

LANDMARC

Leisure Corporation Limited

CIN: L65990MH1991PLC060535

February 14, 2022

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code : 532275
Sub : Outcome of Board Meeting

Dear Sir / Madam,

1. This is to inform you that, the Board of Directors of the Company at its meeting held on Monday, February 14, 2022 inter alia, has considered and approved the following:

A. Unaudited Standalone Financial Results along with limited review report for the quarter ended December 31, 2021

You are requested to kindly take the same on your record.

Thanking You,

Yours faithfully,

For **Landmarc Leisure Corporation Limited**

MAHADEVA
N R
KAVASSERY

K.R. Mahadevan
Whole Time Director
DIN: 07485859

Unaudited Financial Results for the Quarter & Nine Months Ended 31st December 2021

(Rs. in Lacs)

Sr.No.	Particulars	Quarter Ended			YTD		Year Ended
		31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
	Income from operations						
1	a) Revenue from operations	-	1.00	0.30	1.13	0.45	1.06
	b) Other Income	0.88	0.04	0.20	0.95	0.90	1.96
	Total Income from operations	0.88	1.03	0.50	2.07	1.35	3.02
	Expenses						
	a) Cost of production	1.02	0.95	-	2.77	0.10	10.87
	b) Purchases of Stock-in-Trade	-	-	-	-	-	-
	c) Changes in Inventories of Finished Goods, Work-in-Progress and	-	-	-	-	-	-
2	d) Employee Benefit Expenses	6.57	5.08	9.35	20.12	18.53	27.01
	e) Depreciation and amortization expense	0.11	0.11	0.18	0.34	0.58	3.69
	f) Finance Costs	1.67	1.15	0.26	3.93	(1.73)	0.70
	g) Other expenses	12.53	17.28	5.91	34.52	26.92	35.27
	Total expenses (a to g)	21.91	24.57	15.70	61.67	44.40	77.54
3	Profit(+) / Loss (-) from operations before exceptional items and tax	(21.02)	(23.54)	(15.20)	(59.60)	(43.05)	(74.52)
4	Exceptional Items	-	-	-	-	-	-
5	Profit(+) / Loss (-) before tax (3+4)	(21.02)	(23.54)	(15.20)	(59.60)	(43.05)	(74.52)
6	Tax expense	-	-	-	-	-	(2.96)
	Current Tax	-	-	-	-	-	(2.60)
	Taxes for earlier years	-	-	-	-	-	-
	Deferred Tax	-	-	-	-	-	(0.36)
7	Net Profit(+) / Loss (-) for the period from continuing operations (5 + 6)	(21.02)	(23.54)	(15.20)	(59.60)	(43.05)	(71.56)
8	Profit / (Loss) from discontinuing operations	-	-	-	-	-	-
9	Tax expense of discontinuing operations	-	-	-	-	-	-
10	Profit / (Loss) from discontinuing operations (after tax) (8 + 9)	-	-	-	-	-	-
11	Profit / (Loss) for the Period (after tax) (7 + 10)	(21.02)	(23.54)	(15.20)	(59.60)	(43.05)	(71.56)
12	Other comprehensive income	-	-	-	-	-	-
	Items that will be reclassified to profit or loss	-	-	-	-	-	-
	Items that will not be reclassified to profit or loss [net of tax]	-	-	-	-	-	-
13	Total comprehensive income (11 + 12)	(21.02)	(23.54)	(15.20)	(59.60)	(43.05)	(71.56)
14	Paid up equity share capital	8,000.00	8,000.00	8,000.00	8,000.00	8,000.00	8,000.00
	Earnings Per Share						
15	Basic	(0.003)	(0.003)	(0.002)	(0.007)	(0.005)	(0.009)
	Diluted	(0.003)	(0.003)	(0.002)	(0.007)	(0.005)	(0.009)

Notes:

- The above audited financial results were reviewed by the Audit Committee at its meeting held on 14th February 2022 and were approved by the Board of Directors its meeting held on even date. The Statutory Auditors have conducted the limited review of the current quarter financial results as per SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- The Company has adopted Indian Accounting Standards (Ind AS) from 1st April 2017 with a transition date of 1st April 2016. The financial results have been prepared in accordance with Ind AS as prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

3 The format for audited quarterly results as prescribed in SEBI's circular CIR/CFD/CMD/15/2015 dated 30th November 2015 has been modified to comply with requirements of SEBI's circular dated 5th July 2016, Ind AS and Schedule III to the Companies Act, 2013.

4 The figures for the previous period have been regrouped and re-arranged, wherever necessary, to make them comparable with the current period.

5 The Management of the Company has decided to reduce its focus of Wellness activities and concentrate on Films, Media and TV Channel business. Accordingly, it has been decided to terminate the Company's agreements with two parties to whom security deposits have been given and utilize the resources so realized for Entertainment business. Accordingly, the Company is in discussions with both the parties for the refund of the said security deposit along with interest after necessary adjustments if any as agreed mutually. On the said grounds, the Company has requested SEBI to withdraw forensic audit & also uplift the restriction on promoters as well as directors to not to transfer or sell the shares held by them, though our promoter do not intend to sell any share. Further the Company has not recognised interest income amounting to Rs. 4751.01 lacs on the security deposit given. The Company has not provided for rentals payable to one of the Company amounting to Rs. 1116.87 for the premises being used in lieu of the unreceived interest income. In case of one of the Company, provisional liquidator has been appointed. In respect of the other Company, only principal recovery is currently being done and based on conservative approach, the Company has decided to recognise the said income only on receipt basis of such income. Further, the Company also contemplates certain adjustments from the said Companies which is currently under discussion.

6 In the earlier years, the Company had given an interest-free Security Deposit of Rs. 1,500 Lakhs to Shree Ram Urban Infrastructure Ltd. (SRUIL) as per Memorandum of Understanding (MoU) for establishment and running of wellness centre in the upcoming project of SRUIL, as per the terms of which the Company is entitled to share revenue with SRUIL/society for a specific period. However the Company is in advanced discussion with the said party for refund of deposit.

7 The Company has not carried out actuarial valuation as per the recommendations of Ind AS 15 issued by ICAI, and instead provided for Gratuity on accrual basis as per Management Estimates. The management is of the opinion that the provision created in the books is sufficient considering the number of employees & it has provided the same in current year on ad-hoc basis.

8 SEBI had passed a Confirmatory Order dated June 05, 2018 confirming the Interim Order whereby the directions issued by Bombay Stock Exchange (BSE) dated December 22, 2017 to the Company for conducting Forensic Audit was to be considered. However, the Company has filed an appeal to the Hon'ble Securities Appellate Tribunal (SAT) on July 26, 2018 in this regard. In the hearings carried on October 11, 2018, SAT has rejected the request for stay on the forensic audit & directed to co-operate with the Forensic Auditor appointed by BSE on 22.12.2017. The Company has provided some details to the Forensic Auditor and further working on the requirements given by Forensic Auditor. The Company had a hearing before SAT on 08.02.2019 and the matter stands over to next hearing dated 12.03.2019 in which the Company and SEBI are directed to bring out the latest position relating to the ongoing forensic audit. Further, in the hearing dated 25.04.2019, an undertaking was given by BSE officials that the Forensic Audit Report will be issued before 15.06.2019. However the said report was not received by the Company. The Company, its current & then Directors alongwith CFO's have received a Notice from SEBI regarding the details furnished by Forensic Auditor to SEBI on 17.02.2020 and a legal counsel has been hired by the Company to respond on it. Response was filed by the Legal Counsel and a hearing was fixed for 9th December'2020 with WTM of SEBI for the same. Officials of the Company have attended the hearing with the Legal Counsel on 9th December'2020 and the matter is pending with SEBI. Company was in discussion with Legal Counsel and filed a Settlement Scheme with SEBI for which application for the Company and officials was made. Subsequently, SEBI had provided penalty amount under the Settlement Scheme which was declined by the Company. The Company is in receipt of the Final Order from SEBI dated: 20.01.2022, in which the company and officials have been penalized under various sections.

9 The outbreak of Corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company has carried out a detailed study to assess the impact of COVID-19, including the second wave, on its liquidity position and on the recoverability and carrying values of its assets and has concluded that there is no significant impact on account of the same on its financial results as at 30th September 2021. The impact assessment of COVID 19 is a continuous process given the uncertainties associated with its nature and duration. The management will continue to monitor material changes to the future economic conditions which may have an impact on the operations of the Company.

10 In the earlier years, the Company had entered into a Revenue Sharing Agreement for occupying commercial spaces of SKM Real Infra Limited (formerly SKM Fabrics (Andheri) Ltd.) (SKM). As per the Agreement, the Company had given an interest-free Security Deposit to SKM in relation to running business of Wellness Academy, other allied activities and Films, Media and TV Channel etc. The Company had acquired larger space in the past and thus on non-usage of such larger spaces, the same was returned to SKM and certain portion of deposit was received back from SKM. The closing balance of the said deposit as on 31st December 2021 is Rs. 2,218.28 lakhs which is higher than the space occupied by the Company. The Management has evaluated that the deposit for the space occupied by the Company should be approximately Rs. 1,000 lakhs. Hence, the Company is in advanced discussion with SKM for proportionate refund i.e. Rs. 1218.28 lakhs and is hopeful for recovery in near future.

11 The Company has paid amounts of Rs. 40.24 lakhs to Vendors from whom the services have been availed and bills are not received. The Management is in talks with vendors for the regularization of the same. However, there is no impact on the Profit & Loss Account as all the expenses are relating to film projects which are under development.

**For and on behalf of the Board of Directors of
Landmarc Leisure Corporation Limited**



K. R. Mahadevan
Whole Time Director

DIN : 07485859
Mumbai
Date : 14.02.2022

Independent Auditor's Review Report on the Quarterly and Nine Monthly Unaudited Financial Results of the Company Pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to,
The Board of Directors
Landmarc Leisure Corporation Limited

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **Landmarc Leisure Corporation Limited** ("the Company") for the quarter ended December 31, 2021 and year to date from April 1, 2021 to December 31, 2021 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Provisions/Adjustment in respect of the following has not been considered in the accounts:

4. Attention is invited to Note No. 6 of Unaudited Financial Results of the Company regarding non-provision for doubtful Security deposit given by the Company and non-availability of confirmation, as the said Company has gone into Liquidation and liquidator has been appointed amounting to Rs. 1500 Lakhs, thereby understating the Loss for the quarter and nine month ended to the aforesaid extent.
5. Attention is invited to Note No. 5 of Unaudited Financial Results of the Company regarding non reorganization of interest income on security deposit given to two parties as mutually agreed with both the body corporate amounting to Rs 74.24 Lakhs and Rs 222.25 Lakhs for the quarter and nine month ended respectively and total interest income not recognised since the time the said security deposit has been given by the Company amounting to Rs 4751.01 Lakhs, Further, the Company has not provided for rentals payable to the said company amounting to Rs. 96.22 Lakhs and Rs 288.67 Lakhs for the quarter and and nine month ended respectively and total rental not provided till date is Rs 1187.03 Lakhs for the premises being used in lieu of the un-received interest income, having consequential impact on the Interest



income, Rental expenses, Loss and Deposit to the said extent thereby overstating the Loss for the quarter and and nine month ended to the above extent.

6. Attention is invited to 7 of unaudited Financial Results of the Company has during the quarter has not carried out Actuarial valuation as per the recommendations of Ind AS 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and instead provided for Gratuity on accrual basis as per Management Estimates. The amount of shortfall in such provision is currently unascertainable since the Actuarial Valuation was not carried out. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.
7. Attention is invited to 10 of unaudited Financial Results of the Company regarding no provision has been made towards doubtful recovery considered by us of pro rata security deposit (interest free) amounting Rs 1,218.28 Lakhs representing deposit given against unutilized vacant space forming part of the total deposit given by the Company in terms of the agreement having closing balance of Rs 2,218.28 Lakhs, which is higher than space occupied by the Company, the management has also evaluated the deposit for the space occupied by them which should be approximately Rs. 1,000 Lakhs, thereby non provision against the excess deposit is having consequential impact on the Loss for the quarter and and nine month ended to an extent of Rs. 1,218.28 Lakhs.
8. Attention is invited to Note No.11 of unaudited Financial Results of the Company regarding the fact that the company has paid an amount of Rs. 40.24 Lakhs to vendors from whom the services have been availed and Tax invoice are pending to be received. Further, during the quarter under review the Company has booked 50.81 tax invoice for films under development for payments made in earlier years for which adequate supporting to invoice are not available thereby having consequential impact of such on Capital work in progress and Advance to vendors is presently unascertainable in absence of Tax invoice.

Emphasis of Matter

9. Attention is invited to Note No. 8 of unaudited Financial Results of the Company which states that SEBI had passed a Confirmatory Order dated June 05, 2018 confirming the Interim Order whereby the directions issued by Bombay Stock Exchange (BSE) dated December 22, 2017 to the Company for conducting Forensic Audit was to be considered. However, the Company has filed an appeal to the Hon'ble Securities Appellate Tribunal (SAT) on July 26, 2018 in this regard. In the hearings carried on October 11, 2018, SAT has rejected the request for stay on the forensic audit & directed to co-operate with the Forensic Auditor appointed by BSE on 22.12.2017. The Company has provided some details to the Forensic Auditor and further working on the requirements given by Forensic Auditor. The Company had a hearing before SAT on 08.02.2019 and the matter stands over to next hearing dated 12.03.2019 in which the Company and SEBI are directed to bring out the latest position relating to the ongoing forensic audit. Further, in the hearing dated 25.04.2019, an undertaking was given by BSE officials that the Forensic Audit Report will be issued before 15.06.2019. The Company has not received any further communication from the BSE on the said matter nor received any aforesaid report. The Company, its current and then director, and KMPS have received a Notice from SEBI regarding the details furnished by Forensic Auditor to SEBI on 17.02.2020, the Company has request extension of time to reply to the said notice and have appointed a legal counsel to respond on it. Further a response was filed by the Legal Counsel and a hearing was fixed for



9th December'2020 with SEBI which was attended by Officials of the Company. The Company had filed Settlement Scheme with SEBI for which the final order has been granted by SEBI dated 20th January 2022 by virtue of the said order the Company and all the Key Management personal are liable to pay penalty aggregating to Rs 54.25 Lakhs within 45 days from the date of the order. Further, the Company and its KMP demat account has also been freeze for trading for a period of one year.

10. Attention is invited to Note No. 9 of unaudited Financial Results of the Company which states that an outbreak of Corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. Based on the Company assessment of impact of COVID-19, including the second wave, on its liquidity position and on the recoverability and carrying values of its assets and has concluded that there is no significant impact on account of the same on its unaudited financial results as at 31st December 2021. Further, the impact assessment of COVID 19 is a continuous process given the uncertainties associated with its nature and duration. The management will continue to monitor material changes to the future economic conditions which may have an impact on the operations of the Company.

Based on our review conducted as above, nothing has come to our attention except as stated above that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



For S K H D & Associates
Chartered Accountants
Firm Registration No. 105929W

H. M. Solanki

Hemanshu Solanki
Partner
Membership No. 132835

UDIN: 22132835ACCGIB7000

Mumbai, dated 14th February 2022