



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
31.03.2020**

I have examined:

- (a) 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 31.03.2020 ("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 there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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; Not Applicable to the Company during the financial year under review;



- (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;
- (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:

S.No.	Compliance Requirement (Regulations/Circulars/guideline including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far 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.	Appeal filed by SEBI with Supreme Court bearing Civil Appeal No: 10309 of 2018.	Failure to make public announcement on acquisition of shares through bulk deals by promoters	SAT Order of May 28 th ,2018 in favour of Promoters against SEBI of its Order of October 17 th ,2017 and dismissing the penalty imposed by SEBI.	SEBI filed appeal in Supreme Court against the impugned Order of SAT and the matter is pending..
2.	BSE Notice dated 17-06-2019	Late Submission of Financial Results for the Quarter and year ended 31 st March 2019	Fine of Rs. 35,400 imposed on the Company	A meeting of the Board of Directors was convened for approval of financial results for the quarter and year ended 31 st March, 2019. Due to non-availability of quorum the Chairman using his powers as per Section 174(4) of the Companies Act, 2013 adjourned the meeting for approval of accounts to 5 th June, 2019. The Audited Financial Results were approved at the adjourned meeting of the Board and duly filed with BSE. Subsequently, BSE sent a notice for delay in submission of financial results and imposed a penalty which was paid under protest by the Company.

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(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 31-03-2019	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Constitution of Board Of Directors - Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), 2015	Compliance with regard to appointment of Independent Directors as per LODR requirement.	The Board appointed Dr. Gowri Ramachandran, Mr. K.Harishankar and Mr. Kamalesh Sekhar in the Board Meeting held on 05.06.2019 to fill the casual vacancy caused by the resignation of Mr. S.V. Venkatesan, Mr. T.P. Raman and Mr. R. Sankaranarayanan on 30-03-2019.	The Company has taken steps and complied with the applicable provisions within the stipulated time lines.
2.	Constitution of Committees - Regulation 18, 19, 20 of SEBI (Listing Obligations and Disclosure Requirements), 2015	Compliance with regard to appointment of Independent Directs to Audit Committee, NRC Committee, and CSR Committee.	The Committees of the Board i.e. Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stake Holders Relationship Committee were reconstituted comprising of the newly inducted Independent Directors and the same was intimated to the Stock Exchange.	The Company has taken steps and complied with the applicable provisions within the stipulated time lines.

For Mohan Kumar & Associates




Place: Chennai
Date: 30-06-2020

A. Mohan Kumar
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145
UDIN:F004347B000414658