

Date: 23rd May, 2023

To,

Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 532370.

Scrip Code: 509048

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 , we are enclosing herewith the Annual Secretarial Compliance Report issued by Mohan Kumar & Associates, Practicing Company Secretaries for the financial year ended March 31, 2023.

Kindly take the same on your records.

Thanking You,

Yours Faithfully,

For **LANCOR HOLDINGS LIMITED**

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KAUSHANI CHATTERJEE
COMPANY SECRETARY & COMPLIANCE OFFICER

Lancor Holdings Limited

VTN Square, 2nd Floor, No.58, (Old No.104) G.N. Chetty Road,
T. Nagar, Chennai - 600017 +91 44 28345880-83 | www.lancor.in
CIN:- L65921TN1985PLC049092 GSTIN:- 33AAACD2547C1ZA



**SECRETARIAL COMPLIANCE REPORT OF
LANCOR HOLDINGS LIMITED FOR THE YEAR ENDED 31.03.2023**
*[Pursuant to Regulation 24A (2) of the Securities Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulations, 2015]*

To,

Lancor Holdings Limited,

Arihant VTN Square II Floor 58 G.N.Chetty Road, T-Nagar, Chennai -600017.

I, A. Mohan Kumar, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanations/representations provided by **LANCOR HOLDINGS LIMITED** having Corporate Identification Number **L65921TN1985PLC049092** ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the BSE Limited (*BSE*), where its equity shares are listed ("the stock exchange"); with Scrip Code/Symbol of "509048";
- (c) website of the listed entity; and
- (d) any other documents/ filings, as may be relevant, which has been relied upon to make this certification

for the financial year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **During the financial year under review, there were no issue of shares.**

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- ***During the financial year under review, the promoters of the company, have made necessary disclosure under this regulation.***
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - ***The Company has not bought back any of its securities during the financial year under review and hence not applicable;***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021-***The Company has not issued any stock options to its employees and hence not Applicable during the financial year under review;***
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 -***Not Applicable as the Company has issued unlisted secured Non Convertible Debentures only;***
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And circulars/guidelines issued there-under; and based on the above examination, **I hereby report that**, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| S N o | Compliance Requirement (Regulations/ Circulars/ guideline including specific clause) | Regulation/ circular No. | Deviations | Action Taken by | Type of action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-------------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| NIL | | | | | | | | | | |

(c) The listed entity has taken the following actions to comply with the observations made in previous reports issued for the financial year 31.03.2022:

| Sr. No. | Compliance Requirement (Regulations/Circulars/guideline including specific clause) | Regulation/circular No. | Deviations | Action Taken by | Type of action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|----------------|--|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| NOT APPLICABLE | | | | | | | | | | |

(d) The Additional Affirmations to be provided based on the Circulars issued by the Recognized Stock Exchanges in consultation with SEBI are as follows:

| Sr. No. | Particulars | Compliance status (Yes/No/NA) | Observations /Remarks by PCS |
|---------|--|-------------------------------|------------------------------|
| 1. | <u>Secretarial Standards</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) | Yes | - |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes Yes | - |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website | Yes Yes Yes | - |

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|----|--|-----------|---|
| 4. | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | - |
| 5. | <u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries | NA Yes | The Company has two Unlisted wholly-owned subsidiaries viz, Lancor Maintenance And Services Limited and Lancor Infinys Limited |
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | Yes | |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | |
| 8. | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | Yes | - |
| 9. | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | The Vacation of Office of Ms. Nagalakshmi Naganathan has happened with effect from 31-07-2022. The Company intimated the same to the Stock Exchange within a period of 24 hours i.e. on 04-08-2022 after receiving the information (confirmation of |

| | | | |
|-----|---|-----|---|
| | | | Management) regarding date of such vacation of Office. Also the Board took note of the resignation in its Board Meeting held on 08.08.2022. |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | - |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | NA | - |
| 12. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | NA | - |

For Mohan Kumar & Associates

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A. Mohan Kumar

Practicing Company Secretary

Membership Number: FCS 4347

Certificate of Practice Number: 19145

Peer review Certificate No. 2205/2022

UDIN: F004347E000350660

Place: Chennai
Date: 22-05-2023

This Report is to be read with my testimony of even date that is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,

Lancor Holdings Limited [CIN:L65921TN1985PLC049092]

My Secretarial Compliance Report of even date for the financial year ended 31st March 2023 is to be read along with this Annexure.

1. The management of the listed entity is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").
2. I have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, I have taken an overall view based on the compliance process and procedures followed by the listed entity, and have considered compliance related actions taken by the listed entity after 31st March 2023, but before the issue of this report.
4. I have considered compliance related actions taken by the listed entity based on independent legal/profession opinion obtained, as being in compliance with law, wherever there was scope for multiple interpretations. We have relied on confirmations by the listed entity and its representatives for the purposes of reporting as to the actions, if any, taken against the listed entity, its promoters or directors, by SEBI or the stock exchanges under the SEBI or the SCRA.
5. I have verified the records furnished to us/me on a test basis to see whether the correct facts are reflected therein. I have also examined the compliance procedures followed by the listed entity on a test basis. We believe that the processes and practices I followed provide a reasonable basis for our opinion.
6. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. Wherever required, I have obtained the Management representation about the Compliance of laws, rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events etc.
8. The Secretarial Compliance report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mohan Kumar & Associates

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A. Mohan Kumar

Practicing Company Secretary

Membership Number: FCS 4347

Certificate of Practice Number: 19145

UDIN: F004347E000350660

Place: Chennai

Date: 22-05-2023