

V.S.SOWRIRAJAN & ASSOCIATES
Company Secretaries in Practice

SCRUTINIZER REPORT

The Chairman
Lancor Holdings Limited
"VTN Square", Second Floor,
58, G.N.Chetty Street,
T.Nagar, Chennai-600017

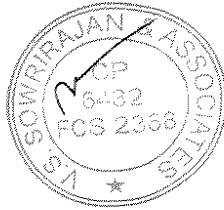
Sub : Results of the Postal Ballot & E-Voting

I, V.S.SOWRIRAJAN, Practising Company Secretary, was appointed by the Board of Directors of your company as your Scrutinizer for the Postal Ballot and E-Voting held pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of passing the Special Resolutions as given in Annexure I.

As required under Section 110 of Companies Act, 2013, a Notice together with the Statement required under Section 102 of the Act was sent to the Shareholders by Courier/E-mail along with the Postal Ballot Forms and pre-paid postal envelope returnable to the Scrutinizer for passing the Special Resolutions as given in Annexure I.

The Company also provided the E-Voting facility offered by the Central Depository Services (India) Limited (CDSL) for conducting E-Voting.

The Shareholders were required to complete the postal ballot forms and return the same in pre-paid envelope addressed to the Scrutinizer on or before the 11th September 2014 or cast their votes online on the basis of password provided to them by the Registrar and Share Transfer Agent namely, M/s.Cameo Corporate Services Limited, Chennai.



C2,Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006
e-mail: vssowrirajan@gmail.com Mobile :9444382985

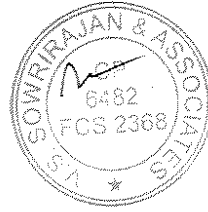
V.S.SOWRIRAJAN & ASSOCIATES
Company Secretaries in Practice

A summary of the postal ballots received and e-voting with their pattern of voting is given in the Annexure II. Based on the results, the Special Resolutions for Approval for Borrowing in excess of the Paid Up capital and free reserves pursuant to Section 180(1)(c) of the Companies Act, 2013 and 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 as contained in the Postal Ballot Notice dated 8th August 2014 may be considered as passed with the requisite majority by the shareholders of the company through Postal Ballot and the results may accordingly be declared by the Chairman of the Company.

Yours Sincerely,
For V.S.SOWRIRAJAN & ASSOCIATES



V.S.SOWRIRAJAN
Proprietor
FCS 2368/CP 6482



V.S.SOWRIRAJAN & ASSOCIATES
Company Secretaries in Practice

ANNEXURE I – SPECIAL RESOLUTIONS

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

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution to be passed as a Special Resolution:-

RESOLVED THAT in supersession of the earlier resolution passed under erstwhile Section 293(1)(d) 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) (c) 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) for borrowing any sum or sums of monies from time to time at their discretion for the business purpose of the company and its subsidiary(s) from one or more Banks, Financial Institutions, Corporate bodies, other lending agencies and/or trustees for the holders of debentureholders/bonds/other instruments up to a limit not exceeding Rs.300 crores (Rupees Three Hundred Crores only) notwithstanding that the monies be borrowed together with the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) may, at time exceed the aggregate of the Paid up capital of the company and its free reserves (that is 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, think 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 or difficulties 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.

V.S.SOWRIRAJAN & ASSOCIATES
Company Secretaries in Practice

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

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution to be passed as a Special Resolution:-

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 debentureholders/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.300 crores (Rupees Three 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 or difficulties 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.

V.S.SOWRIRAJAN & ASSOCIATES
Company Secretaries in Practice

ANNEXURE II- RESULT OF VOTING

The Result of the Postal Ballot conducted are as under :

Sl.No	PARTICULARS	Resolution 1		Percent age (%)	Resolution 2		Percent age (%)
		Special Resolution for Approval of Borrowing in excess of the Paid Up capital and free reserves pursuant to Section 180(1)(c) of the Companies Act, 2013			Special Resolution 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		
		No. of PB/E-Voting	No. of Shares		No. of PB/E-Voting	No. of Shares	
1	Total Number of Postal Ballots Cast	28	98,32,526	99.96	28	98,32,526	99.96
2	E-Voting Confirmations	6	3,761	0.04	6	3,761	0.04
	Total	34	98,36,287	100.00	34	98,36,287	100.00
3	Less : Number of Postal Ballot papers/E-Voting rejected as invalid	0	0	0	0	0	0
4	Net Valid Postal Ballot Forms/E-Voting confirmations	34	98,36,287	100.00	34	98,36,287	100.00
5	Postal Ballot Forms/E-Voting with assent for the Resolution	33	98,33,787	99.9745	32	98,33,430	99.9709
6	Postal Ballot Forms/E-Voting with dissent for the Resolution	1	2,500	0.0255	2	2,857	0.291

C2,Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006
e-mail: vssowrirajan@gmail.com Mobile :9444382985

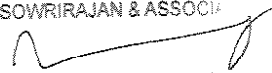


V.S.SOWRIRAJAN & ASSOCIATES
Company Secretaries in Practice

Based on the above facts, the Special Resolutions for Approval for Borrowing in excess of the Paid Up capital and free reserves pursuant to Section 180(1)(c) of the Companies Act, 2013 and 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 as contained in the Postal Ballot Notice dated 8th August 2014 may be considered as passed with the requisite majority by the shareholders of the company through Postal Ballot.

Place : Chennai
Dated : 12th September 2014

For V.S. SOWRIRAJAN & ASSOCIATES



V.S. SOWRIRAJAN
Prop.

Signature of the Scrutinizer

