

Date : 28th May, 2019

To,

Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 532370.
Scrip Code : 509048

Dear Sir/Madam,

Sub : Submission of Annual Secretarial Compliance Report for FY 2018-19

Pursuant to the SEBI Circular dated February 8, 2019, we are attaching herewith the Annual Secretarial Compliance Report of the Company for the Financial Year 2018 – 19 issued by Mr A. Mohan Kumar, Practising Company Secretary.

Request you to kindly take the same on record.

Thanking You,

Yours Faithfully,

For **LANCOR HOLDINGS LIMITED**

Mallika Ravi
MALLIKA RAVI
CHIEF EXECUTIVE OFFICER





A. Mohan Kumar, B.A., B.L., F.C.S., ACMA.,
Practising Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF LANCOR HOLDINGS LIMITED FOR THE YEAR ENDED
31.03.2019.**

I have examined:

- (a) all the documents and records made available to us and explanation provided by Lancor Holdings Limited("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019("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, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; The Company has not issued any shares/security during the financial year under review and hence not applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and 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) Regulations, 2014; Not Applicable to the Company during the financial year under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; During the financial year under review the Company has not issued any debt securities and hence not applicable;
- (g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; During the financial year under review the Company has not issued any Non-Convertible Redeemable Preference Shares and hence not applicable;

A. Mohan Kumar



- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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, except in respect of matters specified below:-

S.No.	Compliance Requirement (Regulations/Circulars/guideline including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Constitution of Board Of Directors - Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), 2015	Since the Chairman is also a Promoter, at least one half of the Board of Directors should be Independent Directors. There is only one Independent director as on the date of issuing the Report.	The Board was duly constituted till 30 th March 2019. On 30 th March 2019, 3 Independent Directors have resigned; all of them are aged above 70 years. Hence as on 31 st March 2019, requisite numbers of Independent Directors were not in the Board. I have been informed that the Company is in the process of identifying Independent Directors and would comply this provision by the ensuing Board Meeting.
2.	Constitution of Committees – Regulation 18, 19, 20 of SEBI (Listing Obligations and Disclosure Requirements), 2015	Since 3 Independent Directors resigned on 30 th March 2019, the Board now consists of only 1 Independent Director. Hence Audit Committee, NRC Committee and CSR Committee not duly constituted	I have been informed that the Company is in the process of identifying Independent Directors and re-constitute all committees by the ensuing Board Meeting.



[Handwritten Signature]

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(c) 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.No.	Actions taken by	Details of Violation	Details of action taken	Observations/Remarks of the Practicing Company Secretary, if any.
1.	SEBI order dated 20.10.2017	Failure to make public announcement on acquisition of shares through bulk deals by promoters	Fine of Rs. 20 Lakhs imposed on 4 promoters: 1. R V Shekar 2. Shyamala Shekar 3. Sangeetha Shekar 4. Swetha Shekar	The Promoters have filed an appeal on the said order passed by SEBI and the matter is still pending.


(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No.	Observations of the Practicing Company Secretary in the previous reports.	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

For Mohan Kumar & Associates

Place: Chennai.
Date: 27.05.2019




A. Mohan Kumar
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145