mentioned in the Act itself, shall be uploaded on the website for the specified period and thereafter shall be moved/transferred to archives folder.

The documents/disclosures shall be kept in the archive folder till such time as may be required by law.

Details of suggestive list of information to be uploaded and updated on website of the Company shall be in accordance of Regulation 46 of the SEBI (LODR) Regulations. This list may be changed in line with changes in laws/regulations from time to time.

Further, the events mentioned in the Annexure shall be uploaded on the website as soon as it is disclosed to the stock exchanges and shall be archived after a period of five years.

Further, the presentation and the audio/video recordings and transcripts of post earnings/quarterly calls shall be hosted on the website of the listed company for a minimum period of five years. Post the same, such presentation and transcripts shall be archived and moved to archives folder for a period of 5 years. However, the recordings shall be maintained until the time of closure of any investigation undertaken on the business of the said meeting / call.

7. POLICY REVIEW

The Board of Directors of the Company shall have the right to review/amend the policy from time to time in Compliance with applicable laws/ regulations.

ANNEXURE

THE FOLLOWING INFORMATION SHALL BE UPLOADED ON THE WEBSITE AS SOON AS IT IS DISCLOSED TO STOCK EXCHANGES AND SHALL BE ARCHIVED AFTER A PERIOD OF FIVE YEARS

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation- For the purpose of this sub-para, the word 'acquisition' shall mean,-

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

i) Acquiring control, whether directly or indirectly; or,

ii) Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -

a. the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

b. there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two percent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities et c.

3. Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

a. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;

b. any cancellation of dividend with reasons thereof ;

c. the decision on buyback of securities;

- d. the decision with respect to fund raising proposed to be undertaken.
- e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- f. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- g. short particulars of any other alterations of capital, including calls;
- h. financial results;
- i. decision on voluntary delisting by the listed entity from stock exchange.

[Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.]

- 5. Agreements (viz. shareholder agreement (s), joint venture agreement (s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/ treaty (ies)/contract (s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- 6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
- 7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- 7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
- 7B. Resignation of independent director] including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
 - i. The letter of resignation along with detailed reasons for the resignation as given by the said director
 - (ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership

of board committees, if any.

ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.

iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.

8. Appointment or discontinuation of share transfer agent.

9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:

(i) Decision to initiate resolution of loans/borrowings;

(ii) Signing of Inter-Creditors Agreement (ICA) by lenders;

(iii) Finalization of Resolution Plan;

(iv) Implementation of Resolution Plan;

(v) Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders

10. One time settlement with a bank.

11. Reference to BIFR and winding-up petition filed by any party/creditors.

12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.

13. Proceedings of Annual and extraordinary general meetings of the listed entity.

14. Amendments to memorandum and articles of association of listed entity, in brief.

15. (a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:

(i) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from

the conclusion of such calls, whichever is earlier;

(ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls.

16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
 - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
 - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f) Appointment/ Replacement of the Resolution Professional;
 - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - i) Number of resolution plans received by Resolution Professional;
 - j) Filing of resolution plan with the Tribunal;
 - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
 - l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - (i) Pre and Post net-worth of the company;
 - (ii) Details of assets of the company post CIRP;
 - (iii) Details of securities continuing to be imposed on the companies' assets;
 - (iv) Other material liabilities imposed on the company;
 - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi) Details of funds infused in the company, creditors paid-off;
 - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
 - (ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names

of natural persons in control;

(x) Brief description of business strategy.

17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:
 - a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any
18. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit /division.
19. Material Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit /division (entirety or piecemeal).
20. Material Capacity addition or product launch.
21. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders /contracts not in the normal course of business.
22. Material Agreements (viz. loan agreement (s) (as a borrower) or any other agreement (s) which are binding and not in normal course of business) and revision(s) or amendment (s) or termination(s) thereof.
23. Major Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts et c.
24. Material Effect (s) arising out of change in the regulatory framework applicable to the listed entity.
25. Material Litigation(s) / dispute(s) / regulatory action(s) with impact.
26. Material Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
27. Options to purchase securities including any ESOP/ESPS Scheme.
28. Giving of guarantees or indemnity or becoming a surety for any third party.
29. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

30. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
31. Items in sub-regulation regulation 62.
32. Any other disclosures of event /information as specified by the Board from time to time.