

**LANCOR HOLDINGS LIMITED**  
(Formerly DBS Properties Limited)

**ANNUAL REPORT**  
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**Registered Office : Sivasakthi, 61, G.N.Chetty Road, T.Nagar, Chennai 600 017**

## NOTICE TO THE SHARE HOLDERS

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of the members of the Company will be held at the registered office of the company at Sivasakthi, 61, G.N. Chetty Road, T.Nagar, Chennai 600017 on 08<sup>th</sup> August 2003 at 3.00 PM to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2003 and the Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint Directors in place of Shri. R.Sankaranarayanan, who retires by rotation and being eligible, offers himself for reappointment. -
3. To appoint Statutory Auditors and fix their remuneration.

### SPECIAL BUSINESS

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

**RESOLVED THAT** pursuant to Section 314 and all other applicable provisions of the Companies Act, 1956 if any, and subject to such other approvals as may be required the consent of the shareholders of the Company be and is hereby accorded for the payments received by Mr.V.Chander, Director of the Company from the subsidiary Company **M/s Lancor Maintenance & Services Limited**, for the financial year ending 2002-2003 amounting to Rs.1,30,000/= for the extra services rendered by him for the benefit of that subsidiary company. .

**RESOLVED FURTHER THAT** the unanimous consent of the shareholders of the company be and is hereby accorded for the payments received already received by him from the said subsidiary Company **M/s Lancor Maintenance & Services Limited**, Chennai and the company can continue this payment unless otherwise decided by the shareholders in this connection.

By Order of the Board  
For LANCOR HOLDINGS LIMITED

R.V. Shekar  
Managing Director

Registered Office  
Sivasakthi, 61, G.N. Chetty Road  
T Nagar, Chennai 600 017.  
Dated : June 27, 2003.

## NOTES

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1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
2. **PROXY TO BE VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Explanatory Statement as required under section 173(2) of the Companies Act, 1956 relating to the special business to be transacted at the Annual General Meeting, attached herewith
4. The register of Share Transfer and Register of Members will remain closed from August 06, 2003 to August 08, 2003 (both days inclusive).
5. Members desiring to have any clarification on account are requested to write to the Company at an early date so as to enable the company keep the information ready.
6. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
7. Members are requested to notify change in address, if any, to the Company.
8. Members are requested to inform the company their Income Tax Permanent Account Number (PAN) / General Index Register Number (GIR), if any allotted to them by the Income Tax Department, to be stated in the Tax Deduction Certificate and particulars of their bank account, in case the same have not been sent earlier.
9. Members are hereby informed that the company has its own-in-house registry and handles share transfers, transmission etc., and therefore the shareholders are requested to send their share certificates for transfer to the Registered Office of the Company.
10. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 109A of the Companies Act, 1956, are requested to submit to the registered office of the company the prescribed Form 2B, which is attached for this purpose.

## INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF PROPOSED RE-APPOINTMENT OF DIRECTORS

Shri. R.Sankaranarayanan, aged 59 years is a leading Chartered Accountant engaged in private practice and has worked in public sector undertakings and with Brahmayya & Co. Chartered Accountants.

The particulars in respect of Shri. R.Sankaranarayanan's Directorship and Committee Membership in other Companies are as follows:-

<b>Directorship in other Companies</b>	<b>Committee Membership in other Companies</b>
<b>Nil</b>	<b>Nil</b>

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE  
COMPANIES ACT, 1956**

**Item No.4**

The director Mr.V.Chander, is being remunerated by the Subsidiary Company M/s LANCOR MAINTENANCE & SERVICES LIMITED, for his extra services rendered by him for the benefit and welfare of the said subsidiary company. Further as per the provisions of the Companies act, 1956 the same requires the consent of the shareholders of the holding company and hence this resolution.

None of the director except Mr.V.Chander is interested in the resolution.

**By Order of the Board  
For LANCOR HOLDINGS LIMITED**

**R.V. Shekar  
Managing Director**

Registered Office  
Sivasakthi, 61, G.N. Chetty Road  
T Nagar, Chennai 600 017.

Dated : June 27, 2003.

Account No : No of Shares :
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**FORM 2B****NOMINATION FORM**

(To be filled in by the Individual(s) applying singly or jointly)

I/We \_\_\_\_\_ and \_\_\_\_\_ and \_\_\_\_\_ the holders of shares \_\_\_\_\_ bearing number(s) \_\_\_\_\_ of LANCOR HOLDINGS LIMITED wish to make a nomination and do hereby nominate the following person(s) in whom all rights of transfer and/or amount payable in respect of shares shall vests in the event of my or our death.

**Name and Address of Nominee**

<b>Name</b>	
<b>Date of Birth *</b>	

(\* to be furnished in case the nominee is a minor)

\*\* The Nominee is a minor whose guardian is

<b>Name</b>	
<b>Address</b>	

(\*\* to be deleted if not applicable)

<b>1. Signature</b>	
<b>Name</b>	
<b>Address</b>	
<b>Date</b>	

<b>2. Signature</b>	
<b>Name</b>	
<b>Address</b>	
<b>Date</b>	

<b>3. Signature</b>	
<b>Name</b>	
<b>Address</b>	
<b>Date</b>	

P.T.O

Name, Address and Signature of two Witness	
Name and Address	Signature with date
1	
2.	

**Instruction**

1. The nomination can be made by individuals only applying/ holding shares on their own behalf singly or jointly. Non-individuals including trust, society, body corporate, partnership firm, karta of Hindu Undivided Family or a Power of Attorney holder can not nominate. If the shares held jointly, all joint holders will sign the nomination form. Space is provided as a specimen, if there are more joint holders more sheets can be added for signatures of holders of shares and witness.
2. A minor can be nominated by a holder of shares and in that event, the name and address of the guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, karta of Hindu Undivided Family or a Power of Attorney holder. A non-resident Indian can be a nominee on repatriable basis.
4. Nomination stands rescinded upon transfer of shares.
5. Transfer OF shares in faour of a nominee shall be valid discharge y the Company against the legal heir.
6. The Nomination Form shall be filed in duplicate with the Registered office of the Company Sivasakthi, 61, G.N. Chetty Road, T.Nagar, Chennai 600017which will return one copy thereof to the Shareholder.

**FOR OFFICE USE ONLY**

<b>Nomination Registration Number</b>
<b>Date of Registration</b>
<b>Checked by(Name and Signature)</b>

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# **LANCOR HOLDINGS LIMITED**

*(Formerly DBS Properties Limited)*

## **BOARD OF DIRECTORS**

Mr. R.V. Shekar  
Mr. V. Chander  
Mr. R Sankaranarayanan  
Mr. Atul Upadhya

## **MANAGEMENT COMMITTEE**

Mr. R.V. Shekar  
Mr. V. Chander  
Mr. R Sankaranarayanan  
Mr. Atul Upadhya

## **REGISTERED OFFICE**

Sivasakthi, 61 G N Chetty Road  
T. Nagar  
Chennai – 600 017

## **BANKERS**

Bank of Ceylon  
The Catholic Syrian Bank Limited

## **AUDITORS**

G M Kapadia & Co  
Chartered Accountants  
Mumbai

## **SUBSIDIARIES**

Lancor Properties Limited  
Lancor Maintenance & Services Limited

**Registered Office : Sivasakthi, 61, G.N.Chetty Road, T.Nagar, Chennai 600 017**



## DIRECTORS' REPORT

Your Directors have pleasure in presenting the Eighteenth Annual Report together with Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2003.

### 1. FINANCIAL RESULTS

Particulars	Rs. In lacs	
	2002-03	2001-02
Income from Operations	327.97	897.52
Profit before Interest, Depreciation and Taxes	46.96	183.53
Less :Interest	110.51	100.15
Depreciation	19.65	22.11
Profit before Tax	(83.20)	61.27
Less: Provision for -		
Current Tax	-	9.50
Deferred Tax	44.60	(0.42)
Profit after Tax	(38.60)	52.19
Add : Balance brought forward from Previous Year	189.01	468.10
Prior Year Adjustments	(0.89)	6.32
Available for Appropriation	149.52	526.61
Transfer to General Reserve	-	7.00
Dividend	-	300.00
Tax On Dividend	-	30.60
Balance Carried to Balance Sheet	149.52	189.01

### 2. BUSINESS OUTLOOK

During the year the company completed all the three projects taken up during the previous year in chennai and Bangalore and the developments came to be well regarded.

The company experienced a very severe liquidity position and it is taking steps to address the same by effecting sales of developed projects and in the process reduce the debt burden.

Sustained efforts to reduce cost have borne fruit, while interest cost also have come down from what it was at the beginning of the year, though it continues to be unacceptably high.

### 3. FUTURE OUTLOOK

The change of name from "DBS PROPERTIES LTD" to "LANCOR HOLDINGS LTD" has been smooth. The "LANCOR" name is increasingly entrenched in the minds of people. The company and its subsidiaries are confident of achieving the brand image, barring unforeseen circumstances the company is expected to return to profitability in the current year.

### 4. FIXED DEPOSITS

Your company has not accepted any fixed deposits during the year.

### 5. DIVIDEND:

In view of the loss incurred by the company, your Directors had not recommended any dividend during the year.

## 6. SUBSIDIARY COMPANIES

### ➤ LANCOR PROPERTIES LIMITED

During the year under review LANCOR PROPERTIES LIMITED became a wholly owned subsidiary of your company, consequent upon the acquisition of entire paid up share capital of the company (i.e., 50,000 Equity Shares of Rs.10/- each totaling Rs.5,00,000/-). The accounts for the year ended on 31<sup>st</sup> March 2003 have been attached to the accounts of your company. Further statement as required under section 212 of the Companies Act, 1956 has been attached hereto.

### ➤ LANCOR MAINTAINANCE & SERVICES LIMITED

Also, LANCOR MAINTAINANCE & SERVICES LIMITED continues to become a subsidiary of your Company. The accounts for the year ended on 31<sup>st</sup> March 2003 have been attached to the accounts of your company for the year ended on 31<sup>st</sup> March 2003. A statement as required under section 212 of the Companies Act, 1956 has been attached hereto.

Further the name of the said Company was changed during the year under review from RESIDENCY PROPERTIES & DEVELOPMENTS LIMITED to the name cited above. The referred subsidiary company had issued during the year bonus shares in the ratio of 1:24 shares each held, to the shareholders, and consequently the holding company has received 2,40,000 Equity Shares of Rs.10/- each.

As per the requirement of AS-21 issued by the ICAI, your company is pleased to present herewith consolidated financial statements of the Company along with the financial statement of the subsidiaries.

## 7. POSTAL BALLOT

The company has adopted the mechanism of postal ballot voting, for altering the main object clause of the Memorandum of Association of the company to obtain the change of name of the company from DBS Properties Ltd., to "Lancor Holdings Ltd.,".

## 8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules., 1988, particulars regarding foreign exchange earnings and expenditure appears in items 7 to 10 on notes to accounts. The Company has no activity relating to conservation of energy or technology absorption.

## 9. INTERNAL CONTROLS AND THEIR ADEQUACY:

The internal control systems are commensurate to the size of the operation of the Company. Whenever it is required, the systems and procedures are upgraded to suit the changing business needs.

## 10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement u/s 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement your Directors confirm, that -

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
- ii. the selected accounting policies were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March 2003 and of the profit of the company for the year ended on that date;