



Delivering Business Value



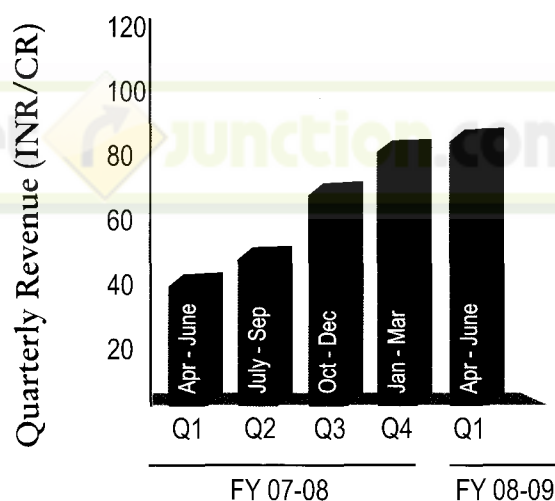
Financial Highlights :

Consolidated Financial Performance

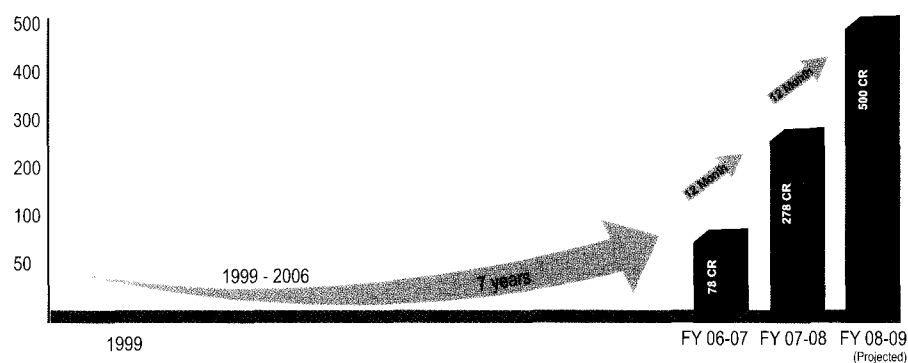
Rupees in Lakhs

Particulars	2007-08	2006-07	Growth
Revenue from Operations	27728.63	7807.61	255%
Other Income	14.15	17.63	-20%
Total Income	27742.78	7825.24	255%
Operating EBITDA (Earning before Interest, Tax and Depreciation)	4034.99	1169.03	245%
Operating EBIT (Earning before Interest and Tax)	3835.81	937.99	309%
Profit Before Tax	3729.10	877.45	325%
Profit After Deferred Tax	3430.73	850.63	303%
Earning per share (EPS) - Basic & Diluted (Rs.)	13.49	3.35	303%

Revenue Progression



Revenue Acceleration



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Corporate Information

Board of Directors

Mr. Kodali Tejesh Kumar
 Mr. Kadiyala Venkateswara Rao
 Mr. Karusala Venkata Subba Rao
 Dr. Prasada Rao VDM Ravella
 Mr. Boddapaty Anand
 Mr. Gorantla Ramesh
 Mr. Vyricherla Pradeep Kumar Dev
 Mr. Asokan Ganapathy
 Mr. Yadagiri Anand Swaroop

Chairman
 Co-Chairman
 Vice Chairman & Managing Director
 Director
 Alternate Director
 Director
 Director
 Director
 Director & CEO

Vice President (F & A)

Mr. Y. Srinivasa Rao

Company Secretary

Mr. M. Jagadeeshwara Rao

Statutory Auditors

M/s. P. Murali & Co.,
 Chartered Accountants
 6-3-655/2/3, Somajiguda,
 Hyderabad - 500 082
 Andhra Pradesh, India.

Bankers

Axis Bank Ltd
 State Bank of India
 Oriental Bank of Commerce
 Andhra Bank
 Karur Vysya Bank Ltd

Registered Office:

8-2-293/82/A/796/B,
 Road No.36, Jubilee Hills,
 Hyderabad - 500 033, A.P.
 Tel: +91 40 6699 0000
 Fax: +91 40 6699 4444
 Website: www.lgsglobal.com

Registrar & Share Transfer Agent

Aarthi Consultants Private Limited
 1-2-285, Domalguda,
 Hyderabad - 500 029, A.P.
 Tel: +91-40-27634445, 27638111, 27642217
 Fax: +91-40-27632184
 Email: info@arthiconsultants.com

NOTICE is hereby given that the **Ninth Annual General Meeting** of the Members of **Lanco Global Systems Limited** will be held at 11.00 A.M. on Tuesday, 30th September, 2008, at KLN Prasad Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI), Federation House, 11-6-841, Red Hills, Hyderabad-500 004, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the
 - (a) Audited Balance Sheet as at 31st March, 2008;
 - (b) Audited Profit and Loss Account for the year ended on that date;
 - (c) Auditor's Report thereon; and
 - (d) Directors' Report thereon;
2. To declare dividend for the year ended 31st March, 2008 on equity shares.
3. To appoint a Director in place of Dr. Prasada Rao VDM Ravella, who retires by rotation, and, being eligible, offers himself for re-appointment.
4. To appoint M/s. P. Murali & Co., Chartered Accountants, Hyderabad, the retiring Auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT M/s. P. Murali & Co., Chartered Accountants, Hyderabad, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors".

SPECIAL BUSINESS

5. **To appoint Mr. Tejesh Kumar Kodali as Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Tejesh Kumar Kodali, who was appointed by the Board of Directors as an Additional Director with effect from 27th March, 2008 and who holds the office of Director upto the date of

this Ninth Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

6. **To appoint Mr. Venkateswara Rao Kadiyala as Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Venkateswara Rao Kadiyala, who was appointed by the Board of Directors as an Additional Director with effect from 27th March, 2008 and who holds the office of Director upto the date of this Ninth Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

7. **To appoint Mr. Venkata Subba Rao Karusala as Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Venkata Subba Rao Karusala, who was appointed by the Board of Directors as an Additional Director with effect from 27th March, 2008 and who holds the office of Director upto the date of this Ninth Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

8. **To appoint Mr. Pradeep Kumar Dev V as Director of the Company**

To Consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Pradeep Kumar Dev V, who was appointed by the Board of Directors as an

Additional Director with effect from 27th March, 2008 and who holds the office of Director upto the date of this Ninth Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

9. To appoint Mr. Asokan Ganapathy as Director of the Company

To Consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Asokan Ganapathy, who was appointed by the Board of Directors as an Additional Director with effect from 27th March, 2008 and who holds the office of Director upto the date of this Ninth Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

10. To amend the Articles of Association of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Article of Association of the Company be amended as follows:

- i) The first sentence appearing in the Article 89, be deleted and in its place the following be substituted.

89. Each director other than a Managing Director or Whole time Director shall be entitled to receive such remuneration as maybe decided by the board out of the funds of the Company for his services in attending meetings of the Board or a Committee thereof, a fee of rupees not exceeding the ceiling limit prescribed under the Companies Act, 1956 or rules framed there under, as amended from time to time, by the Central Government.

- ii) The Article 112A be inserted after Article 112 in the following manner:-

112A. The Board of Directors may appoint one of their members as Co-Chairman of the Board. The Co-Chairman will act as Chairman in the absence of Chairman.

11. To appoint Mr. Tejesh Kumar Kodali as Executive Chairman of the Company

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 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, as amended, the consent of the Shareholders be and is hereby accorded for the appointment of Mr. Tejesh Kumar Kodali as Executive Chairman for a period of 3 (Three) years with effective from 28th July, 2008 on the following terms and conditions:

Salary: Rs. 43,20,000/- (Rupees Forty Three Lakhs Twenty Thousand only) per annum.

Perquisites and Allowances: The Executive Chairman shall be entitled to all the perquisites & allowances listed herein below in addition to the salary mentioned above:

Housing:

- (a) Where accommodation in the Company owned house is provided, he shall pay to the Company, by way of rent of 10% of the salary;
- (b) Where hired accommodation is provided, the expenditure incurred by the company on hiring furnished accommodation for him will be subject to a ceiling of 50% of the salary;
- (c) In case the company does not provide accommodation, House Rent Allowance (HRA) shall be paid @ 50% of the salary;

Gas, Electricity, Water and Furnishings: The expenditure incurred by him for gas, electricity, water and furnishings shall be reimbursed subjected ceiling of 15% of the salary.

Medical expenses: All medical expenses incurred by him for self and family shall be reimbursed.

Leave Travel Concession or Allowance: Leave travel concession or allowance for him and for his family will be as per company rules.

Clubs: Fees of clubs subject to maximum of three clubs. This will not include the admission and life membership fees.

Insurance: Medical and Accident insurance premium as per company rules.

Statutory Contributions: Contribution to the Provident fund, Superannuation fund, Annuity fund to the extent the same are not taxable under the Income Tax Act.

Gratuity: Gratuity payable shall not exceed, half a month's salary, for each completed year of service.

Car: Provision of car with driver for use of the Company's business.

Communication facilities: All Communication facilities like Telephones/Internet/ Mobiles/ Fax at residence shall be provided for use by the Executive Chairman.

Servants: Reimbursement of Servant's salary, subject to maximum of two servants.

Gardener: Reimbursement of Gardener's salary, subject to one Gardener only.

Coupons: Aggregate of food coupons/meal vouchers shall be subject to a ceilings of Rs. 10,000/- per month.

"Family" for the above purpose means wife, dependent children and dependent parents of the Executive Chairman.

RESOLVED FURTHER THAT the aggregate of above salary, perquisites and allowances taken together shall be subject to the overall ceilings laid down under section 198 and 309 read with Schedule XIII of the Companies Act, 1956 .

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the above remuneration shall be payable to the Executive Chairman as salary, perquisites and any other allowances shall be governed by, and subject to the limits prescribed under Section II, Part II of Schedule XIII to the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time as minimum remuneration".

RESOLVED FURTHER THAT no sitting fee shall be payable for attending meetings of the Board of Directors or any Committee(s) thereof."

12. To appoint Mr. Venkateswara Rao Kadiyala as Executive Co-Chairman of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, as amended, the consent of the Shareholders be and is hereby accorded for the appointment of Mr. Venkateswara Rao Kadiyala as Executive Co-Chairman for a period of 3 (Three) years effective from 28th July, 2008 on the following terms and conditions:

Salary: Rs. 43,20,000/- (Rupees Forty Three Lakhs Twenty Thousand only) per annum.

Perquisites and Allowances: The Executive Co-Chairman shall be entitled to all the perquisites & allowances listed herein below in addition to the salary mentioned above:

Housing:

- (a) Where accommodation in the Company owned house is provided, he shall pay to the Company, by way of rent of 10% of the salary;
- (b) Where hired accommodation is provided, the expenditure incurred by the company on hiring furnished accommodation for him will be subject to a ceiling of 50% of the salary;
- (c) In case the company does not provide accommodation, House Rent Allowance (HRA) shall be paid @ 50% of the salary;

Gas, Electricity, Water and Furnishings: The expenditure incurred by him for gas, electricity, water and furnishings shall be reimbursed subjected ceiling of 15% of the salary.

Medical expenses: All medical expenses incurred by him for self and family shall be reimbursed.

Leave Travel Concession or Allowance: Leave travel concession or allowance for him and for his family will be as per company rules.

Clubs: Fees of clubs subject to maximum of three clubs. This will not include the admission and life membership fees.

Insurance: Medical and Accident insurance premium as per company rules.

Statutory Contributions: Contribution to the Provident fund, Superannuation fund, Annuity fund to the extent the same are not taxable under the Income Tax Act.

Gratuity: Gratuity payable shall not exceed, half a month's salary, for each completed year of service.

Car: Provision of car with driver for use of the Company's business.

Communication facilities: All Communication facilities like Telephones / Internet / Mobiles / Fax at residence shall be provided for use by the Executive Co-Chairman.

Servants: Reimbursement of Servant's salary, subject to maximum of two servants.

Gardener: Reimbursement of Gardener's salary, subject to one Gardener only.

Coupons: Aggregate of food coupons/meal vouchers shall be subject to a ceiling of Rs 10,000/- per month.

"Family" for the above purpose means wife, dependent children and dependent parents of the Executive Co-Chairman.

RESOLVED FURTHER THAT the aggregate of above salary, perquisites and allowances taken together shall be subject to the overall ceilings laid down under section 198 and 309 read with Schedule XIII of the Companies Act, 1956 .

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the above remuneration shall be payable to the Executive Co-Chairman as salary, perquisites and any other allowances shall be governed by, and subject to the limits prescribed under Section II, Part II of Schedule XIII to the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time as minimum remuneration".

RESOLVED FURTHER THAT no sitting fee shall be payable for attending meetings of the Board of Directors or any Committee(s) thereof."

13. To appoint Mr. Venkata Subba Rao Karusala as Vice Chairman & Managing Director

To consider and if thought fit, to pass with or without modifications, the following resolution as **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 as amended, the consent of the Shareholders be and is hereby accorded for the appointment of

Mr. Venkata Subba Rao Karusala as Vice Chairman & Managing Director for a period of 3 (Three) years effective from 28th July, 2008 on the following terms and conditions:

Salary: Rs. 43,20,000/- (Rupees Forty Three Lakhs Twenty Thousand only) per annum.

Perquisites and Allowances: The Vice Chairman & Managing Director shall be entitled to all the perquisites & allowances listed herein below in addition to the salary mentioned above:

Housing:

- Where accommodation in the Company owned house is provided, he shall pay to the Company, by way of rent of 10% of the salary.
- Where hired accommodation is provided, the expenditure incurred by the company on hiring furnished accommodation for him will be subject to a ceiling of 50% of the salary.
- In case the company does not provide accommodation, House Rent Allowance (HRA) shall be paid @ 50% of the salary.

Gas, Electricity, Water and Furnishings: The expenditure incurred by him for gas, electricity, water and furnishings shall be reimbursed subjected ceiling of 15% of the salary

Medical expenses: All medical expenses incurred by him for self and family shall be reimbursed.

Leave Travel Concession or Allowance: Leave travel concession or allowance for him and for his family will be as per company rules.

Clubs: Fees of clubs subject to maximum of three clubs. This will not include the admission and life membership fees.

Insurance: Medical and Accident insurance premium as per company rules.

Statutory Contributions: Contribution to the Provident fund, Superannuation fund, Annuity fund to the extent the same are not taxable under the Income Tax Act.

Gratuity: Gratuity payable shall not exceed, half a month's salary, for each completed years of service.

Car: Provision of car with driver for use of the Company's business.

Communication facilities: All Communication facilities like Telephones/Internet / Mobiles / Fax at

residence shall be provided for use by the Vice Chairman & Managing Director.

Servants: Reimbursement of Servant's salary, subject to maximum of two servants.

Gardener: Reimbursement of Gardener's salary, subject to one Gardener only.

Coupons: Aggregate of food coupons/meal vouchers shall be subject to a ceilings of Rs. 10,000/- per month.

"Family" for the above purpose means wife, dependent children and dependent parents of the Vice Chairman & Managing Director.

RESOLVED FURTHER THAT the aggregate of above salary, perquisites and allowances taken together shall be subject to the overall ceilings laid down under section 198 and 309 read with Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the above remuneration shall be payable to the Vice Chairman & Managing Director as salary, perquisites and any other allowances shall be governed by, and subject to the limits prescribed under Section II, Part II of Schedule XIII to the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time as minimum remuneration".

RESOLVED FURTHER THAT no sitting fee shall be payable for attending meetings of the Board of Directors or any Committee(s) thereof."

14. To Change the name of the Company to LGS Global Limited

To Consider and if thought fit, to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government, the name of the company be and is hereby changed from Lanco Global Systems Limited to LGS Global Limited".

"RESOLVED FURTHER THAT the name Lanco Global Systems Limited' wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the new name "LGS Global Limited".

15. To authorize the Board to raise funds through issue of Securities

To Consider, and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment or re-enactment thereof), Listing agreement entered in to with the Stock Exchanges, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, subject to such approvals, consent, permissions, and/or sanctions, as may be necessary, from the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and/or any competent authorities and enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the guidelines issued by the GOI, RBI, SEBI and / or any other competent authorities and clarifications thereof, issued from time to time and subject to all such approvals, permissions, consents and sanctions, as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any of them, while granting such approvals, permissions, consents and sanctions, the consent of the company be and is hereby accorded to the Board (hereinafter called "the Board" which term shall include any committee constituted / to be constituted by the Board for exercising the powers conferred on the Board) to create, offer, issue and allot Foreign Currency Convertible Bonds (FCCBs)/ American Depository Receipts (ADRs)/ Global Depository Receipts (GDRs)/ Singapore Depository Receipts (SDRs) and /or fully/ partially convertible Bonds/ Debentures/ Loans and/ or Depository Shares/ Receipts and/ or any other instruments/ securities in the nature of Shares/ Debentures / Bonds and or warrants, naked or otherwise, convertible into shares or otherwise, either in registered or bearer forms, and /or any such securities convertible into equity shares of Rs.10/- each for cash at premium, or otherwise (hereinafter referred to as "Financial Instruments") or any combination of the financial instruments in the International/domestic market through Public Issue, Private Placement or Preferential Allotment, Qualified Institutional Placement or through any other mode, as the case may be, from time to time in one or more tranches, whether in India or outside India, with or without premium, whether rupee denominated or denominated in any foreign currency, as may be deemed appropriate by the

Board, to Indian Public, Members, promoters, strategic investors, employees, financial institutions, banks, mutual funds, foreign investors, non-resident Indians, foreign institutional investors, Qualified Institutional Buyers, multilateral agencies, venture capital funds, companies, other bodies corporate, other entities or any other person or one or more combinations thereof, on such terms and conditions (including pricing, rate of dividend, amount of premium, if any, at the time of conversions / redemption, manner of conversion/redemption, conversion/redemption period and matters incidental thereto) as the Board may in its sole discretion decide so that the total amount collected by the company shall not exceed Rs.200 Crores.

"RESOLVED FURTHER THAT the above shares when issued, shall rank pari-passu with the existing equity shares of the company in all respects except that they shall be entitled to pro-rata dividend from the date of allotment".

"RESOLVED FURTHER THAT the issue of the shares shall be deemed to have been made in India/ Abroad at the place of issue and shall be governed by the law of the country as applicable and the Board be and is hereby authorized to file such prospectus and other documents as may be required to be filed in India and/or foreign country or countries and to seek the listing of such securities in one or more International and/or Indian Stock Exchanges".

"RESOLVED FURTHER THAT the board be and is hereby authorized to engage the services of, or appoint solicitors, advocates, legal advisors, merchant bankers, underwriters, guarantors, depositories, custodians and any such other agency (ies) to act as managers, lead managers or in any other capacity or to advise or to certify any matter relating to the Company's accounts or otherwise, on such terms as to remuneration by way of commission, brokerage, fees or otherwise as the board may in its absolute discretion deem appropriate".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate to a committee of directors or any director or the managing director all or any of its powers or authorities or discretion vested in it in terms of this Resolution as permitted by law."

"RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution the Board be and is hereby authorized on behalf of the company to do all such acts, deeds matters and things as it may at its discretion deem necessary or desirable for such purposes and to settle any question, difficulties or doubts that

may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit".

16. To authorize the Board to borrow money

To Consider, and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT in modification of the earlier Resolutions passed in this regard, the consent of the Company be and is hereby accorded to the Board of Directors under Section 293(1)(d) of the Companies Act, 1956, to borrow such moneys or sums of money, subject to the prevailing laws, rules, regulations and guidelines to the extent they are applicable, in any manner, from time to time, with or without security and upon such terms and conditions as the Board of Directors may think fit, notwithstanding that moneys to be borrowed together with moneys already borrowed, if any, by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 500 Cr (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all other steps, to give all such directions, to do all such deeds, matters and things as may be necessary to give effect to the aforesaid Resolution and as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any of the Directors of the Company to give effect to the aforesaid Resolution.

By Order of the Board
for **LANCO GLOBAL SYSTEMS LIMITED**

Jagadeeshwara Rao M
Company Secretary

Place : Hyderabad
Date : 25.08.2008