

LANCOR HOLDINGS LIMITED

MINUTES BOOK

CIN:L65921TN1985PLC049092

MINUTES OF THE PROCEEDING HELD AT THE REGISTERED OFFICE OF THE COMPANY ON THE 15TH JUNE 2015 AT 16.00 HOURS FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT

PRESENT:

Sri.R.V.Shekar : Chairman
Sri.S.V.Venkatesan : Independent & Non Executive Director
Sri.Rabi Narayan Pal : Scrutinizer
By Invitation : CA.Mallika Ravi
Chief Executive Officer
Sri.K.Srinivasan
Chief Financial Officer

Sri.Rabi Narayan Pal, Scrutinizer, stated that he had carried out the scrutiny of all the Postal ballot forms received upto the closing of working hours (17.30 hrs) on 12th June, 2015 and submitted his report relating to the results on the voting by Postal Ballot to the Chairman. He added that the Company had extended the facility of E-voting to its members as required under the Companies Act, 2013 and the Listing Agreement. He also stated that the postal Ballot has been conducted in Compliance with provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

The report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the voting by Postal Ballot as under:

Approval of Shareholder by way of Special Resolution: pursuant to Section 63 and other applicable provisions of Companies Act, 2013 for issue of Bonus shares in the ratio of one equity share for every one equity share held by the Member through the capitalization of securities premium / general reserves of the Company

	Postal Ballot	E-voting	Total
Number of Valid postal / Electronic ballot forms received	48	56	104
Votes in favour of the Resolution	10413218	1842207	12255425
Votes against the Resolution	--	--	--
Number of Invalid postal Ballot	1	--	1



CHAIRMAN'S
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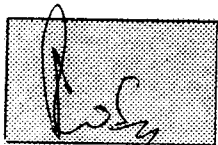
Forms Received			
% of Votes in favour	84.95	15.03	99.98

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notices dated May 07th, 2015, was carried with the requisite majority.

RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and debentures) Rules 2014, the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly authorized in this behalf), and subject to the guidelines issued by the Securities and Exchange Board of India (SEBI) and such approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the securities premium / general reserves of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus shares of Rs.2/- each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited, (CDSL) on such date as may be fixed in this regard by the Board, in the proportion of one equity share for every one existing equity share held by the shareholders.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO) / Overseas Corporate Bodies (OCBs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI), as may be necessary.



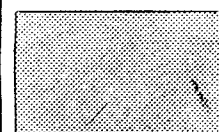
CHAIRMAN'S
INITIALS

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the issuance of equity shares, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing a registration statement, if any, and other documents with the SEBI, listing the additional equity shares on BSE Limited, amending, if necessary, the relevant sections of the Listing agreement entered into between the Company and BSE Limited, and entering into of any depository arrangements in regard to any such bonus as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.


Chairman

Dated 15th June, 2015



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