

CIN: L65921TN1985PLC049092

Ref: 173/BSE/ 2017 - 18

Wednesday, December 06, 2017

To
The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
PJ Towers, Dalal Street,
Mumbai – 400001

Dear Sir/Madam,

Sub: Notice of Postal Ballot dated December 02, 2017 pursuant to Regulation 30 read with PART A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Ref: Scrip Code 509048

In continuation to the outcome of Board Meeting intimated to you on December 02, 2017, we are submitting the following documents:

- 1. Notice of the Postal Ballot dated 02.12.2017 and
- 2. Postal Ballot Form and
- 3. Calendar of Event

We request you to take on record of the same.

Thanking you,

For and Behalf of LANCOR HOLDINGS LIMITED

Dr. V. Rajesh

Company Secretary and Compliance Officer

Date: 06.12.2017

VTN Square, 2nd Floor, No: 58 (Old No.104), G.N. Chetty Road, T.Nagar, Chennai – 600017. +91 44 2834 5880 – 83 www.lancor.in

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LANCOR HOLDINGS LIMITED

CIN L65921TN1985PLC049092

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

NOTICE OF POSTAL BALLOT

(Section 110 of the Companies Act, 2013)

DEAR MEMBERS

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that Company seeks approval of Members, through Postal Ballot in respect of the following resolutions appended below:

- (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;
- (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

The resolutions are proposed to be passed by the Members through postal ballot/ electronic voting (evoting). The explanatory statement pertaining to the aforesaid resolutions setting out the materials facts and the reasons thereof annexed with the postal ballot form for your consideration.

In the event of the resolution as set out below if assented by the requisite majority of the shareholders by means of postal ballot/e-voting shall be deemed to have been passed as Special resolution(s) at the general meeting of the Company. The date of announcement of the result shall be considered to be the date of the extraordinary general meeting and the date of passing of the said resolution(s).

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before the close of working hours on 13th day of January, 2018. Members may choose to vote using the e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

The Board of Directors have appointed Mr. Rabi Narayan Pal, Practicing Company Secretary, Chennai as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot/E-voting will be announced by the Chairman of the Board of Directors or in his absence any other person so authorised by him on 16th day of January, 2018 at 11.00 A.M. and pasted in the notice board of the Company at its registered office and through the website of the Company (www.lancor.in) and by way of intimation to the BSE Limited, Stock Exchange on which the Company's shares are listed.

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

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 through the Postal ballot process on September 15, 2014 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 debenture holders/bonds/other instruments up to a limit not exceeding Rs.600 Crore (Rupees Six Hundred Crore only) which includes existing borrowing limit of Rs. 300 Cores notwithstanding that the monies be borrowed together with the monies already borrowed including additional borrowings by the company (apart from temporary loans obtained from 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 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.

Resolution: 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 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 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.

By order of the Board
For Lancor Holdings Limited
Sd/Dr.V.Rajesh
Company Secretary & Compliance Officer

Notes:

- 1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out all material facts is annexed hereto.
- 2. The Postal Ballot Form for voting by you as a Shareholder of the Company is enclosed.
- 3. The Board of Directors has appointed Mr. Rabi Narayan Pal, Practicing Company Secretary, Chennai as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner. His address is **The Scrutinizer**, **C/o Cameo Corporate Services Limited**, "Subramanian Building", No.1 Club House Road, Chennai 600 002.
- 4. Shareholders are requested to read carefully the instructions printed on the Ballot Form and return the form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before January 13, 2018. Please note that any Postal Ballot Form (s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot will be announced on January 16, 2018 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and thereafter will be published in newspapers. The result will also be put on the Company's website www.lancor.in The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result.
- 5. All documents referred to in the accompanying Notice and the Explanatory Statement is available for inspection by shareholders at the Registered Office of the Company during the office hours on any working days between 11.00 A.M. and 6.00 P.M. upto **January 13, 2018.**
- 6. The Company also offers E-Voting facility. Please see the instructions below for details.

In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and Rule 44 of SEBI (LODR) Regulation 2015, the Company offers e-voting option to all the shareholders. For this purpose, the Company will be making necessary arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate, for its Shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. **E-voting is optional**. Shareholders have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he or she should not vote by physical postal ballot and vice — versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

7. Shareholders irrespective of who have registered their e-mails for receipt of documents in electronic mode under the Green Initiative and who wish to vote through Ballot Form can download Ballot Form from the link www.evotingindia.com or seek duplicate form from R&T Agent M/s. Cameo Corporate Services Limited, "Subramanian Building", No.1 Club House Road, Chennai – 600 002, fill in the details and send the same to the Scrutinizer by Post at the address given at Sr. No.3 above.

- 8. The instructions for shareholders for voting Electronically, are as under:-
 - (A) In case of members receiving notice, postal ballot through e-mail:
 - (i) The voting period begin at 9.00 a.m. on Thursday 14.12.2017 and ends at 5.00 p.m. on Saturday 13.01.2018.

During this period, shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut – off date (record date) of 08.12.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website <u>www.evotingindia.co.in</u>.
- (iii) Click on "Shareholders" tab to cast your votes.
- (iv) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
Password	Your unique password.	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (Applicable for both demat shareholders as well as physical shareholders)	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use default number: 54321 in the PAN field or use physical Postal Ballot Form for voting.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Now, Select the Electronic Voting Sequence Number ("EVSN") along with "LANCOR HOLDINGS LIMITED" from the drop down menu and click on "SUBMIT".
- (vii) Members holding shares in physical form will then reach directly to the voting screen.
- (viii) For members who are holding shares in demat form and have logged on to www.evotingindia.com and caste vote for EVSN of any Company earlier, the same login ID and password are to be used.
- (ix) If you are a first time user follow the steps given below

	For Members holding shares in Demat Form and Physical Form
PAN	 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in
Bank Details	your demat account or in the company records in order to login.
OR Date of Birth (DOB)	 If both 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 (iv).

- (x) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
- (xi) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- (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 Postal Ballot Resolutions/Notice.
- (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) Corporate/Institutional members (other than Individuals, HUF, NRI) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter etc together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through email at csrabi@hotmail.com and compsecy@lancor.in with copy marked to helpdesk.evoting@cdslindia.com.
- (B) In case of members receiving Postal Ballot Form by post and who wish to vote using e-voting facility.
 - (i) Please follow all the steps from SI. No (i) to SI. No (xvi) above, to cast vote.
- (C) The voting period commences at 09.00 am on Thursday 14th day of December 2017 and ends at 5.00 p.m. on Saturday 13th day of January 2018. During this period shareholders of the Company, holding shares wither in physical form or in dematerialization form, as on cutoff-date (record date) of 08.12.2017may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (D) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- 9. Shareholders can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the shareholder opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa.
 - However, in case Shareholder (s) cast their vote both by physical ballot and by electronic mode, then voting done by physical shall prevail and voting done by electronic will be treated as invalid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ITEM NO. 1 and 2

The Company has identified two parcels of land located at Chennai with a total developable area of 6 lakh Sq.ft. In order to execute these projects, your company needs additional funds to borrow from various banks/financial institutions which may exceed the existing borrowing limit of Rs 300 crore.

In this connection the company seeks a fresh approval from the shareholders to further increase the borrowing limit over and above the existing limit (i.e., Rs. 300 Crore) but not beyond Rs. 600 Crore only.

The Members of the Company through Postal Ballot/E- voting process on September 15, 2014 had accorded their consent to the Board of Directors for borrowing monies for an amount not exceeding Rs.300 Crore (Rupees Three Hundred Crore only).

Notwithstanding the monies already borrowed including this additional borrowing, the company will exceed the Paid up capital of the company and its free reserves and to creation of charge to secure the borrowings, the board needs approval from the shareholders vide Special Resolution(s) under Section 180(1)(a) and 180 (1)(c) of the Companies Act, 2013.

In order to comply with the provisions of the Companies Act, 2013 approval of the members of the company is being sought by way of Special resolution under Section 180 (1)(c) and 180 (1)(a) of the Companies Act, 2013, to borrow monies in excess of Paid Up Capital of the Company and its free reserves and to create security by way of creating mortgage, hypothecation and / or charge on movable/ immovable properties of the Company.

The Board of Directors recommends passing of the Special Resolutions as set out in Item No. 1 and 2 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in these resolutions.

By order of the Board
For Lancor Holdings Limited
Sd/Dr.V. Rajesh
Company Secretary & Compliance Officer

Chennai the December 02, 2017



LANCOR HOLDINGS LIMITED

CIN L65921TN1985PLC049092

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

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

(To be returned to the Company)

S	Nο	
	INO	

Name of the Shareholder(s)

(including joint holder(s), if any

2. Registered address of the Sole/

First Named Shareholder :

3. Folio No. / DP ID No. and Client ID No.

4. Number of Share(s) held

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot as detailed in the Notice of the Company dated 02.12.2017 by conveying my/our assent or dissent to the said Resolutions by placing the tick (>) mark in the appropriate box below:

Item	Brief Description of the Resolution	No. of Shares	Nature of Voting Please Tick in the appropriate box below		
No	Brief Description of the Resolution		I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)	
1	Special Resolution 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 over and above the sanctioned existing limit of Rs. 300 Crore but not beyond Rs. 600 Crore only.				
2	Special Resolution for 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.				

Place : Date :

Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS

(Please read the e-voting instructions given overleaf before exercising the e-vote)

EVSN (E-voting sequence Number)	User ID	Password / PIN
171206003		
Commencement of E-voting	End of E-Voting	
On 14.12.2017 from 9.00 a.m	On 13.01.2018 up to 5.00 p.m	

Please send the Postal Ballot Form in the envelope enclosed herewith

Note: Last date for receipt of Postal Ballot form by scrutinizer is January 13, 2018

INSTRUCTIONS

- A member desiring to exercise his vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self addressed envelope. Envelope containing postal ballot if deposited in person or sent by courier at the expense of the member will also be accepted.
- 2. This form should be completed and signed by the member. In the case of joint holding, this form should be completed and signed (as per the specimen signature regiseterd with the company) by the first named member and in his / her absence, by the next name member.
- 3. The Postal Ballot form shall not be exercised by a Proxy.
- 4. Please convey your assent/dissent in this Postal Ballot form. The assent/dissent received in any other form shall not be considered valid. Further, Incomplete, incorrect or unsigned Postal ballot form will be rejected.
- 5. The Company has appointed Mr. Rabi Narayan Pal, Practicing Company Secretary, Chennai as the Scrutinizer for conducting the postal ballot form. Duly completed postal ballot form should reach the Scrutinizer not later than the close of working hours (i.e.,5.00 P.M.) on **Saturday, January 13, 2018**. Any postal ballot form received after this date will be treated as if the same has not been received.
- 6. Where the postal ballot form is signed by an authorised representative of a Body Corporate, a certified true copy of the Board Resolution/relevant authorisation to vote on the postal ballot should accompany the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal ballot form.
- 7. Members may requust for duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at point no.5.
- 8. Voting rights shall be reckoned on the paid up value of shares registered in the names of the members on the cut off date, which is the date of completion of despacth of the Notice. This date shall be announced through advertisement in newspaper(s).
- 9. Members are requested not to send any other paper along with the postal ballot form in the enlcosed self addressed postage prepaid envelope as all such envelopes will be received by Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 10. There will be one Postal Ballot Form for every Folio No. / Client ID No, irrepsective of the number of joint holders.
- 11. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
- 12. In compliance with Rule 44 of the SEBI (LODR) Regulations 2015 and the Companies Act 2013, the company is also providing e-voting facility to the shareholders to enable them to cast their votes electronically instead of despatching the postal ballot form. E-voting is optional. The e-voting procedure, as recommended by CDSL, the e-voting agency appointed by the company, is given.

<u>Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel</u>

None of the Directors, Key Managerial Personnel or their relatives either directly or indirectly are in any way concerned or interested in the above Resolutions.

CALENDAR OF EVENT

SI.	Particulars	Date
No.	Particulars	Date
1	Date of Board Meeting considered and approved the draft notice	02.12.2017
2	Date of board resolution to authorize the person responsible to complete the Postal Ballot Process	02.12.2017
3	Date of Appointment of Scrutinizer	02.12.2017
4	Approval of Calendar of events	02.12.2017
5	Filing of Calendar of Events with Bombay Stock Exchange	06.12.2017
6	Filing of Calendar of Events with Registrar of Companies	06.12.2017
7	Cut off date for register of shareholders for casting vote	08.12.2017
8	Date of completion of dispatch of notice along with postal ballot form	11.12.2017
9	Date of publication of notice in newspaper for completion of dispatch of postal ballot notice along with form	11.12.2017
10	Voting begins through E-voting	14.12.2017
11	Last date of receiving postal ballot by the Scrutinizer and Closure of E-voting	13.01.2018
12	Date of submission of report of the postal ballot by the Scrutinizer	16.01.2018
13	Date of declaration of results of the postal ballot by the company	16.01.2018
14	Date of handing over the ballot papers to the Chairman	16.01.2018
15	Filing of resolution with Registrar of Companies	16.01.2018
16	Copy of the Proceedings sent to Stock Exchange	16.01.2018