

Notice

Notice is hereby given that the Sixteenth (16th) Annual General Meeting (AGM) of the Members of IRB Infrastructure Developers Limited will be held on Tuesday, September 9, 2014, at 3.00 p.m. at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai - 400 020, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2014, the statement of Profit and Loss and Cash Flow Statement for the year ended on that date including schedules & notes to financial statements together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Dattatraya P. Mhaikar (holding DIN 00309942), who retires by rotation and, being eligible, seeks re- appointment.
3. To appoint Auditors and fix their remuneration and for that purpose to pass with or without modification(s) the following resolution, as an Ordinary Resolution:

"RESOLVED THAT M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting (i.e. 3 years) (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Deepali V. Mhaikar (holding DIN 00309884), who was appointed as a Director not liable to retire by rotation as per the Articles of Association of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sunil H. Talati (holding DIN 00621947), Independent Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Bhalchandra K. Khare (holding DIN 00049778), Independent Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time

being in force) read with Schedule IV to the Companies Act, 2013, Mr. Govind G. Desai (holding DIN 00140853), Independent Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019.”

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Chandrashekhar S. Kaptan (holding DIN 01643564), Independent Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019.”

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vinod R. Sethi (holding DIN 00106598), Independent Director of the Company, in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019.”

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board & its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and Sub-clause VII of the Clause 49 of the Listing Agreement amended vide SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 or subsequent modification/ amendments thereof, if any; approval of the members of the Company be and is hereby accorded for entering into contracts/ arrangements with related parties viz. Subsidiaries of the Company (whether wholly owned or otherwise), and whether in existence or will come into existence in future as per bid conditions, from the financial year 2014-15 and onward, up to the maximum amounts as appended below against each nature or class of contract / arrangement.

Engineering, Procurement & Construction contracts (EPC Contract)		Operation & Maintenance contract (O&M Contract)		To source/ buy and provide/ sale inputs or materials to the Subsidiaries on cost to cost basis
(i)	(ii)	(iii)	(iv)	(v)
EPC contract	Sub-contracting of EPC contract with Modern Road Makers Pvt. Ltd. (MRM) – wholly owned subsidiary of the Company	O & M contract	Subcontracting O & M with MRM	
₹ 10,000 Crore	₹ 10,000 Crore	₹ 7,000 Crore	₹ 7,000 Crore	₹ 50 Crore

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

11. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board & its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and Sub-clause VII of the Clause 49 of the Listing Agreement amended vide SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 or subsequent modification/ amendments thereof, if any; approval of the members of the Company be and is hereby accorded for entering into contracts/ arrangements with related parties viz. Subsidiaries of the Company (whether wholly owned or otherwise), and whether in existence or will come into existence in future as per bid conditions, from the financial year 2014-15 and onward, upto the maximum amounts as appended below against each nature or class of contract / arrangement.

To provide Guarantees to the Lenders of the Subsidiaries	To provide Securities to the Lenders of the Subsidiaries	To allow the Subsidiaries to avail Bank Guarantee limits out of the limits sanctioned to the Company on cost to cost basis	To provide loans to the Subsidiaries
(I)	(II)	(III)	(IV)
₹ 20,000 Crore	₹ 20,000 Crore*	₹ 1,000 Crore	₹ 2,000 Crore

*Under Section 180 (1) (a), the members approved this limit vide Special resolution dated July 23, 2014.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

By Order of the Board of Directors
For **IRB Infrastructure Developers Limited**

Virendra D. Mhaikar
Chairman & Managing Director

Mumbai, July 30, 2014

Registered office:

3rd Floor, IRB Complex, Chandivli Farm,
Chandivli Village, Andheri (East), Mumbai – 400 072
CIN : L65910MH1998PLC115967

Tel. +91 22 6640 4220 Fax +91 22 6675 1024

E-mail : grievances@irb.co.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.
3. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is attached and forms part of this Notice.
5. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.
6. Brief resume of Directors proposed to be re-appointed / appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships (excluding Directorships in Private Limited Companies, Foreign Companies and Government bodies) and memberships / chairmanships of Board Committees (includes only Audit & Shareholders'/ Investors' Grievance Committee), shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement, are provided in the Explanatory Statement to the Notice.
7. The Register of Members and Share Transfer Books will remain closed from Friday, September 5, 2014 to Tuesday, September 9, 2014 (both days inclusive).
8. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Pvt. Ltd. (Unit: IRB Infrastructure Developers Limited), Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, India.
9. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with Registrar and Transfer Agents, Karvy Computershare Pvt. Ltd. (Unit: IRB Infrastructure Developers Limited), at the address mentioned above. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund. As on March 31, 2014 amount outstanding in the Unpaid/Unclaimed Dividend Account(s) of the Company is ₹ 42,07,512/-.

Amount in the Company's Refund Account as on March 31, 2014 is ₹ 6,52,600/- as balance yet to be refunded to the applicants/ allottees as they are yet to submit necessary confirmation. As on March 31, 2014, 65 cases involving 7,500 equity shares were lying in the Unclaimed Shares Demat Suspense Account pending receipt of confirmation from the Applicants.
10. Members are requested to send to the Company their queries, if any, on accounts and operations of the Company at least 10 days before the Meeting to enable the Company to provide the required information.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
13. The Register of Contracts or Arrangements in which Directors are interest, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

14. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
15. In terms of Sections 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being August 5, 2014, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
16. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company (www.irb.co.in) and on Service Provider's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

Members/Proxy holders are requested to bring their copy of the Annual Report to the Annual General Meeting.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Mr. Dattatraya P. Mhaiskar (holding DIN 00309942) is a Non-Executive Non-Independent Director of the Company. He joined the Board of Directors of the Company in December, 2006. Mr. Mhaiskar is father of Mr. Virendra D. Mhaiskar. Mr. Mhaiskar is neither a Chairman nor a member of any Committee of the Board of Directors of the Company.

Mr. Mhaiskar holds a diploma in civil engineering from Sir Kursowadia Institute of Electrical Technology, Pune. He has more than 4 decades of professional experience in construction and infrastructure industry.

Mr. Mhaiskar is Director of various companies viz. (i) Ideal Road Builders Pvt. Ltd.; (ii) IRB Infrastructure Pvt. Ltd.; (iii) NKT Road And Toll Pvt. Ltd.; (iv) MMK Toll Road Pvt. Ltd.; (v) Mhaiskar Infrastructure Pvt. Ltd.; (vi) Thane Ghodbunder Toll Road Pvt. Ltd.; (vii) Ideal Energy Projects Ltd.; (viii) Sagaon Energy Equipment Pvt. Ltd.; (ix) MEP Infrastructure Developers Pvt. Ltd.; (x) Ideal Toll & Infrastructure Pvt. Ltd.; (xi) Global Safety Vision Pvt. Ltd.; (xii) MEP Infrastructure Pvt. Ltd.; (xiii) IEPL Power Trading Company Pvt. Ltd.; and (xiv) Chitpavan Foundation. He is a member of Audit Committee of companies referred in Sr. No. (i) to (vi). He holds 12,95,908 equity shares (0.39% of the Paid-up Capital) in the Company.

Except Mr. Mhaiskar, being an appointee, and Mr. Virendra D. Mhaiskar & Mrs. Deepali V. Mhaiskar, being relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 4

Mrs. Deepali V. Mhaiskar (holding DIN 00309884) is a Non-Executive Non-Independent Director of the Company. She was one of the first Directors of the Company at the time of incorporation. She is wife of Mr. Virendra D. Mhaiskar, Chairman & Managing Director of the Company. Mrs. Mhaiskar is a member of the Nomination & Remuneration Committee of the Board of Directors of the Company.

Mrs. Mhaiskar is a graduate in Arts with major in Economics from L. D. Arts College, Ahmedabad, Gujarat. She looks after the administration of the Group.

Mrs. Mhaiskar is Director of various companies viz. (i) Aryan Toll Road Pvt. Ltd.; (ii) ATR Infrastructure Pvt. Ltd.; (iii) IDAA Infrastructure Pvt. Ltd.; (iv) Aryan Infrastructure Investments Pvt. Ltd.; (v) IRB Surat Dahisar Tollway Pvt. Ltd.; (vi) IRB Kolhapur Integrated Road Development Company Pvt. Ltd.; (vii) Modern Road Makers Pvt. Ltd.; (viii) Ideal Soft Tech Park Pvt. Ltd.; (ix) Aryan Hospitality Pvt. Ltd.; and (x) IRB Sindhudurg Airport Pvt. Ltd. She is a member of Audit Committee of companies referred in Sr. No. (i) to (vi). She holds 11,35,82,620 equity shares (34.17% of the Paid-up Capital) in the Company jointly with Mr. Virendra D. Mhaiskar.

Mrs. Mhaiskar was appointed as a Director not liable to retire by rotation as per the Articles of Association of the Company. Your Directors proposed her appointment as Director liable to retire by rotation.

Except Mrs. Mhaiskar, being an appointee, and Mr. Virendra D. Mhaiskar, Mr. Dattatraya P. Mhaiskar, & Mr. Suresh G. Kelkar, being relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 5

Mr. Sunil H. Talati (holding DIN 00621947) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December, 2010. Mr. Talati is the Chairman of the Audit Committee of the Board of Directors of the Company.

Mr. Talati is M. Com., LL.B., F.C.A. graduated from H.L. College of Commerce, Ahmedabad. He was the Vice President and the President of the Institute of Chartered Accountants of India for the year 2006-07 and 2007-08 respectively. Mr. Talati is having more than 3 decades of experience in field of Accounts, Audit and Tax Laws. He regularly contributes Articles related to Tax Laws in the various financial dailies and journals.

Mr. Talati is a Director of various companies viz. (i) Seven Leisure Pvt. Ltd.; (ii) Gyscol Alloys Ltd.; (iii) Abellon Agrisciences Ltd.; and (iv) Four Seasons Residency Ltd. He is member of Audit Committee of Gyscol Alloys Ltd. He does not hold any shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Talati is proposed to be appointed as an Independent Director to hold office upto March 31, 2019. A notice has been received from a member proposing Mr. Talati as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Talati fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Talati as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Talati as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Talati as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Talati, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6

Mr. Bhalchandra K. Khare (holding DIN 00049778) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in August, 2007. Mr. Khare is a member of the Audit Committee of the Board of Directors of the Company.

Mr. Khare is B.Com, LL.B. He is also a Fellow Member of Institute of Chartered Accountants of India and Fellow Member of Institute of Company Secretary of India. He is a founder Senior Partner of M/s B.K. Khare & Co. a reputed firm of Chartered Accountant; practicing Chartered Accountant for more than four decades. He is specialized in the field of taxation, particularly corporate taxation, tax planning and financial management. He is an acclaimed commentator on Annual Budget proposal of Union Government for more than two decades.

Mr. Khare is Director of various companies viz. (i) Kema Services (International) Pvt. Ltd.; (ii) Jyoti Sugar Engineering Pvt. Ltd.; (iii) J P Mukherji And Associates Pvt. Ltd.; and (iv) Hawkins Cookers Ltd.. He is member of Audit Committee of Hawkins Cookers Ltd. He does not hold any shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Khare is proposed to be appointed as an Independent Director to hold office upto March 31, 2019. A notice has been received from a member proposing Mr. Khare as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Khare fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Khare as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Khare as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Khare as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Khare, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.7

Mr. Govind G. Desai (holding DIN 00140853) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in August, 2007. Mr. Desai is the Chairman of Stakeholders Relationship Committee and Nomination & Remuneration Committee. He is also a member of the Audit Committee of the Board of Directors of the Company.

Mr. Desai holds a Bachelor's degree in Arts (Economics & Politics) and a Master's degree in Law. Mr Desai is a qualified solicitor and is a member of the Bombay Incorporated Law Society. He was a senior partner with Little & Co. Later on, he started his own practice. Mr Desai has more than four decades of experience in corporate and commercial law.

Mr. Desai is Director of various companies viz. (i) BLISS GVS Pharma Ltd.; (ii) Alta Leasing And Finance Ltd.; (iii) DIL Ltd.; (iv) Aegean Properties Ltd.; (v) Modern Road Makers Pvt. Ltd.; (vi) Lona Industries Ltd. (vii) Ideal Road Builders Pvt. Ltd.; (viii) Bullows Paint Equipment Pvt. Ltd.; (ix) Bullows India Pvt. Ltd.; (x) Contract Advertising (India) Pvt. Ltd.; and (xi) Centaur Pharmaceuticals Pvt. Ltd. He is a Chairman of Audit Committee and Shareholders/Investors Grievance Committee of DIL Ltd. and a member of Audit Committee of Bliss GVS Pharma Ltd. He does not hold any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Desai is proposed to be appointed as an Independent Director to hold office upto March 31, 2019. A notice has been received from a member proposing Mr. Desai as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Desai fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Desai as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Desai as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Desai as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Desai, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.8

Mr. Chandrashekhar S. Kaptan (holding DIN 01643564) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in August, 2007. Mr. Kaptan is a member of the Stakeholder Relationship Committee and Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. Kaptan is B.A., LL.B. He is a practicing Lawyer at Nagpur Bench of the Bombay High Court since 1975 representing Government, Semi Government and Private Institutions mostly in Constitutional and Civil matters. He was the Senior Standing Counsel for Union of India during 2001 - 2003 at Nagpur Bench of the Bombay High Court. Presently, he is a Special Counsel and a Panel Counsel for the State of Maharashtra for High Court.

Mr. Kaptan is Director of various companies viz. (i) IDAA Infrastructure Pvt. Ltd.; (ii) IRB Surat Dahisar Tollway Pvt. Ltd.; (iii) Mhaiskar Infrastructure Pvt. Ltd.; (iv) Modern Road Makers Pvt. Ltd.; (v) Ideal Road Builders Pvt. Ltd.; and (vi) IRB Ahmedabad Vadodara Super Express Tollway Pvt. Ltd. He is a Chairman of Audit Committee of these public companies. He does not hold any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Kaptan is proposed to be appointed as an Independent Director to hold office upto March 31, 2019. A notice has been received from a member proposing Mr. Kaptan as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Kaptan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Kaptan as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kaptan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Kaptan as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Kaptan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.9

Mr. Vinod R. Sethi (holding DIN 00106598) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in February, 2013. Mr. Sethi is neither a Chairman nor a member of any Committee of the Board of Directors of the Company.

Mr. Sethi is a Chemical Engineer from Indian Institute of Technology, Mumbai, and an MBA (Finance) and a Beta Gamma Sigma Graduate from Stern Graduate School of Business, New York University. He founded the India business for Morgan Stanley Investment Management and was its Chief Investment Officer for 12 years where its business grew in excess of USD 2 billion in assets. He is also on the board of several Indian Corporates.

Mr. Sethi is a Director of various companies viz. (i) K.C.P. Sugar and Industries Corporation Ltd.; (ii) UPL Ltd.; (iii) Advanta Ltd.; (iv) ITZ Cash Card Ltd.; (v) KCP Sugars Agricultural Research Farms Ltd.; (vi) Sethi Funds Management Pvt. Ltd.; (vii) Durgamba Investment Pvt. Ltd.; and (viii) Amethyst Café Pvt. Ltd. He is the Chairman of Audit Committee and Investor' Grievance Committee of Advanta Ltd. He is also a Member of Audit Committee of K.C.P. Sugar And Industries Corporation Ltd. He does not hold any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Sethi is proposed to be appointed as an Independent Director to hold office upto March 31, 2019. A notice has been received from a member proposing Mr. Sethi as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sethi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Sethi as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sethi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sethi as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Sethi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.10 & 11

Your Company is engaged into infrastructure development and has an intention to play a vital role in development of infrastructure in the country. It will continue to be a dominant player in the Infrastructure sector. Accordingly, in its ordinary course of business, your Company bids for infrastructure projects. Upon favourable outcome and further in compliance to the bid conditions, the Company have to incorporate separate Special Purpose Vehicle ("SPV") (hereinafter referred to as "Subsidiaries") to execute each of the projects as awarded to the Company by various authorities like NHAI, State Government Authorities etc. Usually, such SPVs are wholly owned subsidiaries of the Company.

Infrastructure development is highly specialized and capital intensive business with a long gestation period ranging from 25 to 30 years. Infrastructure Projects on BOT basis require the successful bidder to award construction work to an EPC contractor possessing requisite experience in design, estimating & planning, construction including sourcing of materials, monitoring, operation & maintenance skills to implement them. The Company & Modern Road Makers Private Limited (EPC arm), wholly owned subsidiary have these pre-requisites & resources, which they utilise to implement the projects awarded to the Subsidiaries including construction and operation & maintenance.

In addition to that, to fund the Project cost, such Subsidiaries borrow substantially from Financial Institutions/ Banks. The project funding is available for the period of 15 to 18 years and repayment of project loans are ballooning in nature while concession period is usually more than 25 years which results into a longer concession period than the duration of project funding.

Under the Project funding arrangement, larger part of the Project Cost is funded by the Banks/ Financial Institution with a reciprocal obligation on the Company to fund the remaining part of the Project Cost, by way of infusing equity in the Subsidiaries. Such equity infusion can be by way of equity share capital, preference share capital, sub-debt or unsecured interest free loan in accordance with the financing plan agreed with the lenders of the Project. The Lenders also seek Guarantees for termination payments and in some cases shortfall Guarantees, from the Company. The Lenders have a charge on the Project documents and toll rights of Subsidiaries and the Company also pledge its holding in the Subsidiaries with the Lenders.

At present, the Company has 28 subsidiary companies formed for the purposes of the business of the Company. On the consolidated basis, these Subsidiaries contribute substantially to the consolidate revenues and consolidated Profits. It is worthwhile to note that the Company does not float the Subsidiaries for the Project, by choice. It is compelled by bid conditions to float a SPV / Subsidiaries for execution of the Infrastructure Project. Had it not been for such compulsion, the Company would have treated each Project as its own Division and therefore any contract or arrangement for the Project (which can be its own Division) would not have required approval sought as per aforesaid resolutions. Also, proposed contracts or arrangements will be with its Subsidiaries. Since these Subsidiaries are usually wholly owned by the Company, no value leaves the Group and while consolidation of accounts, it reflects into the aggregate revenue & profits. Further, if aforesaid types or class of contracts are executed, there is no conflict of interest between the objective of the Company & its subsidiaries.

Hence, the management is of the opinion that it is in the Company's long term interest and necessity of the business to enter into such contracts or arrangements as stated in the resolutions above. All proposed transactions which would fall under the types and proposed limits stated in the resolution, will be carried out as part of the business requirements of your Company. Further, it may be noted that the Company is subject to transfer pricing norms prevalent in the country.

Following is the details of the type or class of contracts or arrangements the Company may enter into from time to time.

Details for Special Resolution No.10

Sr. No.	Particulars/ Type or class of Contract / Arrangement	Engineering, Procurement & Construction contracts i.e. EPC contract & Sub-contracting of EPC contract	Operation & Maintenance contract i.e. O & M contract & Sub-contracting of O&M contract	To source/ buy and provide/ sale inputs or materials to the Subsidiaries on cost to cost basis
		(i) & (ii)	(iii) & (iv)	(v)
1.	name of the related party and nature of relationship;	Subsidiaries incorporated / to be incorporated, from time to time as per bid conditions. List of existing Subsidiaries is given in Annexure.	Subsidiaries incorporated / to be incorporated, from time to time as per bid conditions. List of existing Subsidiaries is given in Annexure.	Subsidiaries incorporated / to be incorporated, from time to time as per bid conditions. List of existing Subsidiaries is given in Annexure.

Sr. No.	Particulars/ Type or class of Contract / Arrangement	Engineering, Procurement & Construction contracts i.e. EPC contract & Sub-contracting of EPC contract	Operation & Maintenance contract i.e. O & M contract & Sub-contracting of O&M contract	To source/ buy and provide/ sale inputs or materials to the Subsidiaries on cost to cost basis
		(i) & (ii)	(iii) & (iv)	(v)
2.	nature, duration of the contract and particulars of the contract or arrangement;	To enter into EPC Contract with Subsidiaries for the Projects to be implemented. These contracts are usually of 2.5 to 3 years duration. However, the duration depends upon the size & scope of the project for which EPC is to be awarded. EPC contract involves design of the infrastructure facilities, procurement of materials and other resources, construction of infrastructure facilities with plant & machinery. However, the scope of EPC contract can vary from project to project. Further, the Company also sub-contracts such EPC Contract to Modern Road Makers Private Limited (hereinafter referred to as "MRM"), wholly owned subsidiary. MRM has more than 20 years of experience in construction & maintenance of Infrastructure facilities.	To enter into O & M Contract with Subsidiaries for the Projects to be implemented. These contracts are usually upto 30 years duration. However, the duration depends upon the concession of the project awarded. O&M contract involves operation & maintenance (routine & major maintenance) of the infrastructure facilities. However, the scope of O & M contract can vary from project to project. Further, the Company also sub-contracts such O&M Contract to MRM.	To source or purchase & provide or sale inputs or materials required by the Subsidiaries for execution of projects awarded or contracted by Subsidiaries, on cost to cost basis.
3.	Value of contract or arrangement	As mentioned in the resolution against each type or class of Contract / Arrangement.	As mentioned in the resolution against each type or class of Contract / Arrangement.	As mentioned in the resolution against each type or class of Contract / Arrangement.
4.	material terms of the contract or arrangement including the value, if any;	EPC Contract & Sub-contracting of the EPC contract are fixed price contract or on fixed price basis. Hence, any escalation in the cost of resources is to be borne by the Company or MRM, as the case may be. Other material terms are in accordance with the normally accepted practices in construction industry. It may also be noted that Subsidiaries which awards the Contract and the MRM being wholly owned Subsidiaries, such contracts do not result in any conflict of interest.	O&M Contract & Sub-contracting of the O&M contract are fixed price contract or on fixed price basis. Hence, any escalation in the cost of resources is to be borne by the Company or MRM, as the case may be. Other material terms are in accordance with the normally accepted practices in construction industry. It may also be noted that MRM being wholly owned subsidiary, such contracts does not result in any conflict of interest.	Sourcing/ purchase & provision/ sale inputs or materials will be on Cost to cost basis. It may also be noted that such contracts with the Subsidiaries, usually wholly owned subsidiary, they do not result in any conflict of interest.
5.	any advance paid or received for the contract or arrangement, if any;	No	No	No