

Notice to the Thirtieth Annual General Meeting

Notice is hereby given that the Thirtieth Annual General Meeting (AGM) of the members of Lancor Holdings Limited will be held on Monday, the 28th September, 2015 at 2:30 pm at Quality Inn Sabari, 29, Thirumalai Pillai Road, T.Nagar, Chennai 600 017 to transact the following business :

Ordinary business

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mrs.Sangeetha Shekar (DIN-03344252) who retires by rotation and, being eligible, offer herself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s.G.M.Kapadia & Co., Chartered Accountants (Firm Registration No.104767W) as the auditors of the Company in the previous Annual General Meeting held on December 26, 2014 for a term of Three (03) years i.e, till the conclusion of Thirty Second Annual General Meeting (AGM) which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this AGM till the conclusion of next AGM of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket expenses, etc., as mutually agreed between the Board of Directors of the Company and the Auditors.

Special business

5. Ratification of remuneration payable to Cost Auditors

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any amendment or reenactment thereof and of any other law for the time being in force, the consent of the members of the Company be and is hereby accorded for the payment of remuneration not exceeding Rs.1,00,000/- (Rupees One Lakh only) plus reimbursement of out of pocket expenses and taxes as may be applicable from time to time to M/s.Sivasankaran & Co., Cost Accountants (Firm Registration No.100662), the Cost Auditors of the Company for the financial year 2015-16.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters and to execute all such documents as may be required to give effect to this Resolution.”

Registered office : VTN Square,
No.58, G.N.Chetty Road,
T.Nagar, Chennai 600 017

By order of the Board of Directorsfor
Lancor Holdings Limited

Pradeep Kumar Nath
Company Secretary & Compliance Officer

14th August, 2015

Notes

The statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. Members desiring to have any clarification on account are requested to write to the Company at an early date so as to enable the Company keep the information ready.
7. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share capital and Debentures) Rules 2014, are requested to write to the Company's Registrar in the prescribed form. Nomination form (SH.13) may be downloaded from Company's Website www.lancor.in
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM
9. Members who are holding shares under more than one folio under physical form may approach the Company's Share Transfer Agent for consolidation with respective details
10. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The Register of Members and Share Transfer Books will remain closed on 23rd September, 2015 to 28th September, 2015(both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2015 and the AGM.
12. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 22nd September, 2015. The final dividend is Rs.2/- per equity share, amounting to Re.1/- per equity share post 1:1 bonus issue.
13. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
14. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, M/s.Cameo Corporate Services Limited, having their Registered Office at "Subramanian Building", No.1, Club House Road, Chennai, 600002.
15. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Pradeep Kumar Nath, Company Secretary, at the Company's registered office.

16. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.
17. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically.
18. The Annual Report 2014-15 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
19. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
20. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
21. The Notice of the 30th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
22. Members may also note that the Notice of the 30th AGM and the Lancor Annual Report 2014-15 will be available on the Company's website, www.lancor.in, the physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : compsecy@lancor.in
23. Additional information, pursuant to Clause 49 of the Listing Agreement with the stock exchanges, in respect of the Directors seeking appointment / re-appointment at the AGM is furnished as annexure to the Notice. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
25. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
26. Attendance registration:- Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
- 27. Additional information on Directors recommended for appointment / re-appointment as required under Clause 49 of the Listing Agreement**

Mrs. Sangeetha Shekar (DIN-03344252) (Nationality – Indian) born June 20, 1977, holds a B.Tech degree in Chemical Engineering, from BITS, Pillani. She joined the Board on December 02, 2010. She also holds a Masters Degree in Chemical Engineering and a Masters Degree in Computer Science, both from University of Florida, USA. Mrs. Sangeetha Shekar has over Twelve Years of Experience in Information Technology. Shareholding in the Company: 27,53,700 (Post Bonus Issue). Attendance record of the Directors seeking appointment / re-appointment are mentioned in Corporate Governance Report. She does not hold any other Directorship and membership / chairmanship of the Board Committees in any other Company.

28. The Company has appointed Mr. Rabi Narayan Pal, Partner, Rabi Narayan & Associates, Practicing Company Secretary, Chennai to act as the Scrutinizer, for conducting the scrutiny of the votes cast in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Procedure for E-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2015 at 9.00 am and ends on 27th September, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number is 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **Lancor Holdings Limited**.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xix) The scrutinizer shall immediately after the conclusion of the Annual General meeting first count the votes cast at the meeting and thereafter unblock the vote cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against , if any, forthwith the Chairman of the Company.
- (xx) The results shall be declared within 3 days of the conclusion of the Annual General meeting. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website www.lancor.in and on the website of CDSL within three days of passing if the resolutions at the AGM if the Company and communicated to the BSE Limited, where the equity of the Company is listed.

Explanatory Statement pursuant to the provision of section 102 of the Companies Act, 2013

Item no. 5

In terms of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 as may be amended from time to time, the Company is required to get its cost records audited.

The Board of Directors, based on the recommendation of the Audit Committee, have appointed M/s.Sivasankaran & Co., Cost Accountants (Firm Registration No: 100662) as the Cost Auditors of the Company for the financial year 2015-16. Further, the Board of Directors, on the recommendations of the Audit Committee, have approved the payment of remuneration not exceeding Rs.1,00,000/- (Rupees One Lakh only) plus out of pocket expenses and taxes as may be applicable from time to time to the Cost Auditors for undertaking the cost audit of the Company for the financial year 2015-16. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the other Directors or Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution set out in Item No.5 for approval by the Members.

Registered office : VTN Square,
No.58, G.N.Chetty Road,
T.Nagar, Chennai 600 017

By order of the Board of Directors
For Lancor Holdings Limited

Pradeep Kumar Nath
Company Secretary & Compliance Officer

14th August, 2015

Route map to the venue of the AGM



Quality Inn Sabari, 29, Thirumalai Pillai Road,
T.Nagar, Chennai 600 017

The 30th Annual General Meeting (AGM) of the members of
Lancor Holdings Limited is scheduled on Monday, the 28th September, 2015 at 2:30 pm

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

LANCOR HOLDINGS LIMITED

CIN 65921TN1985PLC049092

Registered Office: VTN square, 2nd Floor, No.58, (Old No.104) G.N. Chetty Road, T. Nagar, Chennai – 600 017,
 Email ID: compsecy@lancor.in, website: www.lancor.in, Telephone: +91-44-28345880/83, Tele Fax: +91-44-28345884

30th Annual General Meeting – 28th September ,2015

Name of the member(s)

Registered address

Email

Folio no. / Client ID

DP ID

I / We, being the member(s) of shares of the above named Company, hereby appoint

Name : Email :

Address :

Signature :

or failing him / her

Name : Email :

Address :

Signature :

or failing him / her

Name : Email :

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Monday, 28th September, 2015 at 2:30 pm, at Quality Inn Sabari, 29, Thirumalai Pillai Road, T.Nagar, Chennai 600 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1.	a) Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015 b) Audited consolidated financial statement of the Company for the financial year ended March 31, 2015 the audited consolidated financial statement of the Company for the financial year ended March 31, 2015			
2.	To declare a dividend on equity shares			
3.	Appointment of a director in place of Mrs.Sangeetha Shekar (DIN-03344252), who retires by rotation and being eligible, offers herself for re-appointment			
4.	Appointment of M/s.G.M.Kapadia & Co., as the auditors of the Company			
Special business				
5.	Ratification of remuneration payable to Cost Auditors			

Signed this day of 2015.

Signature of the member

Signature of the proxy holder(s)

Affix revenue stamp of not less than Re. 1

Notes: 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.

2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Attendance Slip

[Pursuant to Section 105 (b) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

LANCOR HOLDINGS LIMITED

CIN 65921TN1985PLC049092

Registered Office: VTN square, 2nd Floor, No.58, (Old No.104) G.N. Chetty Road, T. Nagar, Chennai – 600 017,
 Email ID: compsecy@lancor.in, website: www.lancor.in, Telephone: +91-44-28345880/83, Tele Fax: +91-44-28345884

30th Annual General Meeting – 28th September ,2015

Folio no. / Client ID

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No. of Shares held

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 30th Annual General Meeting of the Company at the Quality Inn Sabari, 29, Thirumalai Pillai Road, T.Nagar, Chennai 600 017, on Monday, 28th September, 2015, at 2.30 p.m. IST

.....
 Name of the member / proxy
 (in BLOCK letters)

.....
Signature of the member / proxy

Noat:

fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

Rered Folio no. / DP ID no. / Client ID no. :	Number of shares held :
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Dear member,

Subject: Instructions for e-voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 30th Annual General Meeting to be held on Monday, 28th September, 2015, at 2.30 p.m. IST. The Company has engaged the services of the Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The Notice is displayed on the Company's website, www.lancor.in.

The e-voting facility is available at the link, [https:// www.evotingindia.com](https://www.evotingindia.com)

E-voting particulars

EVEN (e-voting event number)	User ID	Password
150822010	Please enter your DP ID / C: ID or Folio No.	Use your existing password or enter your PAN with Bank A/c. No. / Date of Birth

The e-voting facility will be available during the following voting period :

Commencement of e-voting	End of e-voting
25th September, 2015 at 9:00 a.m. IST	27 th September, at 5:00 p.m. IST

Please read the instructions printed below before exercising your vote :

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 28th September, 2015.