

**General information about company**

|  |                         |
|--|-------------------------|
| Scrip code   | 509048                  |
| NSE Symbol   |                         |
| MSEI Symbol  |                         |
| ISIN   | INE572G01025            |
| Name of the entity   | LANCOR HOLDINGS LIMITED |
| Date of start of financial year                                | 01-04-2019              |
| Date of end of financial year                                  | 31-03-2020              |
| Reporting Quarter  | Yearly                  |
| Date of Report   | 31-03-2020              |
| Risk management committee                                      | Not Applicable          |
| Market Capitalisation as per immediate previous Financial Year | Any other               |

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

| Name of Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directors in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) |
|------------------|------------|----------|--|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|
| SHEKAR           | AFUPR6488L | 00259129 | Non-Executive - Non Independent Director | Chairperson             |                         | 20-06-1949    | NA  |                                    | 29-09-2014                  |                        |                   |                                | 1  | 1  |
| PHARAN           | ABDPS0503N | 01773791 | Non-Executive - Non Independent Director | Not Applicable          |                         | 01-11-1953    | NA  |                                    | 13-11-2014                  |                        |                   |                                | 1  | 1  |
| PHARAN           | AAAPH6145F | 08400170 | Non-Executive - Non Independent Director | Not Applicable          |                         | 02-08-1963    | NA  |                                    | 29-03-2019                  |                        |                   | 60                             | 1  | 1  |
| UJDEVAN          | AADPV8601M | 02025846 | Non-Executive - Non Independent Director | Not Applicable          |                         | 06-06-1948    | NA  |                                    | 29-03-2019                  |                        |                   | 60                             | 1  | 1  |

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explained

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director   | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in month) |
|----|-----------------|------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|-------------------------------|
| 5  | Mr              | K HARISHANKAR          | AASPH4186J | 08453883 | Non-Executive - Independent Director | Not Applicable          |                         | 24-11-1973    | NA  |                                    | 05-06-2019                  |                        |                   | 60                            |
| 6  | Mrs             | GOWRI RAMACHANDRAN     | ACPPR7418G | 08217157 | Non-Executive - Independent Director | Not Applicable          |                         | 12-01-1961    | NA  |                                    | 05-06-2019                  |                        |                   | 60                            |
| 7  | Mrs             | MALLIKA RAVI           | AAEPR5533M | 03355908 | Executive Director                   | Not Applicable          |                         | 27-05-1964    | NA  |                                    | 25-09-2019                  |                        |                   | 60                            |
| 8  | Mrs             | NAGALAKSHMI NAGANATHAN | ACIPN7615E | 08684304 | Non-Executive - Independent Director | Not Applicable          |                         | 19-09-1978    | NA  |                                    | 05-02-2020                  |                        |                   | 60                            |

| <b>Audit Committee Details</b>                        |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 08217157   | GOWRI RAMACHANDRAN        | Non-Executive - Independent Director | Chairperson             | 05-06-2019          |                   |         |
| 2   | 08400170   | M HARIHARAN               | Non-Executive - Independent Director | Member                  | 29-03-2019          |                   |         |
| 3   | 08453883   | K HARISHANKAR             | Non-Executive - Independent Director | Member                  | 05-06-2019          |                   |         |

| Nomination and remuneration committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 08217157   | GOWRI RAMACHANDRAN        | Non-Executive - Independent Director | Chairperson             | 05-06-2019          |                   |         |
| 2   | 08400170   | M HARIHARAN               | Non-Executive - Independent Director | Member                  | 29-03-2019          |                   |         |
| 3   | 08453883   | K HARISHANKAR             | Non-Executive - Independent Director | Member                  | 05-06-2019          |                   |         |

| Stakeholders Relationship Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 08217157   | GOWRI RAMACHANDRAN        | Non-Executive - Independent Director | Chairperson             | 05-06-2019          |                   |         |
| 2   | 08400170   | M HARIHARAN               | Non-Executive - Independent Director | Member                  | 29-03-2019          |                   |         |
| 3   | 08453883   | K HARISHANKAR             | Non-Executive - Independent Director | Member                  | 05-06-2019          |                   |         |



| Corporate Social Responsibility Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 08217157   | GOWRI RAMACHANDRAN        | Non-Executive - Independent Director | Chairperson             | 05-06-2019          |                   |         |
| 2   | 08400170   | M HARIHARAN               | Non-Executive - Independent Director | Member                  | 29-03-2019          |                   |         |
| 3   | 08453883   | K HARISHANKAR             | Non-Executive - Independent Director | Member                  | 05-06-2019          |                   |         |



| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory |   |  |   |                              |  |                              |   |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1  | 13-12-2019  |  |   |                              | Yes  | 3                            | 1   |
| 2  |   | 05-02-2020   | 53  |                              | Yes  | 7                            | 4   |

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee | Date(s) of meeting<br>(Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date  | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|----|-------------------|--|---|-------------------------|--|--|------------------------------|---|
| 1  | Audit Committee   | 08-11-2019   |   |                         |  | Yes  | 3                            | 3   |
| 2  | Audit Committee   | 05-02-2020   |   |                         | Note<br>All the other meetings were also held on 05/02/2020. But there is a technical error "Validation Error" in entering in the fields | Yes  | 3                            | 3   |

## Annexure 1

### V. Related Party Transactions

| Sr | Subject  | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here. |
|----|--|-------------------------------|---|
| 1  | Whether prior approval of audit committee obtained   | Yes                           |   |
| 2  | Whether shareholder approval obtained for material RPT   | NA                            |   |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                           |   |

## Annexure 1

### VI. Affirmations

| Sr | Subject  | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                        |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | NA                         |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |

**Annexure 1**

| Sr | Subject           | Compliance status                        |
|----|-------------------|--|
| 1  | Name of signatory | B VIGNESH RAM                            |
| 2  | Designation       | Company Secretary and Compliance Officer |

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

| Sr | Item  | Compliance status (Yes/No/NA) | If status is 'No' details of non-compliance may be given here. | Web address   |
|----|---|-------------------------------|--|---|
| 1  | Details of business   | Yes                           |  | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 2  | Terms and conditions of appointment of independent directors            | Yes                           |  | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 3  | Composition of various committees of board of directors                 | Yes                           |  | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |  | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 6  | Criteria of making payments to non-executive directors                  | Yes                           |  | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 7  | Policy on dealing with related party transactions                       | Yes                           |  | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 8  | Policy for determining material subsidiaries                            | Yes                           |  | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 9  | Details of familiarization programmes imparted to independent directors | Yes                           |  | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

| Sr | Item   | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here. | Web address   |
|----|--|-------------------------------|---|---|
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 11 | email address for grievance redressal and other relevant details   | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 12 | Financial results  | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 13 | Shareholding pattern   | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 14 | Details of agreements entered into with the media companies and/or their associates  | NA                            |   |   |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA                            |   |   |
| 16 | New name and the old name of the listed entity   | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 17 | Advertisements as per regulation 47 (1)  | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 18 | Credit rating or revision in credit rating obtained  | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2)   | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 21 | Materiality Policy as per Regulation 30  | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable)   | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |
| 23 | It is certified that these contents on the website of the listed entity are correct  | Yes                           |   | <a href="https://lancor.in/investors/">https://lancor.in/investors/</a> |



## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number      | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here. |
|----|---|------------------------|-------------------------------|---|
| 1  | Independent director(s) have been appointed in terms of specified criteria of <b>independence</b> and/or <b>eligibility</b> | 16(1)(b) & 25(6)       | Yes                           |   |
| 2  | Board composition   | 17(1), 17(1A) & 17(1B) | Yes                           |   |
| 3  | Meeting of Board of directors   | 17(2)                  | Yes                           |   |
| 4  | Quorum of Board meeting   | 17(2A)                 | Yes                           |   |
| 5  | Review of Compliance Reports  | 17(3)                  | Yes                           |   |
| 6  | Plans for orderly succession for appointments   | 17(4)                  | Yes                           |   |
| 7  | Code of Conduct   | 17(5)                  | Yes                           |   |
| 8  | Fees/compensation   | 17(6)                  | Yes                           |   |
| 9  | Minimum Information   | 17(7)                  | Yes                           |   |
| 10 | Compliance Certificate  | 17(8)                  | Yes                           |   |

## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number     | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here. |
|----|---|-----------------------|-------------------------------|---|
| 11 | Risk Assessment & Management                            | 17(9)                 | Yes                           |   |
| 12 | Performance Evaluation of Independent Directors         | 17(10)                | Yes                           |   |
| 13 | Recommendation of Board                                 | 17(11)                | Yes                           |   |
| 14 | Maximum number of Directorships                         | 17A                   | Yes                           |   |
| 15 | Composition of Audit Committee                          | 18(1)                 | Yes                           |   |
| 16 | Meeting of Audit Committee                              | 18(2)                 | Yes                           |   |
| 17 | Composition of nomination & remuneration committee      | 19(1) & (2)           | Yes                           |   |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A)                | Yes                           |   |
| 19 | Meeting of Nomination and Remuneration Committee        | 19(3A)                | Yes                           |   |
| 20 | Composition of Stakeholder Relationship Committee       | 20(1), 20(2) & 20(2A) | Yes                           |   |

## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number             | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here. |
|----|---|-------------------------------|-------------------------------|---|
| 21 | Meeting of Stakeholders Relationship Committee                                      | 20(3A)                        | Yes                           |   |
| 22 | Composition and role of risk management committee                                   | 21(1),(2), (3),(4)            | Yes                           |   |
| 23 | Meeting of Risk Management Committee  | 21(3A)                        | NA                            |   |
| 24 | Vigil Mechanism   | 22                            | Yes                           |   |
| 25 | Policy for related party Transaction  | 23(1),(1A), (5),(6),(7) & (8) | Yes                           |   |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions     | 23(2), (3)                    | Yes                           |   |
| 27 | Approval for material related party transactions                                    | 23(4)                         | Yes                           |   |
| 28 | Disclosure of related party transactions on consolidated basis                      | 23(9)                         | Yes                           |   |
| 29 | Composition of Board of Directors of unlisted material Subsidiary                   | 24(1)                         | Yes                           |   |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3), (4),(5) & (6)      | Yes                           |   |

## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|---|
| 31 | Annual Secretarial Compliance Report  | 24(A)             | Yes                           |   |
| 32 | Alternate Director to Independent Director  | 25(1)             | NA                            |   |
| 33 | Maximum Tenure  | 25(2)             | Yes                           |   |
| 34 | Meeting of independent directors  | 25(3) & (4)       | Yes                           |   |
| 35 | Familiarization of independent directors  | 25(7)             | Yes                           |   |
| 36 | Declaration from Independent Director   | 25(8) & (9)       | Yes                           |   |
| 37 | D & O Insurance for Independent Directors   | 25(10)            | NA                            |   |
| 38 | Memberships in Committees   | 26(1)             | Yes                           |   |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)             | Yes                           |   |
| 40 | Disclosure of Shareholding by Non-Executive Directors   | 26(4)             | Yes                           |   |
| 41 | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)     | Yes                           |   |
|    | Any other information to be provided - Add Notes  |                   |                               |   |

**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | B VIGNESH RAM                            |
| 2 | Designation       | Company Secretary and Compliance Officer |

## Annexure II

### III. Affirmations

| Sr | Particulars  | Compliance status (Yes/No/NA) |
|----|--|-------------------------------|
| 1  | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                            |
|    | Any other information to be provided   |                               |

**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | B VIGNESH RAM                            |
| 2 | Designation       | Company Secretary and Compliance Officer |

### Signatory Details

|                       |  |
|-----------------------|--|
| Name of signatory     | B VIGNESH RAM                            |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | CHENNAI                                  |
| Date                  | 13-05-2020                               |



