



LANCO INDUSTRIES LIMITED

Regd. Office & Works: Rachagunneri-517641, Srikalahasthi Mandal,
Chittoor District, A.P., Ph.:08578 287650 to 55; Fax: 287657/88



LIL/SECY/SE/2011-12

September 3, 2011

The Manager-Dept. of Corporate Services
Bombay Stock Exchange Limited
Regd. Off: Floor 25, P.J.Towers
Dalal Steet
Mumbai – 400 001
Fax: 022 22723121/ 2272 2037

The Manager-Dept. of Corporate Services
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Fax: 022 26598237/38

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, we enclose herewith a copy of the Minutes of the Proceedings of 19th Annual General Meeting of the Company held on 25th August, 2011.

This is for your kind information & records. Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **LANCO INDUSTRIES LIMITED**

G.D.SAINI
Chief Financial Officer
& Company Secretary

**MINUTES OF THE PROCEEDINGS OF 19th ANNUAL GENERAL
MEETING HELD ON THURSDAY, THE 25TH DAY OF AUGUST, 2011
AT 11.30 AM AT ITS REGISTERED OFFICE AT RACHAGUNNERI-
517641, SRIKALAHASTHI MANDAL, CHITTOOR DISTRICT**

DIRECTORS PRESENT:

Shri S.Y.Rajagopalan	Director
Shri Gouri Shankar Rathi	Director
Shri G.Maruthi Rao	Director (Chairman of Audit Committee)
Shri G.Bhaskara Rao	Director
Shri L.Sridhar	Director
Shri A.Joseph Kumar	Director (Nominee of IDBI)
Smt Nilam Sawhney, IAS	Director (Nominee of APIDC)

Members Present:

In Person / Representatives	: 20
By Proxies	: 9

In Attendance:

Shri Baskar Ramamurthy	: Dy.Chief Operating Officer
Shri G D Saini	: Chief Financial Officer & Company Secretary

Shri G.D.Saini welcomed the members and informed that the post of Chairman of the Company is vacant.

Thereafter, Shri S.Y.Rajagopalan was elected as Chairman of the meeting in terms of Article 74 of the Articles of Association of the Company. Shri S.Y.Rajagopalan took the Chair and conducted the proceedings.

The Chairman welcomed the members present and having found the requisite quorum being present, declared the meeting properly constituted.

The Chairman announced that the Register of Directors' shareholding is kept open and accessible during continuance of the meeting as required under section 307 of the Companies Act, 1956.

The Chairman informed that the Company has received nine proxies representing to 2,01,98,588 shares, which constitute 50.80% of the fully paid up equity shares of the Company.

The notice dated 7th May, 2011 convening the 19th Annual General Meeting was laid on the table and was taken as read with the consent of the members present.

After delivering the speech, the Chairman proceeded with the items set out in the notice.

Shri G. D. Saini, Company Secretary read the Auditors' report dated 7th May, 2011.

Chairman requested members present to express their views and ask questions, if any, on the accounts of the Company for the year under review.

Mr. B.Venkataratnam expressed happiness over marginal growth in the turnover during 2010-11. He further stated a number of Water projects are on the anvil of implementation by various Municipal Corporations in Andhra Pradesh and the Company's marketing Team has to take this opportunity to capture more orders. He thanked the Management for having favourably considered their request made in the AGM last year and maintaining the dividend of 15% this year.

Mr.Kamil Kishiore expressed that the Company has maintained dividend of 15% for the FY 2010-11, despite lower profits and expressed confidence that Company will continue to perform better in the coming years and will declare even higher dividends in future.

Mr. Suresh Chand Jain expressed his happiness over completion of Company's water project involving 21 KM pipe line for using primarily treated sewerage water of Tirupati Municipal Corporation for its various industrial applications. He appreciated the Company for having taken this good initiative, which helps in reusing the waste water.

The Chairman appreciated the points raised and suggestions made by the shareholders and thanked them for their participation and discussions. Thereafter, the Chairman replied the questions appropriately.

He further said that the Board of Directors and the entire team of Lanco Industries Limited are committed to work for the continual growth of the Company to ensure that the Company remains competitive in the present scenario of intensified competition in the D.I. Pipes industry, due to installation of additional capacities by the new entrants. He said that the Company is in the process of establishing backward integration projects like installation of Sinter Plant, which will reduce the dependence on calibrated iron ore. As a further measure of cost reduction, the Company envisages to set up a Ferro Alloys Plant partly to cater to its captive requirement and also to serve growing demand of ferro silicon to support the profitability of the Company.

The Chairman also said that Company is in the process of installing additional Battery at its Coke Oven Plant, to cater to the increased requirement of Coke, post installation of sinter plant.

After Chairman's replies to the queries of the shareholders, the following resolutions were passed: -

ORDINARY BUSINESS:

1) As an Ordinary Resolution

Proposed by : Shri Kamal Kishore
Seconded by : Shri V.M.Sridharan

"RESOLVED THAT the Balance Sheet as at 31st March, 2011 and Profit & Loss Account for the year ended as on that date, the reports of Directors and Auditors as laid before the members at this meeting, be and are hereby received, considered and adopted."

The Chairman then put the resolution to vote by show of hands and declared the same to have been carried unanimously.

2) As an Ordinary Resolution

Proposed by : Shri Suresh Chand Jain
Seconded by : Shri Kamal Kishore

"RESOLVED THAT payment of dividend of Rs.1.50/- per share on 3,97,63,595 equity shares of Rs.10/- each fully paid up of the Company out of the profits of the Company for the year ended 31st March, 2011 be and is hereby approved."

The Chairman then put the resolution to vote by show of hands and declared the same to have been carried unanimously.

3) As an Ordinary Resolution

Proposed by : Shri B.Venkatarathnam
Seconded by : Shri K.Kanodia

"RESOLVED THAT Shri Gouri Shankar Rathi, a Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman then put the resolution to vote by show of hands and declared the same to have been carried unanimously.

4) As an Ordinary Resolution

Proposed by : Shri Praful Chauda
Seconded by : Shri M.R.Ramesh Babu

"RESOLVED THAT Shri G.Maruthi Rao, a Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman then put the resolution to vote by show of hands and declared the same to have been carried unanimously.

5) As an Ordinary Resolution

Proposed by : Shri V.Mahaboob Basha
Seconded by : Shri K.D.Eswaran

"Resolved that M/s K.R. Bapuji & Co, Chartered Accountants (Registration No.000395S), Hyderabad be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at a remuneration to be decided mutually between the Board of Directors and the Auditors including reimbursement of out of pocket expenses".

The Chairman then put the resolution to vote by show of hands and declared the same to have been carried unanimously.

SPECIAL BUSINESS :

6) As an Ordinary Resolution

Proposed by : Shri B.Venkatarathnam
Seconded by : Shri Kamil Kishore

"RESOLVED THAT in supersession of the resolution limiting the borrowing power of the Board of Directors of the Company upto Rs.500 crores passed by the Company earlier, consent be and the same is hereby accorded pursuant to Section 293 (1) (d) of the Companies Act, 1956 to the Board of Directors of the Company for borrowing from time to time for the purpose of the Company's business, any sum or sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of the moneys borrowed and to be so borrowed and outstanding at any time shall not exceed Rs.1000 crores."

The Chairman then put the resolution to vote by show of hands and declared the same to have been carried unanimously.

7) As an Ordinary Resolution

As Shri S.Y.Rajagopalan was interested in this item of business, he requested Shri G.S.Rathi to be the Chairman for this item.

Proposed by : Shri Suresh Chand Jain

Seconded by : Shri V.M.Sridharan

"RESOLVED THAT Shri S.Y.Rajagopalan, who was appointed as Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 96 of the Articles of Association of the Company and who holds office until the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member with requisite deposit under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director and who is eligible for reappointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Shri G.S.Rathi who chaired the proceedings for conducting business under item No.7 of the Notice, put the resolution to vote by show of hands and declared the same to have been carried unanimously.

Thereafter, Shri S.Y.Rajagopalan chaired the meeting for rest of the meeting.

8) Declaration of Postal Ballot Results

The Chairman placed before the shareholders the minutes of the postal ballot as under :-

Background:

The Postal Ballot Notice dated May 07, 2011 , issued pursuant to Section 192A(2) of the Companies Act, 1956, for passing Resolution by postal ballot, was dispatched to the Members of the Company on May 11, 2011.

Shri G S Rathi, Director of the company, as authorized by the board at its meeting held on 7th May, 2011, approved the appointment of Mr. S. Chidambaram, Company Secretary, as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and the self-addressed business reply envelopes were also sent for use of Members. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer before the close of working hours (1700 Hours) on or before August 18, 2011.

After due scrutiny of all the postal ballot forms received by Mr. S. Chidambaram up to the close of working hours of August 18, 2011 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), Mr. S. Chidambaram submitted his report dated August 24, 2011 as under:

Resolution Nos. as given in Postal Ballot Notice dated May 07, 2011	Particulars of Votes Cast		Result	
		Nos.		%
Resolution as an Ordinary Resolution	Votes cast In favour	25,906,594	99.88	Approved by requisite majority.
	Votes cast against	26,471	0.10	
	Invalid votes	4,262	0.02	

The Chairman, after receiving the Scrutinizer's Report, announced that the Resolution in the Postal Ballot Notice dated May 07, 2011 were duly passed by the requisite majority and directed that the resolutions be recorded in the minute book recording the proceedings of general meetings of the Members.

The resolutions duly approved by the Members are as under:

RESOLUTION

As an Ordinary Resolution

"RESOLVED THAT in supersession of the resolution passed by the Company at the Twelfth Annual General Meeting of the Company held on 30th August, 2004 limiting the power of the Board of Directors of the Company to mortgage / charge its undertaking(s) upto Rs.500 crores, consent of the Company be and is hereby accorded, pursuant to Section 293(1)(a) of the Companies Act 1956 (Including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors of the Company, including any committee thereof (here in after referred to as "The Board"), for mortgaging and / or charge (1st and/or subsequent charges), from time to time, in such form and manner and with such ranking as to priority and for such time and on such terms and conditions as the Board may determine, all or any of the movable and / or immovable, tangible and/or intangible properties of the Company, both present and future including assignment of rights under all the Project Agreements, rights under insurance policies and project guarantees and/or the whole or any part of the undertaking(s) of the Company in favour of the lender(s) agent(s), trustee(s), for securing the

borrowings of the Company availed/to be availed by way of loan(s) (In foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or nonconvertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued or to be issued by the Company together with interest thereon at the agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and any other monies payable by the Company, subject to the limits as approved under Section 293 (1) (d) of the Companies Act, 1956 from time to time, with power to such financial institution(s), bank(s), or any other lender(s) as the case may be, to take over the management of the business and concern of the Company in certain events or to lease out the assets of the Company for any other purpose within the said limit."

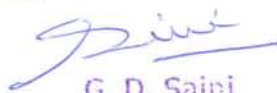
"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

The above results were announced by the undersigned on Thursday, August 25, 2011

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

CHAIRMAN

For Lanco Industries Limited



G. D. Saini
Chief Financial Officer
& Company Secretary