

**REPORT ON CORPORATE GOVERNANCE**

**I. MANDATORY REQUIREMENTS**

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The basic philosophy of corporate governance of the company is to achieve business excellence and enhance shareholder value keeping in view the interest of all stake-holders. The company stands by transparency in all its dealings and strict regulatory compliance.

**2. BOARD OF DIRECTORS**

*(1) The details of the Directors on the Board of the Company for the year 2003-2004 are given below:*

Name	Category	Designation	Number of membership in Boards of other Public Companies	Only Chairmanship in Committees of Boards of Other Companies	Only Membership in Committees of Boards of Other Companies
Sri L. Madhusudhan Rao	Executive	Chairman & Whole-time Director	10	NIL	2
Sri Suresh Chukkapalli	Non-Executive Independent	Vice Chairman	4	NIL	NIL
Sri G. Bhaskara Rao	Non-Executive	Director	10	5	5
Sri Y. Harish Chandra Prasad	Non-Executive	Director	5	2	5
Sri M.N. Nambiar	Non-Executive Independent	Director	NIL	NIL	NIL
Sri V.K. Srinivasan	Non-Executive Independent	Director	NIL	NIL	NIL
Dr Prasada Rao VDM Ravella	Non-Executive Independent	Director	2	NIL	NIL
Dr Kilaru Hanumantha Rao	Non-Executive Independent	Director	NIL	NIL	NIL

**(II) Meetings & Attendance during the year**

5 Board Meetings were held during the year 2003-2004. The dates on which the Meetings were held are as follows:

16.04.2003, 30.07.2003, 18.10.2003, 16.01.2004 and 25.03.2004.

The attendance of each Director at Board Meetings during the year 2003-2004 and the last AGM is given below:

Name	Number of Board Meetings attended	Attendance at the last A.G.M.
Sri L. Madhusudhan Rao	3	Yes
Sri Suresh Chukkapalli	5	Yes
Sri G. Bhaskara Rao	5	Yes
Sri Y. Harish Chandra Prasad	2	Yes
Sri M.N. Nambiar	4	No
Sri V.K. Srinivasan	4	Yes
Dr Prasada Rao VDM Ravella	1	No
Dr Kilaru Hanumantha Rao	NIL	No

Agenda papers along with detailed notes were circulated to the Directors in advance for each of these meetings. All relevant information, as recommended by the SEBI Committee on Corporate Governance as well as items required under Clause 49 of the Listing Agreement were placed before the Board from time to time.

None of the non-executive directors has any pecuniary or material relationship or transaction with the Company.

**3. AUDIT COMMITTEE**

**(I) Brief descriptions of terms of reference**

The Audit Committee consists of only Non-Executive Independent Directors and discharges all the responsibilities statutorily prescribed.

The functions of the Audit Committee include:-

Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Recommending the appointment and removal of external auditor, fixation of their audit fee and also approval for repayment for any other services.

Reviewing with management the quarterly and annual financial statements before submission to the Board.

Reviewing the adequacy of Internal Control Systems and Internal Audit Reports, and their compliance thereof etc.

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### (II) Composition

The Audit Committee comprises of the following Four Non-Executive Independent Directors.

Sri M.N. Nambiar	-	Chairman
Sri Suresh Chukkapalli	-	Member
Dr Prasada Rao VDM Ravella	-	Member
Sri V.K. Srinivasan *	-	Member

\* Sri V.K. Srinivasan has been appointed as a Member of Audit Committee effective April 16, 2003.

### (III) Meetings & Attendance during the year

5 Audit Committee Meetings were held during the year 2003-2004. The dates on which the Meetings were held are as follows:

16.04.2003, 30.07.2003, 18.10.2003, 16.01.2004 and 25.03.2004.

The attendance record of the Directors during the year 2003-2004 is given below:

Name	No. of Meetings held during the year	Number of Meetings attended during the year
Sri M.N. Nambiar	5	4
Sri Suresh Chukkapalli	5	5
Dr Prasada Rao VDM Ravella	5	1
Sri V.K. Srinivasan *	5	3

\* Appointed as Member with effect from 16.04.2003.

The Meetings of the Audit Committee were attended by the Head of Finance and Internal Auditors and Statutory Auditors as Invitees. The Quarterly and Annual audited financials of the Company were reviewed by the Audit Committee before consideration and approval by the Board of Directors. The Committee reviewed the adequacy of Internal Control Systems and Internal Audit Reports and the various compliances.

## 4. REMUNERATION COMMITTEE

### (I) Composition and terms of reference

The Remuneration Committee consists of the following three Non-Executive Independent Directors. Remuneration Committee determines Compensation and Benefits for Executive Directors.

Sri V.K. Srinivasan	-	Chairman
Sri M.N. Nambiar	-	Member
Sri Suresh Chukkapalli	-	Member

### (II) Attendance

The Remuneration Committee met once on 16.01.2004 and all the Members of the Remuneration Committee attended the same.

**(iii) Details of Remuneration**

On the expiry on the contract term of one year, the Whole-time Director was reappointed on a remuneration of Rs. 10,000/- per month as per the recommendation of the Committee, which was approved by the Board subject to the approval of Members in the General Meeting.

**5. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE**

**(i) The composition of the Shareholders/ Investors Grievances Committee is as follows:**

The Committee is headed by a Non-Executive Independent Director.

Sri Suresh Chukkapalli - Chairman

Sri L. Madhusudhan Rao - Member

**(ii) The Name and Designation of Compliance Officer**

The Name and Designation of the Compliance Officer of the Company is Sri C. Krishnakumar, Company Secretary.

**(iii) Details of requests/complaints received, resolved and pending during the year 2003-2004**

Nature of Complaint	Received	Resolved	Pending
Change of Address	5	5	0
Non Receipt of Share Certificate for endorsement	1	1	0
Loss of Share Certificate	1	1	0
Other Complaints	1	1	0
<b>Total:</b>	<b>8</b>	<b>8</b>	<b>0</b>

**6. GENERAL BODY MEETINGS**

**(i) Location and time, where last three AGMs held:**

Year	Location	Date	Time
2000-01	Hotel Green Park, Greenlands, Begumpet, Hyderabad.	September 28, 2001	3.00 P.M.
2001-02	K.L.N. Prasad Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad.	September 27, 2002	4.00 P.M.
2002-03	Surana Udyog Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad.	September 27, 2003	3.00 P.M.

**(II) Whether Special Resolutions were passed through Post Ballot last year.**

No.

**(III) Persons who conducted the Postal Ballot exercise.**

Not Applicable.

**(iv) Whether any Special Resolution is proposed to be conducted through postal ballot.**

No

**(v) Procedure for postal ballot.**

Not Applicable

**7. DISCLOSURES**

There are no materially significant related party transactions having potential conflict with the interests of the Company at large.

There is no Accounting treatment different from the prescribed Accounting standards.

There has not been any non-compliance by the Company and there are no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

**8. MEANS OF COMMUNICATION**

The Company's Quarterly, Half Yearly and Annual financial results are up loaded on the EDIFAR website maintained by National Informatics Center (NIC).

The same are generally published in the Business Standard (In English) and Andhra Bhoomi (In Telugu) News Papers.

As required by the Listing Agreement, the Management Discussion and Analysis Report is provided elsewhere in the Annual Report.

**9. GENERAL SHAREHOLDERS INFORMATION**

**(I) Annual General Meeting**

- Date and Time      September 28, 2004 at 3.00 P.M.
- Venue                      Surana Udyog Auditorium,  
The Federation of Andhra Pradesh Chambers of Commerce and Industry,  
Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad-500 004.

**(II) Financial Calendar for the Year 2004-05 (tentative)**

<b>Tentative Schedule</b>		
1.	- Financial reporting for the quarter ended June 30, 2004	Before end July, 2004
2.	- Financial reporting for the half year ending September 30, 2004	Before end October, 2004
3.	- Financial reporting for the quarter ending December 31, 2004	Before end January, 2005
4.	- Financial reporting for the year ending March 31, 2005	Before end April, 2005
5.	- Annual General Meeting for the year ending March 31, 2005	Before end September, 2005

- (iii) **Book Closure Dates** : 25.09.2004 to 28.09.2004 (both days inclusive)
- (iv) **Dividend Payment Date** : Not Applicable
- (v) **Listing on Stock Exchanges** : Hyderabad and Mumbai.  
The Company has paid the listing fee for the period ending 31<sup>st</sup> March, 2005

(vi) **Stock Code:**

S.No.	Exchange	Code
1.	Hyderabad Stock Exchange	Stock Code : HSE -LAGLOB Scrip Code No. : 6426
2.	Bomaby Stock Exchange	Stock Code : BSE - LANGLSY Scrip Code No. : 532368

- (vii) **Stock Market Price Data relating to Equity Shares listed in the Hyderabad Stock Exchange & The Stock Exchange, Mumbai.**

(In Rs.)

The Stock Exchange, Mumbai		
Month	High	Low
April '03	-	-
May '03	8.80	8.50
June '03	10.54	7.00
July '03	11.00	6.01
August '03	10.00	7.01
September '03	9.63	7.23
October '03	11.88	7.21
November '03	10.10	9.10
December '03	9.27	6.05
January '04	9.00	4.62
February '04	10.50	4.90
March '04	7.20	3.63

**Note:** During the year, the shares of the Company were not traded in The Hyderabad Stock Exchange Limited. Hence, the monthly high & low stock quotations in respect of the same are not furnished.

- (viii) **Stock Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc.**

The Price of the Equity Share of the Company broadly moved in tandem with the said indices.

- (ix) **Registrars & Share Transfer Agents**

Aarhi Consultants Private Limited,  
1-2-285, Domalguda, Hyderabad – 500 029. A.P. India.  
Phone : +91-40-27634445, 27638111, 55611921  
Fax : +91-40-27632184  
Email : hyd2\_aarcons@sancharnet.in

**(x) Share Transfer System**

The shareholders are advised to contact the Registrar and Share Transfer Agents at their address for effecting transfer of shares.

**(xi) (a). Distribution of Shareholding by size class as of March 31, 2004 :**

Nominal Value of Shareholding (In Rs.)	No. of Shareholders	Percentage	No. of Shares	Percentage
Up to 5,000	1345	83.59	2691100	2.53
5,001 - 10,000	124	7.71	863930	0.81
10,001 - 20,000	39	2.42	662950	0.62
20,001 - 30,000	17	1.06	395500	0.37
30,001 - 40,000	4	0.25	139500	0.13
40,001 - 50,000	2	0.12	90780	0.09
50,001 - 1,00,000	23	1.43	1879730	1.76
1,00,001 and above	55	3.42	99846510	93.69
<b>TOTAL</b>	<b>1609</b>	<b>100.00</b>	<b>10657000</b>	<b>100.00</b>

**(b). Distribution of Shareholding by Ownership as on March 31, 2004 :**

S.No.	Category	No. of Shares held	% of shareholding
<b>A.</b>	<b>Promoter's holding</b>		
1.	Promoters		
	- Indian Promoters	172900	1.62
	- Foreign Promoters	4795650	45.00
2.	Persons acting in Concert		
	- Friends & Associates	NIL	NIL
	<b>Sub-Total</b>	<b>4968550</b>	<b>46.62</b>
<b>B.</b>	<b>Non-Promoters Holding</b>		
3.	Institutional Investors	NIL	NIL
4.	Others		
	- Private Corporate Bodies	2170446	20.37
	- Indian Public	2202900	20.67
	- NRIs / OCBs	324454	3.04
	- Any other (Trusts)	990650	9.30
	<b>Sub-Total</b>	<b>5688450</b>	<b>53.38</b>
	<b>Grand Total</b>	<b>10657000</b>	<b>100.00</b>

**(xii) Dematerialization of Shares and Liquidity**

Since the Company has entered into an agreement with both the depositories namely NSDL and CDSL for dematerialization of its shares, the shareholders of the company have the choice to dematerialize their shares and keep them in dematerialized form with any depository participant.

**(xiii) Outstanding convertible Instruments**

As of March 31, 2004, there are no outstanding convertible instruments.

**(xiv) Address for Correspondence**

**Registered Office:**

"Lanco House", 141, Avenue # 8, Road # 2,  
Banjara Hills, Hyderabad- 500 034. A.P. India.  
Phone: +91-40-23540695, 701  
Fax : +91-40-23540699

**Corporate Office:**

"Lanco Towers", 8-3-993, Srinagar Colony,  
Hyderabad – 500 073. A.P. India.  
Phone: +91-40-23755403, 55511161, 62  
Fax : +91-40-23755413  
Website: [www.lancoglobal.com](http://www.lancoglobal.com)

**II. NON-MANDATORY REQUIREMENTS**

**1. CHAIRMAN OF THE BOARD**

The Chairman of the Company is a Whole-time Director of the Company and hence this provision is not applicable.

**2. REMUNERATION COMMITTEE**

All the requirements of the Remuneration Committee have been complied with and the details are included in item 4 of the report.

**3. SHAREHOLDER RIGHTS**

The Quarterly, Half Yearly and Annual Results were displayed on the EDIFAR website maintained by National Informatics Center (NIC).

**4. POSTAL BALLOT**

There are no items requiring approval through postal ballot and hence this item is not applicable.

**MANAGEMENT DISCUSSION AND ANALYSIS**

**IT SCENARIO**

IT software and services market in India continued to be driven by exports, which exhibited robust growth during the 2003-04 period. The export segment, which had logged in Revenues of Rs.461 billion (US\$9.55 billion) in 2002-03, accounted for around 60 percent of the total Revenues of the IT Industry that year. Software and services exports meanwhile are expected to cross the Rs.555.1 billion mark (US \$12.2 billion) in 2003-04, a jump of 20.4 percent in rupee terms and 28 percent in dollar terms.

**THE GLOBAL SCENARIO**

Business intelligence majors such as IDC state that the IT services market will grow at a CAGR of 5.4 percent over the next five years. Some of the other developments defining this segment include the following:

- a high growth IT outsourcing industry which will maintain a momentum of five percent in 2003-04. Application outsourcing will remain the focus within this segment.
- a high growth Application Service Providers segment which is forecast to grow at a healthy five year CAGR of 25.3 percent.
- a return to moderate growth of the custom applications development segment.
- a mild recovery by the US IT services market which is expected to achieve growth of around two percent during 2003-04 and around six percent by 2005.
- a healthy growth of around 8.6 percent in the IT services market within the Asia Pac region, and a five year CAGR of 12.6 percent.
- high growth rates of IT services in the rest of the world (including central and Eastern Europe, Middle East and Africa).



### **IT SOFTWARE AND SERVICES EXPORTS**

Software and services exports continued to remain on top of the IT industry's revenue table. The export-driven software sector saw major long term projects come to Indian Companies bagging a larger and larger share of the global outsourced business. The software export sector logged in a Revenue of Rs. 47.500 Crore during 2002-03, a jump of around 30 percent, as compared to the previous year.

In terms of software services delivery, offshore project revenues grew by a blazing 49 percent as compared to on-site revenues, growth of which was pegged as 12 percent during 2002-03. In terms of geographies, Indian Companies began tapping regions outside the US market, even though the country remained the largest user of software solutions from India. The revenue contributions by the US market continued to rise on account of the large number of ITES/BPO projects getting outsourced to India.

### **EMERGING OPPORTUNITIES**

According to NASSCOM, Offshore Product Development' is one of the emerging sectors for Indian IT software and services companies.

### **PERCEIVED THREATS**

The global phenomenon by the major customers to consolidate the vendors to a select few is one of the threats. The company is trying to ward off these threats by developing niche strengths in Business Intelligence, ERP, Corporate Governance, and Web Technologies.

Customers are becoming more conscious about quality and are looking for international quality certifications like ISO and CMM. Though the Company is already an ISO 9001 company, it is in the process of getting assessed as CMMI Level 5 Company. The Company has already made significant progress towards the same and expects to achieve this by the end of the September, 2004.

### **STRATEGIES OF THE COMPANY**

The Company would continue to develop as quality niche player in solutions space. The company is expected to get CMMI Certification by end of September, 2004 and plans to implement Six Sigma. Because of the focus on quality and timely delivery, the Company has been able to get fortune 500 clients like BASF and other large global clients. It is also envisaged to increase the present infrastructure and also the resource base by the last quarter of 2004.

Instead of spreading thin, the Company would continue to focus on marketing effort towards select few clients where chances of success are high. It is envisaged to add at least one large customer a quarter while increasing business opportunities with the existing clients.

Today the clients are more interested in forming a partnership and signing multiple-year deals with major players, especially in the areas of Enterprise Applications. There have also been cases where Indian companies are collaborating with global vendors for system integration to offer best solutions to the customers.

The company is striving to achieve a significant strength in customer relationship to address the above concerns.

The company is also adopting multiple strategies to build world-class competencies through internal trainings, lateral recruitments and employee retention practices.

### **INTERNAL CONTROL SYSTEMS AND ADEQUACY**

The company, with regard to internal control systems and their adequacy, has put in place effective systems and their strict implementation to ensure that assets and interests of the company are safeguarded. Checks and balances are in place to determine the accuracy and reliability of accounting data.

The company has internal audit, an independent appraisal function to examine and evaluate the adequacy and effectiveness of the company's internal control system. It appraises, periodically, its activities and audit findings to the audit committee, statutory auditors and the management.

Internal audit ensures that systems are designed and implemented with adequate internal controls, commensurate with the size and operations; transactions are executed in accordance with the company's policies and authorizations; assets are safeguarded and deployed in accordance with company's policies and authorizations; adequacy of internal controls in all existing policies and procedures of the company.

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

To  
**The Members,  
Lanco Global Systems Limited,  
Hyderabad.**

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s Lanco Global Systems Limited ("the company") for the year ended 31<sup>st</sup> March, 2004 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges.

The compliance of the conditions of the corporate governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance note on "Certification of Corporate Governance" issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For MOGILI SRIDHAR & CO.,  
CHARTERED ACCOUNTANTS**

**P.MURALI MOHANA RAO  
PARTNER**

PLACE : HYDERABAD  
DATE : 29.07.2004