LANDMARK
DALMIA GROUP

Landmark Property Development Company Limited
Registered Office : 11th Floor, Narain Manzil,
23, Barakhamba Road, New Delhi - 110 001
CIN : L13100DL1976PLC188942

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Website : www.landmarkproperty.in

Date: March 31, 2015

Shri Jai Karan Kapur

Sub: Appointment as an Independent Director

Respected Sir,

We are pleased to inform you that upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 31st March, 2015 have approved your appointment as an Additional Director in the category of independent director subject to further approval by the shareholders at the ensuing 39th AGM to be held on 30th September, 2015. This letter sets out the terms of your appointment.

Retirement by Rotation

You will not be liable to retire by rotation.

Board Committees

During the tenure of office, You are expected to serve the committee(s) as the Board may decide from time to time.

Code of Conduct

You shall adhere to the Company's Code of Conduct for Board of Directors and give an annual affirmation that you have complied with the same.

Sitting Fees

You will be paid sitting fees and will be reimbursed of the expenses incurred for attending the Meetings of the Company or in connection with the work of the Company, as per decisions taken at the Board Meeting in for the same in accordance with Companies act, 2013 and the Articles of Association of the Company.

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Vacation Of Office

You shall vacate your office under the circumstances mentioned in Section 167 of the Act, which are as under -

a) You incur any disqualification as specified in Section 164 of the Act (extract enclosed as Annexure-II);
b) You absent yourself from all the meetings of the Board held during a period of 12 months with or without seeking leave of absence;
c) You act in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which you are directly or indirectly interested;
d) You fail to disclose your interest in any contract or arrangement in which you are directly or indirectly interested in contravention of the provisions of section 184 of the Act;
e) You become disqualified by an order of a Court or the Tribunal;
f) You are convicted by a Court for any offence whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months;
g) You are removed in pursuance of the provisions of Section 169 of the Act.

Termination of Office of Director

The term of office can be terminated earlier by either the Company or you in the manner provided in Sections 168 and 169 of the Act.

Confidential Information

Any confidential information which may come to your knowledge in the performance of your duties as a Director of the Company must not be divulged, except so far as you may be liable to disclose under any law in force.

We are confident that your association with our Company would add value to our organization.

Yours Sincerely,
For Landmark Property Development Company Limited

(Gaurav Dalmia)
Managing Director
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