

Date: 17<sup>th</sup> July, 2023

To,

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

**Scrip Code: 509048**

Dear Sir/Madam,

**Sub: Notice of the 38<sup>th</sup> Annual General Meeting.**

Pursuant to Regulation 30 read with paragraph A of part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 38<sup>th</sup> Annual General Meeting of the Company, which will be held on Wednesday, 9<sup>th</sup> August, 2023 at 11.30 AM through Video Conference (VC)/ Other Audio Visual Means (OAVM). The said Notice forms part of the Integrated Annual Report FY 2022-23.

It is further confirmed that the Notice convening the 38<sup>th</sup> AGM along with Annual Report for the financial year 2022-23 is sent only through emails to all shareholders whose email address are registered with the Company/ Depository Participant(s).

Kindly take the above on record.

Yours Faithfully,

For **LANCOR HOLDINGS LIMITED**

**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](http://www.lancor.in)  
CIN:- L65921TN1985PLC049092 GSTIN:- 33AAACD2547C1ZA

## NOTICE OF THE 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting (AGM) of the members of Lancor Holdings Limited will be held on Wednesday, 9<sup>th</sup> August, 2023 at 11.30 AM through Video Conference (VC)/ Other Audio Visual Means (OAVM), to transact the following businesses:

### Ordinary Business:

#### 1. Adoption of Standalone and Consolidated Financial Statements

- a. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

#### 2. Re-appointment of Mr. S. Sridharan as a Director, liable to retire by rotation

To appoint a Director in place of Mr. S. Sridharan (DIN: 01773791), who retires by rotation and being eligible, offers himself for re-appointment.

#### 3. Appointment of Statutory Auditor

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Audit & Auditors) Rules, 2014, and such other applicable provisions, if any, of the Act or Rules framed thereunder including any statutory enactment or modification thereof and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s. G M Kapadia & Co., Chartered Accountants, (Firm’s Registration No. 104767W) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Nayan & Parikh & Co., Chartered Accountants, (Firm Registration No. 107023W), the retiring auditors, for a period of five consecutive years to hold office from the conclusion of this 38th Annual General Meeting until the conclusion of 43th Annual General Meeting of the Company i.e. for the F.Y. 2027-28 at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit.

### Special Business:

#### 1. To approve issue of bonus equity shares

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 , 294 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and subject to such approvals, consent, permissions, conditions and sanctions as may be necessary from appropriate Authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions and modifications by the Board of Directors and subject to such permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for capitalization of such sum standing to the credit of the free reserves or any other permitted Reserves / Surplus being eligible for the purpose (as per the Audited Financial Statements of the Company for the financial year ended 31st March 2023), as may be considered necessary by the Board of Directors (hereinafter referred to as ‘the Board’) for the purpose of issuance of fully paid-up bonus equity shares) (‘bonus shares’) to the members of the Company of 2,02,50,000 bonus equity shares of Rs. 2/- (Rupees Two) each in the proportion of 1 (One) Bonus Share for every 2 (Two) fully paid-up equity shares to the equity shareholders of

the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on such date as may be fixed by the Board for this purpose ('record date') AND THAT the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member."

**FURTHER RESOLVED THAT** the Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and carry the same rights as the existing fully paid Equity Shares of the Company.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and the shareholders of the Company who hold shares of the Company in dematerialized form as on record date, the Bonus Shares shall be credited to the respective demat accounts of the shareholders and the shareholders of the Company who hold shares of the Company in physical form as on record date, shall be transferred to the Suspense Account opened for such purpose within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

**FURTHER RESOLVED THAT** the issue and allotment of the proposed bonus shares to the extent that they relate to Members who are Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/guidelines issued/amended by RBI or any other authority, from time to time, in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to employees and/ or officers of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution."

##### **5. To Appoint Mrs. Vinodhini Sendhil Manian (DIN:08719578) as an Independent Director of the Company**

To Consider and if thought fit, to pass the following resolution as a Special Resolution

**"RESOLVED** pursuant to Section 149,150,152 and 161 of the Companies Act, 2013 read with Schedule IV and rules Companies (Appointment and qualification of Directors) Rule, 2014 and all other applicable provisions of the Companies Act, 2013 and the rules framed there under and Regulation 17 and 25 (2A)of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Vinodhini Sendhil Manian (DIN:08719578), who was appointed as an Additional Director (Category Independent Director) of the Company with effect from 28th June, 2023, on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their Meetings held on 28th June, 2023,who meets the criteria for independence under section 149(6) of the Companies Act2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby regularized as an Independent Director of the Company to hold office for a period of 05 (five) consecutive years with effect 28th June, 2023. The provisions of Section 152(6) in respect of retirement of directors by rotation shall not be applicable to her during her tenure and she will be eligible for sitting fees for attending the meeting of Board and Committees.

**RESOLVED FURTHER THAT** any of the directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

**6. To Appoint M/s. BY & Associates, as Cost Auditor of the Company**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), M/s. BY & Associates, Cost Accountants (Firm Registration No. 003498), appointed as the Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee of the Board, to conduct the cost audit for the financial year 2023-24, be paid a remuneration of Rs. 1,00,000/- (Rupees One Lakh only ) plus applicable service tax and out-of-pocket expenses, at actual incurred, if any, in connection with the audit, as may be authorized by the Board.”

Place: Chennai

Date : 14<sup>th</sup> July, 2023

**By order of the Board of Directors For  
Lancor Holdings Limited  
RV Shekar  
(DIN: 00259129)  
Chairman**

**Registered Office:**

Lancor Holdings Limited

“VTN Square” No.58,

G.N. Chetty Road, T. Nagar, Chennai-600 017,

Tamilnadu, India.

E-Mail ID:comsecy@lancor.in

Website:www.lancor.in

CIN: L65921TN1985PLC049092

**NOTES**

- (i) In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 2/2022 dated 05<sup>th</sup> May, 2022, 21/2021 dated 14<sup>th</sup> December, 2021, read with other General Circular Nos. 20/2020 dated 5<sup>th</sup> May, 2020, 14/20 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 02/2021 dated 13<sup>th</sup> January, 2021 and 10/2022 dated 28<sup>th</sup> December, 2022 and Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated 13.05.2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as 'Circulars') permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) and aforesaid Circulars, the 38<sup>th</sup> AGM of the Company is being held through VC/OAVM on Wednesday, 9<sup>th</sup> August, 2023 at 11.30 a.m.(IST). The deemed venue for the 38<sup>th</sup> AGM shall be Registered office of the Company.
- (ii) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the business under Item Nos. 3 to 6 of the Notice are annexed hereto. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed. All matters under Special Business of the AGM Notice are considered to be unavoidable by the Board of Directors of the Company and hence included.
- (iii) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND SUCH A PROXY NEED NOT BE A MEMBER.** However, as per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for the AGM to be conducted in electronic mode. Accordingly, the Attendance Slip and Proxy Form have not been annexed to this Notice of AGM.
- (iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. In case of joint holders attending the AGM through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
- (v) In terms of Section 152 of the Companies Act, 2013, Mr. S. Sridharan (DIN:01773791), Director of the Company, retires by rotation at the meeting and being eligible, offers himself for re-appointment. A brief resume of the directors proposed to be appointed / re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in the annexure to the notice.
- (vi) The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 3<sup>rd</sup> August, 2023 to Wednesday, 9<sup>th</sup> August, 2023 (both days inclusive).
- (vii) Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical share members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, viz. M/s. Cameo Corporate Services Ltd. "Subramanian Building" No.1, Club House Road, Chennai, 600002, Tel : Phone No.044-28460390 - 94, Email Id: investor@cameoindia.com / agm@cameoindia.com .
- (viii) The queries on the accounts and operation of the Company, if any, may please be sent to the Company at Registered Office No. 58, Arihant VTN, Square, 2nd Floor, G N Chetty Road T Nagar, Chennai, Tamil Nadu, 600017 or through email to compsecy@lancor.in (marked to the attention of CS/CFO) at least 7 (seven) days prior to the date of AGM.
- (ix) In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to



cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting is set forth in the Notice. The cut-off date for determining the eligibility to vote by electronic means shall be 2<sup>nd</sup> August, 2023.

- (x) The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide facility of voting through electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the AGM. The facility of voting through electronic voting system will be available during the AGM also. Members who have casted their vote by remote e-voting may attend the AGM, but shall not be able to vote electronically at the AGM. Such members will also not be allowed to change or cast vote again. The Company shall be providing the facility of voting through e-voting and members attending the AGM who have not already casted their vote by remote e-voting shall be able to exercise their right during the AGM.
- (xi) In keeping with the Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
- (xii) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection.
- (xiii) The details under SEBI Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.

**(xiv) Transfer of Unclaimed/Unpaid Dividend to Investor Education Protection Fund (IEPF):**

Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), all unclaimed/unpaid dividend remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to an IEPF Demat Account. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. However, Members are entitled to claim their shares and uncashed dividends so transferred by the Company from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules. Members attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

The Company has uploaded the details of the unclaimed dividends in respect of the financial years on the website of the IEPF - [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company – [www.lancor.in](http://www.lancor.in), under 'Investor' Section.

**Important Shareholders Communication:**

- The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21<sup>st</sup> April, 2011 and Circular No.18/2011, dated 29<sup>th</sup> April, 2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Board's Report, Auditors Report etc.) to the shareholders through electronic mode, to their registered email addresses. In case you are desirous of having the digital version of the Annual Report, you may write to us at [compsecy@lancor.in](mailto:compsecy@lancor.in) or at the registered Office of the Company. The Annual report of the Company can be accessed at Annual Report category of Investor information in the website of Company [www.lancor.in](http://www.lancor.in).

- Electronic copy of the Notice of the 38<sup>th</sup> AGM and Annual Report for the financial year 2022-23 of the Company inter alia indicating the process and manner of voting through electronic means is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes.
- For members who have not registered their email address, physical copies of the Notice of the AGM and Annual Report for the financial year 2022-23 will not be sent due as per the SEBI circular dated 13<sup>th</sup> May, 2022 & 05.01.2023 and MCA Circular dated 5<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022.

Members can register their e-mail addresses with RTA for obtaining the AGM Notice & Annual Report in the following URL: <https://investors.cameoindia.com>

- SEBI vide Circulars dated 3<sup>rd</sup> November, 2021, 14<sup>th</sup> December, 2021 and 16<sup>th</sup> March, 2023, mandated furnishing of PAN, Nomination, Contact details, Bank Account details and Specimen signature of the holders of physical securities for their corresponding folio numbers through respective Forms. In case of Folios wherein any one of the above mentioned documents / details not available on or after 1<sup>st</sup> October, 2023, the said folios shall be frozen by the RTA. Further, compulsory linking of PAN and Aadhaar by all the holders of physical securities should be completed within the date extended by the Central Board of Direct Taxes (CBDT) [(i.e.) 30<sup>th</sup> June, 2023]. The folios in which PANs are not linked with Aadhaar numbers as on the notified cut-off date (i.e.) 30<sup>th</sup> June, 2023 or any other date as may be specified by the CBDT, shall also be frozen.
- Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form in case of processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <http://www.lancor.in> and on the website of the Company's Registrar and Transfer Agents, Company at <https://cameoindia.com/wp-content/uploads/2022/03/Form-ISR-4.pdf>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
  - (i) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 2<sup>nd</sup> August, 2023.
  - (ii) The Board of Directors has appointed Mr. A. Mohan Kumar, Practicing Company Secretary, as the Scrutinizer for conducting the voting process (Remote e-Voting and e-Voting at AGM) in a fair and transparent manner.
  - (iii) The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the e-voting period unblock the votes casted through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes casted in favor or against, if any, to the Chairman of the meeting who shall countersign the same and declare the result of the voting.
  - (iv) The results shall be declared by the Chairman or by any person authorised by him in this regard on or before 11<sup>th</sup> August, 2023. The result along with the Scrutiniser's report shall be placed on the Company's website [compsecy@lancor.in](mailto:compsecy@lancor.in) and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited. The resolution, if approved will be taken as passed effectively on the date of declaration of the result, explained as above.
  - (v) Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

**(i) CDSL e-Voting System – For Remote e-voting and e-voting during AGM:**

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.lancor.in](http://www.lancor.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No.20/2022 dated 05th May, 2022, 10/2022 dated 28<sup>th</sup> December, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, to conduct their AGMs on or before 30<sup>th</sup> September, 2023.



**SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, 6<sup>th</sup> August, 2023 and ends on Tuesday, 8th August, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 2<sup>nd</sup> August, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant** to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compsecy@lancor.in](mailto:compsecy@lancor.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 6 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 6 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Com- pounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**Place: Chennai**

**Date : 14<sup>th</sup> July, 2023**

**By order of the Board of Directors  
For Lancor Holdings Limited**

**RV Shekar,  
(DIN: 00259129)  
Chairman**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice dated 14<sup>th</sup> July, 2023.

**Item No. 3****Appointment of Statutory Auditor**

In line with the requirements of Section 139(2) the Companies Act, 2013, M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) was appointed as Statutory Auditor of the Company at the 33<sup>rd</sup> AGM held on September 24, 2018 to hold office from the conclusion of the said meeting till the conclusion of the 38<sup>th</sup> AGM to be held in the year 2023. The term of office of M/s. Nayan Parikh & Co., as Statutory Auditors of the Company will conclude from the close of the forthcoming AGM of the Company.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency

in conduct of audit, independence, etc., and on completion of term of M/s. Nayan Parikh & Co., the Board of Directors of the Company, based on the recommendation of the audit committee, at its meeting held on May 29, 2023, recommended the appointment of M/s. G M Kapadia & Co., Chartered Accountants (Firm's Registration No. 104767W) as the Statutory Auditor of the Company to hold office for a term of five consecutive years from the 38<sup>th</sup> AGM till the conclusion of the 43<sup>th</sup> AGM to be held for F.Y. 2027-28 at a remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit and placed for the approval of the shareholders at this AGM. The Company has received a confirmation from G M Kapadia & Co., Chartered Accountants that they are eligible for appointment as Statutory Auditors of the Company under Section 139 of Companies Act, 2013 and meet the criteria for appointment as specified in Section 141 of the Companies Act, 2013.

G. M. Kapadia & Co. is a firm of Chartered Accountants in India. The Firm provides services in the fields of audit and assurance, tax and regulatory, transaction advisory and consulting keeping in mind the regulatory and commercial environment within which the Firm's clientele operate.

The Firm was established in 1938, by late Mr. G. M. Kapadia. Given the high rates of taxation prevailing in India in the second half of the last century, the Firm's area of specialization was tax planning. With the rationalization of tax rates over the last four decades coupled with the globalization of the Indian economy, the Firm has graduated to a full service firm, offering its clients the entire bouquet of services.

The Firm has been instrumental in establishing Indian operations for many foreign companies and involves itself in creating efficient investment models for foreign investments into India. The Firm also renders transaction advisory services and has advised clients on a large number of domestic and international mergers and acquisitions.

The Firm's domestic and international clients range from privately owned entities to public listed companies including fortune 500 companies, banks, insurance companies, investment banks, venture capital funds, mutual funds, private equity funds, brokers and high net-worth individuals. Over the years, the Firm has established excellent working relationships with statutory authorities, international firms of Chartered Accountants, Lawyers and Investment Bankers. The Firm's relationships with its clients are essentially based on its commitment to the quality of service and on the trust and confidence reposed in the partners of the Firm. The Firm is proud to service its heritage clients, some in their fourth successive generation.

With the help of state of the art systems, the Firm offers an enhanced level of service to its clients. The Firm also invests in building human resources which are paramount to any service function. A staff of dedicated professionals with diverse skills and proficiency give the Firm the ability to quickly respond to client queries and also to set-up separate dedicated teams to deal with the complexities involved.

No Director, Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution. The Board of Directors recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval of the Members of the Company.

#### ITEM No. 4

##### To approve issue Bonus Shares.

In appreciation to the continuing support from the members of the Company and in view to increase the liquidity of the equity shares and to expand the retail shareholder base and to encourage the participation of small investors by making equity shares of the company affordable, the Board of Directors of the Company, at its meeting held on 14<sup>th</sup> July, 2023, subject to approval of the shareholders of the Company and any other statutory and regulatory approvals as applicable, approved and recommended bonus issue of equity shares in the proportion of One (1) equity share of Rs.2 (Rupees Two) each fully paid-up for every Two (2) existing equity share of 2 (Rupees Two) each fully paid-up of the Company held by the shareholders as on the Record Date by capitalizing a sum not exceeding Rs. 405,00,000/- out of the Free Reserves or any other permitted Reserves / Surplus being eligible for the purpose as per the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023. Further, the Board of Directors has approved the record date for the purpose of determination of the shareholders who shall be entitled to Bonus Shares, as Friday, August 18, 2023.

Presently, the Authorised Share Capital of the Company is Rs. 18,06,00,000/- consisting of 9,03,00,000 Equity Shares having face value Rs. 2/- each and Issued Subscribed and Paid-up Capital is Rs. 8,10,00,000/- consisting of 4,05,00,000 Equity shares having face value Rs. 2/- each. Post approval of the shareholders for the bonus issue, the paid-up equity share capital of the Company would increase to Rs.12,15,00,000/- consisting of 6,07,50,000 equity shares of face value of Rs. 2/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines and regulations issued by SEBI and subject to such approvals, if required, from the statutory authorities. , the issue of bonus shares of the Company requires approval of the Members of the Company. Accordingly, approval of the Shareholders of the Company is hereby sought by way of Ordinary resolution as set out in this AGM Notice. Accordingly, the Equity Share Capital of the Company post bonus issue is projected below:

Equity Capital	Existing Capital	Ratio of 1:2	
		1 (one) Bonus share for every 2 (two) shares held	
		Pre-Bonus Issue	Post- Bonus Issue
	(A)	(B)	(A+B)
Authorised (Shares)	9,03,00,000	9,03,00,000	9,03,00,000
Authorised (Rs.)	18,06,00,000	18,06,00,000	18,06,00,000
Issued Subscribed and Paid-up (shares)	4,05,00,000	405,00,000	6,07,50,000
Issued Subscribed and Paid-up (Rs.)	8,10,00,000	8,10,00,000	12,15,00,000

The Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and carry the same rights as the existing fully paid Equity Shares of the Company.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board of Directors will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, aggregating of such fractions and allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members.

Further, pursuant to the Regulation 294(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the allotment of shares in bonus issue shall be made in dematerialized form only and thus, in case of members who holds equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened for such purpose, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the proposed item no. 4, except to the extent of their shareholding in the Company.

The Board recommends the resolution set out in item No. 4 for approval by the shareholders by way of an Ordinary Resolution.

**Note:**

Documents required: Request letter in Form ISR-4 by ticking the box “claim from Bonus unclaimed suspense account” in column B (Annexure -1) duly signed by the shareholder(s) along with the other documents mentioned therein and a self -attested copy of the PAN card.

The above Documents to be sent to RTA on the below mentioned address if the shareholders holding shares of the company in physical mode as on the record date

Name: Cameo Corporate Services Ltd.

Unit: LANCOR HOLDINGS LIMITED

Address: “Subramanian Building” No.1, Club House Road, Chennai - 600002.

Phone: 044-40020742 / 710

Email: investor@cameoindia.com

Procedure:

1. The applicant should ensure that they have a valid demat account.
2. On submission of ISR-4 Form, RTA will verify the same, if all the documents are in order, will process the claim & credit the shares into the demat account of the claimant(s) accordingly.

**ITEM No.5**

**Appointment of Mrs.Vinodhini Sendhil Manian(DIN: 08719578) as Independent Director of the Company**

Mrs. Vinodhini Sendhil Manian(DIN: 08719578) was appointed as an Additional Director of the Company in the capacity of Independent Director on 28th June, 2023 subject to the approval of the Members of the Company. The Nomination and Remuneration Committee and the Board have recommended the appointment of Mrs. Vinodhini Sendhil Manian(DIN: 08719578) as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received declaration from Mrs. Vinodhini Sendhil Manian(DIN: 08719578) confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI ( )Regulations 2015 and also she is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company.

In line with the Company's remuneration policy for Independent Directors, will be entitled to receive sitting fees as approved by the Board of Directors and will not be liable to retire by rotation.

Mrs.Vinodhini was a Marketing Professional with 10+ years of experience in the corporate with FMCG & Auto ancillary companies like Cavin Kare Ltd, Castrol India Ltd and Amara Raja Batteries Group. She is also a Management Faculty with 10 years of academic experience with reputed institutions – Department of Management studies-M.O. P Vaishnav college and Meenakshi Sundararajan School of Management, Chennai. She is holding Directorship as an Independent Women Director at Igarashi Motors India Ltd- Chennai, since March 2020. She was actively involved in Budgeting, Sales planning & Product Pricing and has handled Retail & Institutional sales, sales promotional

activities in markets at Delhi, Chennai & Trichy. She has experience in Developing Brand strategy, logo ideation & development for Mangal Precision- An Amara Raja group company. She is an effective communicator with good cross-cultural communication, excellent relationship building, interpersonal skills & leadership qualities. She has hands in devising & developing marketing support material like Website, Direct mailers, Brouchers, handouts, price list, Banners, posters, T shirts etc to support the sales and marketing goals of the organisation. She has good Vendor Management experience in sourcing corporate gifts and other marketing promotional material.

No Director, Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution.

The Board of Directors recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval of the Members of the Company.

## ITEM No. 6

### To Appoint M/s. B Y & Associates, as Cost Auditor of the Company

The Company is required under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the aforesaid Rules conducted by a Cost Accountant in practice. The Board of Directors of the Company had based on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. B Y & Associates, Cost Accountants (Firm Registration Number 003498) as the Cost Auditors to examine and conduct audit of cost records of the Company for the year ending 31st March, 2024, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection in accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

M/s. B Y & Associates, Cost Accountants have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Accordingly, consent of the Members is being sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the year ending 31st March, 2024.

The Board commends the Resolution at Item No. 6 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No.6 of the accompanying Notice.

## Annexure to Item No. 2 & 5

**Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the details of Director seeking appointment / re-appointment at the Annual General Meeting are given below:**

S. No	CATEGORY		
1.	Name of the Director	Mr. S.Sridharan	Mrs. Vinodhini Sendhil Manian
2.	Age	69 years	47
3.	Nationality	India	India
5.	Qualification, brief resume/expertise in specific functional areas	He is a Chartered Accountant. He is having a vast experience in the field of Audit , Taxation & Strategic Planning	She is a BA, MBA, UGC NET. She had also Qualified Online Certification in International Business (IIT-NPTEL). She is a Marketing Professional with 10+ years of experience in the corporate
6.	Date of first appointment to the Board	13/11/2014	28/06/2023

7.	Terms and conditions Appointment/ Re-appointment	Item No.2	Items No. 5
8.	Revised Remuneration sought to be paid	NA	NA
9.	Remuneration for FY 2021-22	60,000 (Sitting Fees)	NA
10.	Shareholding in this Company	10,99,918 shares (These Shares are held jointly by Mrs. Rajeshwari Sridharan W/o. Mr. S.Sridharan and Mr. S.Sridharan)	NIL
11.	Relationship	Relationship with directors: Nil Relationship with Manager: Nil Relationship with Key Managerial Personnel: Nil	Relationship with directors: Nil Relationship with Manager: Nil Relationship with Key Managerial Personnel: Nil
12.	No of Board meetings attended and held during the year	4 out of 5 meetings	NA
13.	Directorship in Other listed entities	Shree Renuka Sugars Ltd.	Igarashi Motors India limited
14.	Name(s) of other entities in which holding of directorship	<ol style="list-style-type: none"> <li>1. Galfar Engineering &amp; Contracting (India) Private Limited.</li> <li>2. Tecton Engineering &amp; Construction (India) Private Limited.</li> <li>3. Chellammal Ganesan Homes Private Limited.</li> <li>4. Ashadiya Foundation.</li> <li>5. Geri Home Care Services Private Limited.</li> <li>6. Investors Financial Education Academy</li> <li>7. MFAR Constructions Pvt. Ltd.</li> <li>8. Shree Renuka Sugars Ltd.</li> <li>9. Srismart Services LLP</li> <li>10. Maha Hydraulics Private Limited</li> </ol>	Igarashi Motors India limited
15.	Chairpersonship/ Membership in committees of other Entities	<b>Sree Renuka Sugars Limited</b> Audit Committee- Member	<b>Igarashi Motors India limited</b> Audit Committee- Member Nomination and Remuneration committee- Member Risk Management Committee- Member Corporate Social Responsibility Committee- Member Stake holder relationship committee- Chairman & Member
16.	Names of listed entities from which she/he/Director has resigned in the past 3(three) years	NA	NA