

NOTICE OF THE 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting (AGM) of the members of **Lancor Holdings Limited** will be held on Thursday the 29 September, 2016 at 3:00 pm at Quality Inn Sabari, No: 29, Thirumalai Pillai Road, T.Nagar, Chennai 600 017 to transact the following business :

Ordinary business

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016 the reports of the Board of Directors and Auditors thereon;
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. S. Sridharan (DIN-01773791), who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and, being eligible, seeks re-appointment.
4. To ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on December 26, 2014, the appointment of M/s.G.M.Kapadia & Co., Chartered Accountants (Firm Registration No.104767W) as the auditors of the Company to hold office till the conclusion of the next AGM (i.e., Thirty Second Annual General Meeting) 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 2017 and that the Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ending March 31, 2017 at such remuneration plus service tax, out-of-pocket expenses, etc., as mutually agreed between the Auditors and the Board of Directors of the Company.

Special business

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

Ratification of remuneration payable to Cost Auditors for the FY 2016 -17:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. N. Sivashankaran & Co, Cost Accountants (Firm Regd.No.100662) appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, on a remuneration of Rs.1,00,000 (Rupees One Lakh Only) (exclusive of service tax and out of pocket expenses) be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary of the Company be and is hereby authorised to do all such acts, and take all such steps as may be necessary, proper or expedient 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 Directors
For Lancor Holdings Limited

Date: August 01, 2016

Dr. V. Rajesh
Company Secretary & Compliance Officer