

BOARD OF DIRECTORS

R.V. Shekar	Managing Director
V. Chander,	Non Executive Director
S. V. Venkatesan	Non Executive & Independent
R. Sankaranarayanan	Non Executive & Independent
Jayesh N Thakkar	Non Executive & Independent

REGISTERED OFFICE

"VTN Square", Second Floor,
58, GN Chetty Road, T. Nagar
Chennai — 600 017, INDIA
Tel No. +91-44-2834 5880/84
Website : www.lancor.in

COMPANY SECRETARY

H. Viswanath

AUDITORS

G.M. Kapadia & Co.,
Chartered Accountants,
7A, P.M. Tower,
37, Greams Road,
Chennai — 600 006.

SOLICITORS

Raman & Associates, Chennai

BANKERS/FINANCIAL INSTITUTIONS

The Catholic Syrian Bank Limited,
Industrial Finance Branch, Chennai - 2.
HDFC Limited, Chennai.

REGISTRAR AND SHARE TRANSFER AGENTS

Cameo Corporate Services Limited
"Subramanian Buildings",
1, Club House Road, Chennai 600 002.

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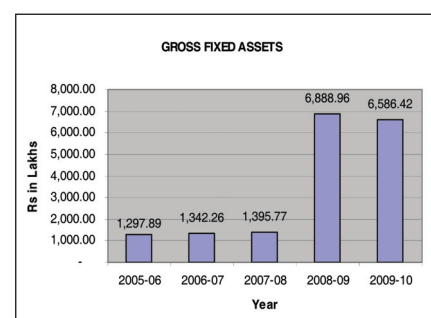
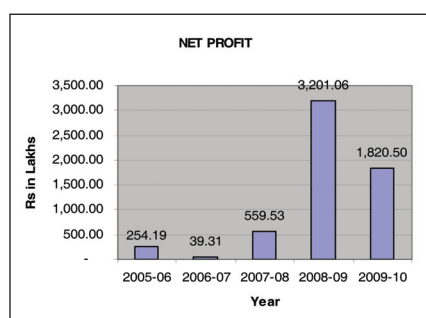
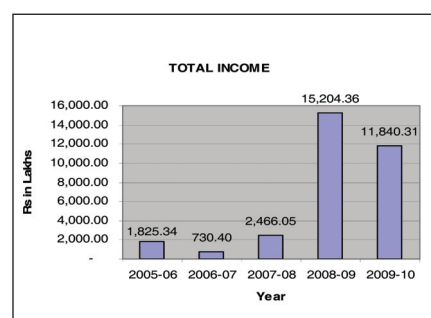
MISSION STATEMENT

To create profitable developments with enduring value, distinguishing characteristics leading to high customer satisfaction, with full compliance to building standards, rules and regulations.

FINANCIAL HIGHLIGHTS OF LANCOR HOLDINGS LIMITED, ITS SUBSIDIARIES AND INTEREST IN JOINT VENTURE – PARTNERSHIP FIRM

S.NO	PARTICULARS	2009-10	2008-09	2007-08	2006-07	2005-06
	ON CONSOLIDATED BASIS	Rupees In Lakhs				
1	CONSTRUCTED AREA (sq. ft)	303,305	836,973	31,336	13,431	100,649
2	INCOME FROM OPERATIONS	10,524.58	14,407.91	1,965.82	282.40	1,511.56
3	TOTAL INCOME	11,840.31	15,204.36	2,466.05	730.40	1,825.34
4	EBIDTA	3,375.89	3,957.01	934.42	192.87	470.62
5	INTEREST	484.44	255.29	34.11	123.69	61.08
6	DEPRECIATION	292.32	142.12	57.30	51.79	42.37
7	TAX	778.63	358.55	283.48	(21.91)	112.98
8	NET PROFIT	1,820.50	3,201.06	559.53	39.31	254.19
9	EQUITY SHARE CAPITAL	405.00	405.00	405.00	405.00	320.00
10	NETWORTH	6,358.39	5,012.07	2,048.14	1,719.52	1,110.26
11	GROSS FIXED ASSETS	6,586.42	6,888.96	1,395.77	1,342.26	1,297.89
12	NET FIXED ASSETS	5,886.12	6,462.50	1,108.89	1,112.62	1,120.05
13	TOTAL ASSETS	12,990.85	12,121.69	9,419.34	8,573.12	2,965.65
14	BOOK VALUE PER SHARE*	31.40	24.75	10.11	8.49	6.94
15	TURNOVER PER SHARE	58.47	75.08	60.89	18.03	57.04
16	EARNINGS PER SHARE*	8.99	15.81	5.98	0.97	7.94
17	EBIDTA/GROSS TURNOVER (%)	28.51	26.03	37.89	26.41	25.78
18	ROCE (%)	28.63	63.87	27.32	2.29	22.89

Note : * Figures have been adjusted for equity share of Rs. 2/- per share .



NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the shareholders of the Company will be held on Friday, the 23rd day of July 2010 at 2.00 p.m. at Quality Inn Sabari, (Convention Hall - 2nd Floor), 29, Thirumalai Pillai Road, T Nagar, Chennai 600 017 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and adopt the Audited Balance Sheet as at 31st March 2010 and the Profit & Loss Account for the year ended on that date and the reports of the Directors, and Auditors thereon.
2. To declare dividend on equity shares of the Company.
3. To appoint a Director in place of Mr. S.V. Venkatesan, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors and fix their remuneration. M/s. G.M. KAPADIA & Co., Chartered Accountants, the retiring Auditors of the Company are eligible for reappointment and offer themselves for reappointment.

SPECIAL BUSINESS

Item No.5: To re-appoint Mr. R.V.Shekar as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), the Company hereby approves re-appointment of Mr. R.V. Shekar as Managing Director of the Company for a period of three years with effect from 25th July 2010, upon the terms and conditions including remuneration, perquisites and amenities shall be as follows:

I. Remuneration:

a) Salary:

Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month, with increments @ 10% on the basic salary each year.

b) House Rent Allowances (HRA) / Leased accommodation

HRA / Leased accommodation, payable will be up to Rs. 1,00,000 per month.

c) Perquisites

(i) Leave Travel Concession

Reimbursement of all expenses (like travel fare lodging, Boarding, conveyance and other expenses) incurred for self and family during the leave / holiday travel periods, whenever undertaken, whether in India or abroad for an amount not exceeding Rs.2,00,000 (Rupees Two Lakhs Only) per annum.

In case Mr. R.V. Shekar does not go on leave or does not spend the entire eligible amount of Rs. 2,00,000/- per annum, then the Company shall pay him the entire eligible amount or the balance unclaimed amount as the case may be by way of Leave Travel Allowances.

(ii) Club Membership

Reimbursement of membership fee for one club in India including admission and annual membership fee.

iii) Medical Reimbursement, Medi-claim and Personal Accident Insurance:

Medical Reimbursement not exceeding 1 month's basic salary, mediclaim for Self, Spouse, Children and dependant parents and Personal Accident Insurance Policy for such amount as applicable to the senior most executives of the Company.

Lancor Holdings Limited

iv) Contribution to Provident Fund

The Company's contribution to Provident Fund as per applicable laws, which presently is 12% of the Basic salary.

v) Gratuity

Gratuity at the rate of half month's salary for each completed year of service.

vi) Leave

Entitled for leave with full pay or encashment thereof at the end of the tenure and as per the rules of the Company.

vii) Other Perquisites

Subject to overall ceiling on remuneration mentioned herein above, Mr. R.V. Shekar may be given any other allowances, benefits, and perquisites as the Board of Directors (which includes any committee thereof) may from time to time decide.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

d) Amenities**(i) Conveyance facilities**

The Company shall provide suitable vehicle to Mr. R.V. Shekar during his tenure. All the repairs, maintenance and running expenses including driver's salary shall be reimbursed by the Company.

(ii) Telephone, Tele fax and other communication facilities:

The Company shall provide telephone, telefax and other communication facilities at Mr. R.V. Shekar's residence. All the expenses incurred shall be paid or reimbursed.

II. Overall Remuneration

The aggregate of salary, allowances, perquisites and performance bonus if any one financial year shall not exceed the limits prescribed under section 198, 309, and other applicable provisions of the Companies Act, 1956 read with schedule XIII to the said Act or any modifications or re-enactment for the time being in force.

III Minimum Remuneration

In the event of the Company incurring a loss or having inadequate profits in any financial year during the currency of tenure of service of Mr. R.V. Shekar the payment of salary, performance bonus, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule XIII to the Act, as may be in force from time to time being in force.

RESOLVED FURTHER THAT during the tenure as the Managing Director, Mr. R.V. Shekar shall be entitled to be paid / reimbursed by the Company all costs, charges, and expenses as may be incurred by him for the purpose of or on behalf of the Company.

Item No.6: To enlist the equity shares of the Company with National Stock Exchange and in this regard to consider and if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:

RESOLVED THAT subject to provisions of the Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009, listing agreements with the Stock Exchanges and Guidelines/Rules of the Securities and Exchange Board of India and/or such other applicable laws, regulations and guidelines and subject further to such approvals and sanctions as may be required, the Board of Directors (hereinafter referred to as "The Board" which term shall include a Committee of Directors) be and is hereby authorized to list Equity Shares of the Company with National Stock Exchange.

Lancor Holdings Limited

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to apply to such National Stock Exchange/SEBI and take all the required steps in terms of .guidelines laid down by SEBI for listing of the Equity Shares of the Company and to decide/settle all the matter related to listing of shares and also to do all such acts/deeds and things as may be required by the relevant Competent Authority for and on behalf of the board.

RESOLVED FURTHER THAT the Board of Directors may authorize any of its committee or any of its Directors to do all such acts/deeds and things to give effect to the above said resolution.

By Order of the Board
For LANCOR HOLDINGS LIMITED
R.V SHEKAR
Managing Director

Chennai

Dated 14th day of June 2010

Registered Office
VTN Square, 58, G.N. Chetty Road
T Nagar, Chennai 600 017.

NOTES

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.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. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to special business to be transacted in the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday the 21st day of July 2010 to Friday the 23rd day of July 2010 (Both days Inclusive) for the purpose of dividend entitlement which will be paid after approval of the shareholders in the ensuing Twenty Fifth Annual General Meeting.
4. The dividend on shares as recommended by the Board of Directors, if declared at the meeting, will be payable to those members whose name appear:-
 - (i) as member in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar on or before 21st day of July 2010 and
 - (ii) as Beneficial Owners as at the end of the business on or before 21st day of July 2010 as per the list to be furnished by National Securities Depository Limited and / or Central Depository Service (India) Limited in respect of the shares held in electronics form.
5. Members are hereby requested to send all corresponded concerning transfers, transmissions, subdivision, consolidation of shares or any other share related matters and/or change in address to the Company's Registrar and Share Transfer Agent.
6. 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.
7. Members/ proxies should bring the attendance slip duly filled in for attending the meeting and corporate members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

8. Members 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 write to the Company's Registrar for the prescribed form. Nomination form may be downloaded from Company's Website www.lancor.in
9. Annual Report is available at the website of the Company at www.lancor.in
10. Members who have not yet encashed their dividend warrants for previous years are advised to forward such warrants to the Company for revalidation. Pursuant to the provision of section 205A of the Companies Act, 1956 dividend, which remains unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund of the Central Government.
11. Members who are holding shares more than on folio under physical form may approach the Company's Share Transfer Agents for consolidation with respective details.
12. Information pursuant to clause 49 of the listing agreement in respect of proposed appointment/ re-appointment of directors

1. Name Date of Birth Nationality Date of Appointment on the Board Qualifications Expertise in functional area No of Shares held List of Directorships held in other Companies Chairman/ Member of the Committees	Mr. S.V. Venkatesan 09 th October 1939 Indian 28 th December, 2005 He is a Gold Medalist in Commerce from Madras University His career with State Bank of India, the largest Commercial Bank in India, spanned for 24 years. There, he held important responsibilities in India and abroad. He was part of the team that set up the Offshore Banking Branch of SBI at Singapore in 1977 and had a wide international exposure for about 7 years. He was associated with the Committee appointed by the bank to aid in the formulation of corporate credit policies in 1986. Nil shares 1. Essar Investments Limited 2. Essar Steel Limited 3. Essar Teleholdings Limited 4. Essar Constructions (India) Limited 5. Essar Power Limited 6. Bhandar Power Limited 7. Essar Information Technology Limited 8. Essar Power (Tamilnadu) Limited 9. Best & Crompton Engineering Limited <u>Chairman of</u> : Essar Constructions (India) Limited (Audit of the Board of other Companies in Committee), Essar Steel Limited (Audit Committee), Best & which he is Director Crompton Engineering Limited (Audit Committee) <u>Member of</u> : Essar Power Limited (Audit Committee and Shareholders/ Investors Grievance Committee. Essar Teleholdings Limited (Audit Committee)
2. Name Date of Birth Nationality Date of Appointment on the Board Qualifications	Mr.R.V.Shekar 20 th June, 1949 Indian 15 th October, 1994 Mr.R.V.Shekar is a Commerce Graduate and member of the Institute of Chartered Accountants of India and also a member of the Institute of Company Secretaries of India

Expertise in functional area	He has over 30 years of experience in various aspects of finance and management. He is a member of Information Technology Committee (IT) set up by Tamilnadu Government for promotion of IT industries in the State. Prior to joining Lancor Holdings Limited, he was with Sanmar Properties as its Vice President. Has been in the property development business for last two decades.
No of Shares held	59,11,607 shares
List of Directorships held in other Companies	1) Lancor Maintenance & Services Limited 2) G: Corp (Private) Limited 3) Lancor Realty Limited 4) Lancor Projects Limited
Chairman/ Member of the Committees of the Board of other Companies in which he is Director	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(1)
Item No.5

Mr. R.V. Shekar is the Managing Director of the Company. His tenure expires on 24th July, 2010. The Board of Directors (based on the recommendation of the Remuneration Committees) has at its meeting held on 14th June, 2010 have approved the appointment and remuneration including perquisites of Mr.R.V.Shekar as Managing Director for a period of three (03) years with effect from 25th July, 2010 which have been enumerated in the resolution at item no.5 of this notice. The said remuneration and perquisites are in consonance with the provisions of the Companies Act, 1956. His appointment is subject to the approval of the members at the ensuing General meeting. Mr.R.V.Shekar is a fellow member of Institute of Chartered Accountants of India and also of Institute of Company Secretaries of India. Further, Mr. R.V. Shekar is having over two decades of rich experience particularly in Construction Industry and the Company has shown significant progress in terms of business growth, operations and profitability during his tenure.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of terms and terms of his appointment and memorandum of concern or interest under Section 302 of the Companies Act, 1956.

The appointment and payment of remuneration is in conformity with the schedule XIII of the Companies Act, 1956 and the revised terms of appointment and remuneration of Mr. R.V. Shekar specified in the resolution are now placed before the members for their approval. The Board recommends passing of the Ordinary Resolution at Item No.5 of the Notice.

Except Mr. R.V. Shekar, none of the Directors of the Company is concerned or interested in the resolution.

Item No.6

Company's Equity Shares are presently listed on Bombay Stock Exchange. The Board is of the opinion that to give opportunities to stake holders to trade on National Stock Exchange. In view of above the Board (based on the recommendation of the Shareholders Grievance Committees) recommends for listing of its shares with National Stock Exchange in terms of the guidelines in force or any subsequent amended guidelines laid down by SEBI. Accordingly the Board recommends the resolution for approval.

None of the directors is concerned or interested in above resolution.

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

**R.V SHEKAR
Managing Director**

Chennai
Dated 14th day of June 2010

Registered Office
VTN Square, 58, G.N. Chetty Road, T Nagar, Chennai 600 017.

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have great pleasure in presenting the Twenty Fifth Annual Report on the business and operations of your Company together with Audited Accounts of the Company for the year ended 31st March 2010 and the Auditors' report thereon.

Financial Results

The stand-alone financial results of Lancor Holdings Limited for the year ended March 31, 2010 are presented below:-

(Amount In Rs. Lacs)

Particulars	2009-2010	2008-2009
Income from operations	10,281.79	13,513.82
Profit before interest, depreciation and taxes	3,048.45	3,841.54
Less: Interest	484.19	255.18
Depreciation	276.93	130.66
Profit/(Loss) before Tax	2,287.33	3,455.70
Less: Provision for		
Current Tax	687.38	320.00
Deferred Tax	0.15	(10.76)
Fringe Benefit Tax	—	2.31
Profit/(Loss) after Tax	1,599.80	3,144.16
Add: balance brought forward from previous year	3,209.06	621.11
Less: Prior year adjustments -	0.07	5.42
Adjusted for Transitional Provision under AS-15		
Available for appropriation	4,808.79	3,759.85
Interim Dividend	202.50	—
Dividend - Final	202.50	202.50
Tax on Dividend	68.82	34.42
Transfer to General reserve	159.97	313.87
Balance carried to Balance sheet	4,175.00	3,209.06

Business outlook for Lancor Holdings Limited, its subsidiaries and Associate :

Your Directors have great pleasure in presenting the Twenty Fifth Annual Report on the business and operations of your Company together with Audited Accounts of the Company for the year ended 31st March, 2010 and the Auditors' Report thereon.

SILVER JUBILEE YEAR :

This year happens to be the 25th year of Incorporation of the Company, the event was celebrated over two days in Chennai which was widely reported in the press. The Company gave away long service awards to its employees, associates and contractors who had served the Company in the period.

A high point of the celebration was a stage performance of a gathering of nearly 1,000 customers with their family members besides business associates which culminated in a dinner function.



The picture taken on the occasion of Silver Jubilee function held on December 25, 2009 at Hotel Taj Coromandel, Chennai.

[Left to Right] - Mr. Shamsunder Aggarwal-Chairman DBS Group, Mr. Venkatrama Raja-Vice Chairman, Ramco Group, Mr. N Sankar-Chairman Sanmar Group, Mr. R V Shekar, Managing Director Lancor Holdings Limited & CA. Mallika Ravi, Group Chief Executive Officer, Lancor Holdings Limited.

CNBC CRISIL CREDAI AWARD:

It is very gratifying to report that the Company was adjudged as the most transparent Company in India in the Real Estate business in an open competition adjudged by CRISIL. A trophy was presented to the Company by the Honourable Union Minister for Housing, Kumari Selja in Dubai.



The Picture shows our Chief Operating Officer, Mr. V K Ashok receiving the **CNBC CRISIL CREDAI AWARD** for **HIGHEST TRANSPARENCY** from Hon'ble Union Minister for Housing, Kumari Selja.