LANCOR
FUTURE-READY

January 17, 2018

Ref. No. 206/BSE/ 2017 -18
To,
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers., Dalal Street, Fort,
Mumbai – 400 001

Dear Sir/ Madam,

Scrip ID: LANCORHOL
Scrip Code: 509048

SUB: Results of Postal Ballot pursuant to regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Compliance Officer

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Extract of the results of postal ballot/e-voting

Scrip ID: LANCORHOL
Scrip Code: 509048

Date of AGM/ EGM	Not Applicable
Total Number of Shareholders on Record Date (Cut off date is 08.12.2017)	3990
No. of Shareholders present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter group	
Public	
No. of Shareholders attended the meeting video conference	
Promoters and promoter group	
Public	

	(Agenda Wise)	
01.	Details of the Agenda	To accord consent for borrowing in excess of the paid up capital and free reserves pursuant to Section 180(1)(c) of the Companies Act, 2013 over and above the sanctioned existing limit of Rs. 300 Crore but not beyond Rs. 600 Crore only.
	Resolution required (Ordinary/ Special)	Special
	Mode of voting	Postal Ballot including E-voting
	(Agenda Wise)	
02.	Details of the Agenda	To accord consent to creation of charges / mortgage etc., on Company's movable or immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013 not beyond Rs. 600 Crore only
	Resolution required (Ordinary/ Special)	Special
	Mode of voting	Postal Ballot including E-voting

LANCOR HOLDINGS LIMITED
NAGAR
600 017

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Resolution No: 1:

Resolution(1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Approval for Borrowing in excess of the Paid Up capital and free reserves pursuant to Section 180(1)(c) of the Companies Act, 2013 over and above the sanctioned existing limit of Rs. 300 Crore but not beyond Rs. 600 Crore only.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25141664	25141664	100	25141664	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	25141664	25141664	100	25141664	0	100	0
Public-Institutions	E-Voting	15358336	1106162	7.2024	1106162	0	100	0
	Poll							
	Postal Ballot (if applicable)		27227	0.1773	17607	9620	64.6674	35.3326
:	Total	15358336	1133389	7.3796	1123769	9620	99.1512	0.8488
Public-Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Total		40500000	26275053	64.8767	26265433	9620	99.9634	0.0366
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution								

LANCOR HOLDINGS LIMITED
NUNGAMBAKKAM
CHENNAI
600 017

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Resolution 2:

Resolution(2)	
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Approval for creation of charges / mortgage etc., on Company's movable or immovable properies in terms of Section 180(1)(a) of the Companies Act, 2013 not beyond Rs. 600 Crore only.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25141664	25141664	100	25141664	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	25141664	25141664	100	25141664	0	100	0
Public- Institutions	E-Voting	15358336	1100102	7.2024	1100102	0	100	0
	Poll							
	Postal Ballot (if applicable)		27227	0.1773	17607	9620	64.5674	35.3326
	Total	15358336	1133389	7.3796	1123769	9620	99.1512	0.8488
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Total		40500000	26275053	64.8767	26265433	9620	99.9634	0.0366
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

LANCOR HOLDINGS LIMITED
NAGAR
CHENNAI
600 017

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CERTIFIED TRUE COPY OF THE MINUTES OF ANNOUNCEMENT OF RESULTS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT/ E-VOTING BY LANCOR HOLDINGS LIMITED ON TUESDAY JANUARY 16, 2018 AT THE REGISTERED OFFICE OF THE COMPANY SITUATE AT "ARIHANT VTN SQUARE" II – FLOOR, NO: 58, G.N. CHETTY ROAD, T.NAGAR, CHENNAI – 600017. TAMILNADU, INDIA

Background:

Pursuant to the provisions of Section 110 of the Companies At, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015, the Company had issued a postal ballot notice dated December 02, 2017 to obtain approval from the shareholders through postal ballot / e-voting on the following special resolution:

1) Approval for Borrowing in excess of the Paid Up capital and free reserves pursuant to Section 180(1)(c) of the Companies Act, 2013 over and above the sanctioned existing limit of Rs. 300 Crore but not beyond Rs. 600 Crore only.

2) Approval for creation of charges / mortgage etc., on Company's movable or immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013 not beyond Rs. 600 Crore only.

The Board of Directors in their meeting held on December 02, 2017 had made the following appointments:

Mr. Rabi Narayan Pal of Rabi Naryan & Associates, Chennai as Scrutinizer ("The Scrutinizer") for conducting the postal ballot / e-voting process.

Dr. V. Rajesh – Company Secretary and Compliance Officer was authorized to sign and submit the requisite with Central Depository Services (India) Limited for providing e-voting facility to the members of the Company.

Mr. R. V. Shekar (DIN: 00259129) Chairman was authorised to announce the results of the postal ballot.

The Company had appointed Central Depository Services (India) Limited to facilitate platform to conduct voting through electronic mode.

The notices of postal ballot containing special resolution(s), explanatory statement, Postal ballot forms, e-voting user Ids and passwords and self – addressed postage pre- paid envelope (as applicable) were sent to the members and other concerned including directors, stock exchanges etc., through postal ballot/ e-voting and the same was placed on the website of the Company.

The Intimation about completion of dispatch of the postal ballot form/e-voting and the last date for receipt of reply from the shareholders was also intimated to the shareholders by way of publication of advertisement in Trinity Mirror and Makkal Kural on 13 December 2017 in English and Tamil respectively.

The members were advised to read carefully the instructions before casting their votes and were also advised to complete the e-voting process/ return the duly completed forms in the attached self – addressed envelope, so as the reach the scrutinizer not later than 17.00 Hours IST on January 13, 2018 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the member.

As intimated to the members through postal ballot notice:

i) The Postal ballot forms/e- voting received after 5.00 pm on January 13, 2018, have been treated as "Response not received from the shareholders'

ii) Voting rights have been reckoned on the paid up value of shares registered in the name of the share registered in the name of the shareholders as on December 08, 2017.

iii) All the postal ballots received from or e-voting done by body corporate, companies, trusts, societies etc., which were not accompanied by an original or certified copy of board resolutions or power of attorney, in respect to voting were rejected by the Scrutinizer.

After due scrutiny of postal ballot forms/e – voting received upto 5.00 p.m. on January 13, 2018 (being the last date for receipt of duly filled postal ballot forms) the scrutinizer submitted his final report on January 16, 2018.

On the basis of report of Scrutinizer, Mr. R. V. Shekar (DIN: 00259129), Chairman declared the results of the postal ballot/ e- voting.

On the basis of the report of Scrutinizer all the resolution as mention

the company's bankers in the ordinary course of business) will, at time exceed the aggregate of the Paid up capital of the company and its free reserves (that it say reserves not set apart for any specific purpose) and that the board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, thinks fit.

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESULTS:

Sr. No.	Particulars	No. Of postal Ballot forms	No. Of Shares	% to the total shares Representing valid votes
(a)	1. Total postal Ballot forms received	52	27,227	0.10
	2. Total E-voting options received	19	2,62,47,826	99.90
	Total (1+2)	**71**	**2,62,75,053**	**100.00**
(b)	Less: Invalid postal Ballot Forms. (not voted for/ against the resolution)	-	-	-
(c)	1. Net valid postal Ballot forms (As per register)	52	27,227	0.10
	2. Net E-voting options	19	2,62,47,826	99.90
	Total (1+2)	**71**	**2,62,75,053**	**100.00**
(d)	1. Postal ballot forms with assent for the resolution	16	17,607	0.07
	2. E-voting Options with assent for the resolution	19	2,62,47,826	99.90
	Total (1+2)	**35**	**2,62,65,433**	**99.97**
(e)	1. Postal ballot forms with dissent for the resolution	**36**	**9,620**	**0.03**
	2. E-voting Options with dissent for the resolution	**0**	**0**	**0.00**
	Total (1+2)	**36**	**9,620**	**0.03**

The number of votes polled in favour of the Special Resolution is 26265433 (99.97%) of the total valid votes. Thus, the Special Resolution has therefore been approved by the Shareholders with the Requisite Majority.

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Resolution: 2

RESOLVED THAT in supersession of the earlier resolution passed under erstwhile Section 293(1)(a) of the Companies Act, 1956 through the Postal ballot process on October 04, 2013, consent of the Company be and is hereby accorded in terms of Section 180(1) (a) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), read with relevant rules thereof, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgage, pledge and hypothecation, in addition to existing charges, mortgages, pledges and hypothecation created by the Company on such movable and/or immovable, tangible and/or intangible properties of the Company, both present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may deem fit, in favour of any person including but not limited to Banks, Financial Institutions, Corporate bodies, other lending agencies and/or trustees for the holders of debenture holders/bonds/other instruments for securing any loan(s) (either in Indian currency or foreign currency) availed or to be availed by the company / one or more its subsidiaries, in favour of banks, financial institutions, firms, corporate bodies, person or persons together with interest, cost, charges and such other expenses as stipulated in that behalf and agreed between the Company and the lenders, provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, costs, expenses and all other monies payable by the company / one or more subsidiaries, in respect of the said loans/facilities, shall not at any time exceed Rs.600 crores (Rupees Six Hundred Crores only) or the aggregate of the paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

LANCOR HOLDINGS LIMITED
T.NAGAR
CHENNAI
600 017

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Results:

Sr. No.	Particulars	No. Of postal Ballot forms	No. Of Shares	% to the total shares Representing valid votes
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	2. E-voting Options with assent for the resolution	19	2,62,47,826	99.90
	Total (1+2)	**35**	**2,62,65,433**	**99.97**
(e)	1. Postal ballot forms with dissent for the resolution	**36**	**9620**	**0.03**
:	2. E-voting Options with dissent for the resolution	**0**	**0**	**0.00**
	Total (1+2)	36	9,620	0.03

The number of votes polled in favour of the Special Resolution is 26265433 (99.97%) of the total valid votes. Thus, the Special Resolution has therefore been approved by the Shareholders with the Requisite Majority.

Kindly take a note of the same.

For **LANCOR HOLDINGS LIMITED**

R.V. Shekar
(DIN: 00259129)
Chairman

Rabi Narayan & Associates
Company Secretaries

REPORT OF SCRUTINIZER

POSTAL BALLOT AND E-VOTING

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman / Person Authorised by the Chairman
LANCOR HOLDINGS LIMITED
"ARIHANT VTN Square",
II Floor, 58, G.N.Chetty Road,
[redacted]

2. The Equity Shareholders holding shares as on 08/12/2017, "cut off date", were entitled to vote on the resolution stated in the Notice of the Postal Ballot.

3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website of the CDSL (http//www.evotingindia.com) are being handed over to the Chairman / Person Authorised by the Chairman.

4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the R&TA and the authorizations / Power of attorney etc. lodged. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballot. I did not find any defaced / mutilated ballot papers. For processing Postal Ballots, necessary technical support was provided by M/s.Cameo Corporate Services Limited, having their Registered Office at "Subramanian Building", No.1, Club House Road, Chennai, 600002, Tamilnadu, India, the Registrar & Share Transfer Agents of the Company.

5. The result of the voting is as under:

Resolution -1: Special Resolution

To accord consent pursuant to Section 180(1)(c) and other applicable provisions of Companies Act, 2013 for Borrowing in excess of the Paid Up capital and free reserves.

Sr. No.	Particulars	No. Of postal Ballot forms	No. Of Shares	% to the total shares Representing valid votes
(a)	1. Total postal Ballot forms received	52	27,227	0.10
	2. Total E-voting options received	19	2,62,47,826	99.90
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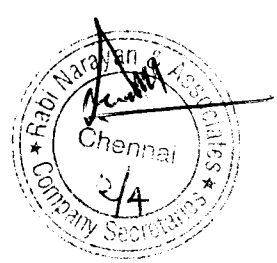
	2. Net E-voting options	19	2,62,47,826	99.90
	Total (1+2)	**71**	**2,62,75,053**	**100.00**



(d)	1. Postal ballot forms with assent for the resolution	16	17,607	0.07
	2. E-voting Options with assent for the resolution	19	2,62,47,826	99.90
	Total (1+2)	**35**	**2,62,65,433**	**99.97**
(e)	1. Postal ballot forms with dissent for the resolution	36	9,620	0.03
	2. E-voting Options with dissent for the resolution	0	0	0.00
	Total (1+2)	**36**	**9,620**	**0.03**

Resolution -2: Special Resolution

To accord consent pursuant to Section 180(1)(a) and other applicable provisions of Companies Act, 2013 for creation of charges / mortgage etc., on Company's movable or immovable properties.

Sr. No.	**Particulars**	**No. Of postal Ballot forms**	**No. Of Shares**	**% to the total shares Representing valid votes**
(a)	1. Total postal Ballot forms received	52	27,227	0.10
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	Total (1+2)	**71**	**2,62,75,053**	**100.00**
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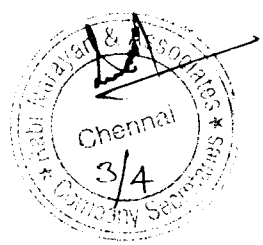


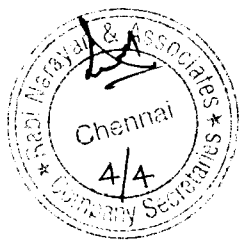
6. The Resolution accordingly stand passed with requisite majority

7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman for safe keeping.

8. You may accordingly declare the result of voting by postal ballot and e-voting.

Thanking you,

Yours faithfully,



Rabi Narayan Pal
Partner
Rabi Narayan & Associates
Company Secretaries in Practice
FCS.4993/ C.P. No.3480
Scrutinizer

Place: Chennai
Date: January 16, 2018