

LANCO INFRATECH LIMITED

Corporate Identity Number: L45200TG1993PLC015545

Registered Office: Plot No.4, Software Units Layout,HITEC City, Madhapur, Hyderabad – 500 081, Telangana, India

Phone: +91-40-4009 0400, Fax: +91-40-2311 6127

Email : complianceofficer.litl@lancogroup.com, Website: www.lancogroup.com



NOTICE

Notice is hereby given that the Twenty First Annual General Meeting (AGM) of the Members of Lanco Infratech Limited (Company) is scheduled to be held at 03:30 p.m. on Friday, September 26, 2014 at Marigold Hotel by Greenpark, Greenlands, Begumpet, Hyderabad – 500 016, Telangana, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as at March 31, 2014 and the Profit and Loss Account for the year ended on that date along with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. G. Bhaskara Rao, (DIN 00075034) who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. L. Sridhar, (DIN 00075809) who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors and in this regard 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 Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Brahmayya & Co., Chartered Accountants, Chennai (Registration Number 000511S) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the fourth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) on a remuneration as may be decided by the Board of Directors of the Company".

SPECIAL BUSINESS:

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 Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. P. Abraham (DIN 00280426), a non-executive Director of the Company, whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration in terms of Section 149(7) of the Companies Act 2013, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 26, 2014 up to September 25, 2019, whose term shall not be subject to retirement by rotation."

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 Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Uddesh Kumar Kohli (DIN 00183409), a non-executive Director of the Company, whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration in terms of Section 149(7) of the Companies Act 2013, and who is eligible

for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 26, 2014 up to September 25, 2019, whose term shall not be subject to retirement by rotation."

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 Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R. Krishnamoorthy (DIN 05292993), a non-executive Director of the Company, whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration in terms of Section 149(7) of the Companies Act 2013, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 26, 2014 up to September 25, 2019 whose term shall not be subject to retirement by rotation."

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

"RESOLVED THAT pursuant to the Ordinary Resolution passed by the Members at the Eighteenth Annual General Meeting of the Company held on September 30, 2011, and in accordance with the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act", which expression shall include any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of the Central Government and all other consents, permissions as may be required, if any, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. L. Madhusudhan Rao, Executive Chairman, with effect from April 01, 2014, for the remaining tenure of his appointment i.e. upto March 31, 2016, as detailed in the Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors on the recommendations of the Remuneration Committee, is authorized to alter, modify and revise all the terms and conditions of remuneration payable to Mr. L. Madhusudhan Rao, Executive Chairman, without further reference to the Members in General Meeting, provided the total remuneration shall not exceed the limits specified under the provisions of the Companies Act, 2013, for the remaining tenure, with effect from April 01, 2014.

RESOLVED FURTHER THAT save and except as aforesaid, the Ordinary Resolution dated September 30, 2011 shall remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be necessary, for giving effect to this resolution."

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

"RESOLVED THAT pursuant to the Ordinary Resolution passed by the Members at the Eighteenth Annual General Meeting of the Company held on September 30, 2011, and in accordance with the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act", which expression shall include any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of the Central Government

and all other consents, permissions as may be required, if any, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. G. Bhaskara Rao, Executive Vice-Chairman, with effect from April 01, 2014, for the remaining tenure of his appointment, i.e. upto March 31, 2016, as detailed in the Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors on the recommendations of the Remuneration Committee, is authorized to alter, modify and revise all the terms and conditions of remuneration payable to Mr. G. Bhaskara Rao, Executive Vice-Chairman, without further reference to the Members in General Meeting, provided the total remuneration shall not exceed the limits specified under the provisions of the Companies Act, 2013, for the remaining tenure, with effect from April 01, 2014.

RESOLVED FURTHER THAT save and except as aforesaid, the Ordinary Resolution dated September 30, 2011 shall remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be necessary, for giving effect to this resolution."

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 the Ordinary Resolution passed by the Members at the Eighteenth Annual General Meeting of the Company held on September 30, 2011, and in accordance with the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act", which expression shall include any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of the Central Government and all other consents, permissions as may be required, if any, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. G. Venkatesh Babu, Managing Director, with effect from April 01, 2014, for the remaining tenure of his appointment, i.e. upto June 23, 2016, as detailed in the Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors on the recommendations of the Remuneration Committee, is authorized with power to alter, modify and revise all the terms and conditions of remuneration payable to Mr. G. Venkatesh Babu, Managing Director, without further reference to the Members in General Meeting, provided the total remuneration shall not exceed the limits specified under the provisions of the Companies Act, 2013, for the remaining tenure with effect from April 01, 2014.

RESOLVED FURTHER THAT save and except as aforesaid, the Ordinary Resolution dated September 30, 2011 shall remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be necessary, for giving 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 the Ordinary Resolution passed by the Members at the Eighteenth Annual General Meeting of the Company held on September 30, 2011, and in accordance with the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act", which expression shall include any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of the Central Government and all other consents, permissions as may be required, if any, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. S.C. Manocha, Deputy Managing Director, with effect from April 01, 2014, for the remaining tenure i.e. upto August 13, 2015, as detailed in the Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors on the recommendations of the Remuneration Committee, is authorized with power to alter, modify and revise all the terms and conditions of remuneration payable to Mr. S. C. Manocha, Deputy Managing Director, without further reference to the Members in General Meeting, provided the total remuneration shall not exceed the limits specified under the provisions of the Companies Act,

2013, for the remaining tenure with effect from April 01, 2014.

RESOLVED FURTHER THAT save and except as aforesaid, the Ordinary Resolution dated September 30, 2011 shall remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be necessary, for giving effect to this resolution."

By Order of the Board
For **Lanco Infratech Limited**

A. Veerendra Kumar
Company Secretary

Registered Office:

Plot No.4, Software Units Layout,HITEC City
Madhapur, Hyderabad – 500081
Telangana, India

Place: Gurgaon

Date: August 14, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxies in order to be effective, must be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms etc., must be supported by appropriate resolution/authorisation, as applicable, issued by the member organization.
3. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, the September 13, 2014 to Friday, the September 26, 2014 (both days inclusive).
4. The Statement pursuant to Section 102(1) of the Companies Act, 2013, forms part of the Notice.
5. Members holding shares in physical form are requested to lodge/ notify transfer deeds or change of address, if any, to the Company's Registrar and Share Transfer Agent, M/s. Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad – 500 029, Telangana, India, and those who hold shares in dematerialized form are requested to notify the change of address and other details to their Depository Participant.
6. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs (MCA), allowing service of documents by companies through Electronic mode. With a view to supporting this Environment friendly initiative of MCA, ensuring speedy delivery of documents to Members and avoiding instances of loss in transit of documents sent to Members, the Company has sent the Annual Report and other documents to the e-mail IDs of the Members registered with the Depository Participants, other than to those who have specifically chosen to receive documents in physical form.
7. The Members are requested to register/update their e-mail addresses with their Depository Participant, in case of electronic Shareholding and/or with the Company's Registrar and Transfer Agents, in case of physical shareholding. We hope that Members will join this cause and make the world a cleaner, greener and healthier place to live in.
8. Members seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
9. The instructions for members for voting electronically are as under:-
 - (a) The Company is pleased to provide electronic voting to members to exercise their right to vote at the AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The

Company had opted Central Depository Services (India) Limited, for providing e-voting services in this regard.

- (b) The period of e-voting is from 9.00 a.m. on Saturday, September 20, 2014 to 6.00 p.m. on Monday, September 22, 2014.
- (c) The members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. August 14, 2014, may cast their vote in electronic form, during the e-voting period.
- (d) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the cut-off date.
- (e) The Board of Directors has appointed Mr. Srikrishna S Chintalapati, KBG Associates, Practicing Company Secretary, Hyderabad as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (f) **Instructions for e-voting**
 - i) The shareholders should log on to the e-voting website www.evotingindia.com
 - ii) Click on "Shareholders" tab.
 - iii) Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For NSDL: 8 Character DP ID followed by 8 Digits Client ID, For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company

- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field. Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on August 14, 2014 in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in Physical form will then reach directly to the voting screen.
- ix) Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- x) Click on the relevant EVSN for the "Lanco Infratech Limited" on which you choose to vote.
- xi) On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/ NO.
- xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Notice of the Annual General Meeting.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) Note for Non-Individual Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

10. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting.
11. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
12. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lancogroup.com and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on September 26, 2014 and communicated to the National Stock Exchange of India Limited and BSE Limited.

Statement pursuant to Section 102(1) of the Companies Act, 2013

A brief profile of Directors to be appointed/re-appointed, including nature of their expertise and other disclosures as required under Clause 49 of the Listing Agreement, is provided at **Annexure-A** of this Notice.

Item Nos. 5, 6 and 7

Pursuant to the provisions of Clause 49 of the Listing Agreement and in compliance of the provisions of the Companies Act, 2013, the Board of Directors propose to appoint Mr. P. Abraham, Dr. Uddesh Kumar Kohli and Mr. R. Krishnamoorthy as Independent Directors for a period as detailed in the respective resolutions.

In the opinion of the Board of Directors, Mr. P. Abraham, Dr. Uddesh Kumar Kohli and Mr. R. Krishnamoorthy, the Independent Directors proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and are independent of the Management. A copy of the draft letter for the appointment of Mr. P. Abraham, Dr. Uddesh Kumar Kohli and Mr. R. Krishnamoorthy as Independent Directors setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel or their relatives, except Mr. P. Abraham, Dr. Uddesh Kumar Kohli and Mr. R. Krishnamoorthy to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board recommends the resolutions set forth in Item No.5, 6 and 7 for the approval of the members.

Item No. 8

The Members of the Company at the 18th Annual General Meeting held on September 30, 2011, appointed Mr. L. Madhusudhan Rao as Executive Chairman for a period of 5 years from 01.04.2011 to 31.03.2016.

The Members at the 20th Annual General Meeting of the Company held on September 27, 2013, approved the payment of below mentioned remuneration to Mr. L. Madhusudhan Rao, Executive Chairman for the period from April 01, 2013 to March 31, 2016. It is proposed to continue to pay the below mentioned remuneration with effect from April 01, 2014 up to March 31, 2016 as per the provisions of the Act:

- (i) *Salary of ₹18,75,000/- (Rupees Eighteen Lakhs Seventy Five Thousand only) per month.*
- (ii) *Location Allowance: At New Delhi/Gurgaon @ 15% of Item (i), i.e. ₹ 2,81,250/- (Rupees Two Lakhs Eighty One Thousand and Two Hundred Fifty only) per month.*
- (iii) *Perquisites:*

The Executive Chairman shall be entitled to all the perquisites and other benefits listed herein below in addition to the Salary and Location Allowance mentioned above:

- (a) *Housing: Furnished/unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof. The Company shall incur expenditure on gas, electricity, water, furnishings, gardeners, servants, security and maintenance.*
- (b) *Medical reimbursement/allowance: Reimbursement of actual expenses for self and family and/or allowance will be paid as per the Policy of the Company.*
- (c) *Leave Travel Concession / Allowance: For self and family once in a year as per the Policy of the Company.*
- (d) *Club Fee: Fees of Clubs.*
- (e) *Provision for Driver/ Driver's Salary Allowance: As per the Policy of the Company.*
- (f) *Life and Personal Accident Insurance: As per the Policy of the Company.*

Explanation: Perquisites shall be evaluated as per Income Tax Rules, 1962 wherever applicable.

(iv) Other benefits:

- (a) *Earned / privilege leave: As per the Policy of the Company.*
- (b) *Company's contribution to Provident Fund and Superannuation Fund: As per the Policy of the Company.*
- (c) *Gratuity: As per the Policy of the Company.*
- (d) *Encashment of Leave: As per the Policy of the Company.*
- (e) *Car & Telephone provided by the Company: Use of the Car and Telephone at residence for official purposes as per the Policy of the Company.*

In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, the Remuneration Committee and the Board of Directors of the Company at their meetings held on August 13, 2014 and August 14, 2014 respectively have approved, subject to the approval of the Members and the Central Government, the payment of remuneration as mentioned above.

In anticipation of inadequate profits for the financial year 2014-15, the Company is contemplating to approach Central Government, seeking approval for payment of above mentioned remuneration to Mr. L. Madhusudhan Rao, Executive Chairman and in the best interest of the Company, the resolution is proposed to Members for their approval by way of Special Resolution.

Except Mr. L. Madhusudhan Rao, Mr. G. Bhaskara Rao and Mr. L. Sridhar being related inter-se, none of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the resolution.

Item No. 9

The Members of the Company at the 18th Annual General Meeting held on September 30, 2011, appointed Mr. G. Bhaskara Rao as Executive Vice-Chairman for a period of 5 years from 01.04.2011 to 31.03.2016.

The Members at the 20th Annual General Meeting of the Company held on September 27, 2013, approved the payment of below mentioned remuneration to Mr. G. Bhaskara Rao, Executive Vice Chairman for the period from April 01, 2013 to March 31, 2016. It is proposed to continue to pay the below mentioned remuneration with effect from April 01, 2014 up to March 31, 2016 as per the provisions of the Act:

- (i) *Salary of ₹18,75,000/- (Rupees Eighteen Lakhs Seventy Five Thousand only) per month.*
- (ii) *Location Allowance: At New Delhi/Gurgaon @ 15% of Item (i), i.e. ₹2,81,250/- (Rupees Two Lakhs Eighty One Thousand and Two Hundred Fifty only) per month.*
- (iii) *Perquisites:*

The Executive Vice-Chairman shall be entitled to all the perquisites and other benefits listed herein below in addition to the Salary and Location Allowance mentioned above:

- (a) *Housing: Furnished / unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof. The Company shall incur expenditure on gas, electricity, water, furnishings, gardeners, servants, security and maintenance.*
- (b) *Medical reimbursement/allowance: Reimbursement of actual expenses for self and family and/or allowance will be paid as per the Policy of the Company.*
- (c) *Leave Travel Concession / Allowance: For self and family once in a year as per the Policy of the Company.*
- (d) *Club Fee: Fees of Clubs.*
- (e) *Provision for Driver/ Driver's Salary Allowance: As per the Policy of the Company.*
- (f) *Life and Personal Accident Insurance: As per the Policy of the Company.*

Explanation: Perquisites shall be evaluated as per Income Tax Rules, 1962 wherever applicable.

(iv) *Other benefits:*

- (a) *Earned / privilege leave: As per the Policy of the Company.*
- (b) *Company's contribution to Provident Fund and Superannuation Fund: As per the Policy of the Company.*
- (c) *Gratuity: As per the Policy of the Company.*
- (d) *Encashment of Leave: As per the Policy of the Company.*
- (e) *Car & Telephone provided by the Company: Use of the Car and Telephone at residence for official purposes as per the Policy of the Company.*

In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, the Remuneration Committee and the Board of Directors of the Company at their meetings held on August 13, 2014 and August 14, 2014 respectively have approved, subject to the approval of the Members and the Central Government, the payment of remuneration as mentioned above.

In anticipation of inadequate profits for the financial year 2014-15, the Company is contemplating to approach Central Government, seeking approval for payment of above mentioned remuneration to Mr. G. Bhaskara Rao, Executive Vice Chairman and in the best interest of the Company, the resolution is proposed to Members for their approval by way of Special Resolution.

Except Mr. L. Madhusudhan Rao, Mr. G. Bhaskara Rao and Mr. L. Sridhar being related inter-se, none of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the resolution.

Item No. 10

The Members of the Company at the 18th Annual General Meeting held on September 30, 2011, appointed Mr. G. Venkatesh Babu as Managing Director for a period of 5 years from 24.06.2011 to 23.06.2016.

The Members at the 20th Annual General Meeting of the Company held on September 27, 2013, approved the payment of below mentioned remuneration to Mr. G. Venkatesh Babu, Managing Director for the period from April 01, 2013 to March 31, 2016. It is proposed to continue to pay the below mentioned remuneration with effect from April 01, 2014 up to June 23, 2016 i.e. upto the remaining tenure of his appointment, as per the provisions of the Act:

- (i) *Salary of ₹20,83,333/- (Rupees Twenty Lakhs Eighty Three Thousand Three Hundred and Thirty Three only) per month.*
- (ii) *Location allowance: At New Delhi/Gurgaon @ 15% of Item (i) i.e., ₹3,12,500/- (Rupees Three Lakhs Twelve Thousand and Five Hundred only) per month.*
- (iii) *Incentives: In the form of Cash or ESOPs as per the Policy of the Company.*
- (iv) *Perquisites:*

The Managing Director shall be entitled to all the perquisites and other benefits listed herein below in addition to the Salary, Location Allowance and Incentives mentioned above:

- (a) *Housing: Furnished / unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof. The Company shall incur expenditure on gas, electricity, water, furnishings, gardeners, servants, security and maintenance.*
- (b) *Medical reimbursement/allowance: Reimbursement of actual expenses for self and family and/or allowance will be paid as per the Policy of the Company.*
- (c) *Leave Travel Concession / Allowance: For self and family once in a year as per the Policy of the Company.*
- (d) *Club Fee: Fees of Clubs.*
- (e) *Provision for Driver/ Driver's Salary Allowance: As per the Policy of the Company.*
- (f) *Life and Personal Accident Insurance: As per the Policy of the Company.*

Explanation: Perquisites shall be evaluated as per Income Tax Rules, 1962 wherever applicable.

(v) *Other benefits:*

- (a) *Earned / privilege leave: As per the Policy of the Company.*
- (b) *Company's contribution to Provident Fund and Superannuation Fund: As per the Policy of the Company.*
- (c) *Gratuity: As per the Policy of the Company.*
- (d) *Encashment of Leave: As per the Policy of the Company.*
- (e) *Car & Telephone provided by the Company: Use of the Car and Telephone at residence for official purposes as per the Policy of the Company.*

In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, the Remuneration Committee and the Board of Directors of the Company at their meetings held on August 13, 2014 and August 14, 2014 respectively have approved, subject to the approval of the Members and the Central Government, the payment of remuneration as mentioned above.

In anticipation of inadequate profits for the financial year 2014-15, the Company is contemplating to approach Central Government, seeking approval for payment of above mentioned remuneration to Mr. G. Venkatesh Babu, Managing Director and in the best interest of the Company, the resolution is proposed to Members for their approval by way of Special Resolution.

Except Mr. G. Venkatesh Babu, none of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the resolution.

Item No. 11

The Members of the Company at the 18th Annual General Meeting held on September 30, 2011, appointed Mr. S. C. Manocha as Deputy Managing Director for a period of 5 years from 14.08.2010 to 13.08.2015.

The Members at the 20th Annual General Meeting of the Company held on September 27, 2013, approved the payment of below mentioned remuneration to Mr. S. C. Manocha, Deputy Managing Director for the period from April 01, 2013 to August 13, 2015. It is proposed to continue to pay the below mentioned remuneration with effect from April 01, 2014 up to August 13, 2015 as per the provisions of the Act:

- (i) *Salary of ₹ 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) per month.*
- (ii) *Location Allowance: At New Delhi/Gurgaon @ 15% of Item (i), i.e. ₹1,87,500/- (Rupees One Lakh Eighty Seven Thousand and Five Hundred only) per month.*
- (iii) *Incentives: In the form of Cash or ESOPs as per the Policy of the Company.*
- (iv) *Perquisites:*

The Deputy Managing Director, shall be entitled to all the perquisites and other benefits listed herein below in addition to the Salary, Location Allowance and Incentives mentioned above:

- (a) *Medical reimbursement/allowance: Reimbursement of actual expenses for self and family and/or allowance will be paid as per the Policy of the Company.*
- (b) *Leave Travel Concession / Allowance: For self and family as per the Policy of the Company.*
- (c) *Provision for Driver/ Driver's Salary Allowance: As per the Policy of the Company.*
- (d) *Life and Personal Accident Insurance: As per the Policy of the Company.*

Explanation: Perquisites shall be evaluated as per Income Tax Rules, 1962 wherever applicable.

(v) *Other benefits:*

- (a) *Earned / privilege leave: As per the Policy of the Company.*
- (b) *Gratuity: As per the Policy of the Company.*
- (c) *Encashment of Leave: As per the Policy of the Company.*
- (d) *Car & Telephone provided by the Company: Use of the Car and Telephone at residence for official purposes as per the Policy of the Company.*

In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, the Remuneration Committee and the Board of Directors of the Company at their meetings held on August 13, 2014 and August 14, 2014 respectively have approved, subject to the approval of the Members and the Central Government, the payment of remuneration as mentioned above.

In anticipation of inadequate profits for the financial year 2014-15, the Company is contemplating to approach Central Government, seeking approval for payment of above mentioned remuneration to Mr. S. C. Manocha, Deputy Managing Director and in the best interest of the Company, the resolution is proposed to Members for their approval by way of Special Resolution.

Except Mr. S.C. Manocha, none of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the resolution.

The Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, is provided herein, for payment of remuneration to Mr. L. Madhusudhan Rao, Executive Chairman, Mr. G. Bhaskara Rao, Executive Vice-Chairman, Mr. G. Venkatesh Babu, Managing Director and Mr. S.C. Manocha, Deputy Managing Director, with effect from April 01, 2014.

I. GENERAL INFORMATION:

1. **Nature of Industry:** Infrastructure including Engineering, Procurement and Construction (EPC) and Power Generation.
2. **Date or Expected Date of Commencement of Commercial Production:** Existing Company in Operation since 1993.
3. **In case of New Companies, Expected Date of Commencement of activities as per Project approved by Financial Institutions appearing in the Prospectus:** Not Applicable.
4. **Financial Performance based on given indicators:**

(₹ in Lakhs)

S. No.	Details	FY 2013-14	FY 2012-13	FY 2011-12
1.	Turnover	2,33,937.00	4,82,275.29	8,66,924.77
2.	Profit Before Tax	(95,999.00)	1,023.15	10,626.40
3.	Profit After Tax	(95,999.00)	1,334.44	11,567.24
4.	Paid-up Share Capital	23,924.07	23,924.07	23,896.51
5.	Reserves & Surplus	2,43,466.12	3,39,299.54	3,35,653.15

5. Foreign Investments or collaborations, if any:

The Company is a listed entity and 4.49% of equity is held by FIIs, NRIs, OCBs and other Foreign Investors.

II(A) Information about Mr. L. Madhusudhan Rao, Executive Chairman:

1. Background Details, Recognition or Awards, Job Profile and his suitability:

Mr. L. Madhusudhan Rao has more than 21 years of varied experience in the industrial field. He is amongst the most successful and admired young entrepreneurs of corporate India. After obtaining his B. Tech from Siddhartha Engineering College, Vijayawada and M Tech (Design Engineering) from PSG College of Technology, Coimbatore, and MS (Industrial Engineering) from Wayne State University in Detroit, United States, he joined the team involved in building up Lanco Industries Limited near Tirupati, Andhra Pradesh. In the year 1992, he became the Managing Director of Lanco Industries Limited. In 2002, he became Chairman of Lanco Infratech Limited.

Under his able leadership, Lanco has emerged as one of India's fastest growing business conglomerates across a synergized span of verticals comprising of EPC, Infrastructure, Power etc.,

2. Past Remuneration:

The remuneration for financial year 2013-14 was ₹ 78.77 Lakhs, for financial year 2012-13 was ₹ 345.02 Lakhs and for financial year 2011-12 was ₹ 380.57 Lakhs.

3. Remuneration Proposed: As stated in the Statement annexed to the Notice.

4. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person (in case of expatriates the relevant details would be w.r.t. the Country of his origin):

Remuneration as proposed to Mr. L. Madhusudhan Rao is comparable to that drawn by the Peers in the similar capacity in the similar Industry and is commensurate with the size of the Company and diverse nature of its businesses.

5. Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:

Mr. L. Madhusudhan Rao, is a Promoter Director holding 11,68,69,916 Equity Shares of ₹ 1/- each representing 4.85% of the Total Paid-up Capital of the Company. Mr. L. Sridhar, Vice-Chairman is relative of Mr. L. Madhusudhan Rao.

(B). Information about Mr. G. Bhaskara Rao, Executive Vice-Chairman:

1. Background Details, Recognition or Awards, Job Profile and his suitability:

Mr. G. Bhaskara Rao has more than 36 years of industrial and entrepreneurial experience. He is one of the founder members of the Lanco Group of enterprises. He has executed various construction projects, including dams, bridges and roads. He was instrumental in organizing and implementing the ductile iron pipes manufacturing project of Lanco Kalahasthi Castings Ltd. He has done his BE (Production) Degree from SV University, Tirupati and M.E (Mechanical Design) Degree from the Indian Institute of Science, Bangalore.

Under his able leadership, Lanco has emerged as one of India's fastest growing business conglomerates across a synergized span of verticals comprising of EPC, Infrastructure, Power etc.

2. Past Remuneration: The remuneration for financial year 2013-14 was ₹85.94 Lakhs, for financial year 2012-13 was ₹ 348.86 Lakhs and for financial year 2011-12 was ₹ 386.39 Lakhs.

3. Remuneration Proposed: As stated in the Statement annexed to the Notice.

4. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person (in case of expatriates the relevant details would be w.r.t. the Country of his origin):

Remuneration as proposed to Mr. G. Bhaskara Rao is comparable to that drawn by the Peers in the similar capacity in the similar Industry and is commensurate with the size of the Company and diverse nature of its businesses.

5. Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:

Mr. G. Bhaskara Rao, is a Promoter Director holding 5,75,06,400 Equity Shares of ₹ 1/- each representing 2.39% of the Total Paid-up Capital of the Company. Mr. L. Madhusudhan Rao, Executive Chairman and Mr. L. Sridhar, Vice-Chairman are relatives of Mr. G. Bhaskara Rao.

(C). Information about Mr. G. Venkatesh Babu, Managing Director:

1. Background Details, Recognition or Awards, Job Profile and his suitability:

Mr. G. Venkatesh Babu has rich experience in Commercial Banking, Corporate Advisory, Merger and Acquisitions, Project Finance, Equity Capital Markets, HR and Infrastructure initiatives. He had worked with Indbank & Credit Agricole Indosuez (Calyon) and then had two years of entrepreneurial stint before joining Lanco. He currently looks after Lanco Group's finance functions and is a member of Lanco's Strategy Team. He focuses on Lanco's strategic partnership and growth initiatives. He is extensively involved in financing of Lanco Group's projects and overseeing the resources function of all the Group companies. He is a Bachelor of Commerce from Madras Christian College, Chartered Accountant and Cost and Management Accountant.

2. Past Remuneration:

The remuneration for financial year 2013-14 was ₹ 508.83 Lakhs, for financial year 2012-13 was ₹ 606.70 Lakhs and for financial year 2011-12 was ₹ 584.38 Lakhs.

3. Remuneration Proposed: As stated in the Statement annexed to the Notice.

4. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person (in case of expatriates the relevant details would be w.r.t. the Country of his origin):

Remuneration as proposed to Mr. G. Venkatesh Babu is comparable to that drawn by the Peers in the similar capacity in the similar Industry and is commensurate with the size of the Company and diverse nature of its businesses.

5. Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:

Mr. G. Venkatesh Babu, Managing Director is a Professional Director and holds 97,35,929 Equity Shares of ₹ 1/- each of the Company.

None of the Directors of the Company, is a relative of Mr. G. Venkatesh Babu.

(D). Information about Mr. S. C. Manocha, Deputy Managing Director:

1. Background Details, Recognition or Awards, Job Profile and his suitability:

Mr. S.C. Manocha is a Mechanical Engineer and a Management Graduate. He has several additional qualifications including project management, financial management, labour laws, welding engineering, construction and planning of thermal power plants, planning management and project management from reputed Institutes across India. He has over 36 years of rich experience in key positions with leading corporates. His expertise includes pre-project planning, project planning, key negotiations, departmental clearances, finalising equipment and service providers, financial modeling, business strategy, marketing intelligence and strategic alliances.

2. Past Remuneration: The remuneration for financial year 2013-14 was ₹ 300.56 Lakhs, for financial year 2012-13 was ₹ 408.80 Lakhs and for financial year 2011-12 was ₹ 401.61 Lakhs.

3. Remuneration Proposed: As stated in the Statement annexed to the Notice.

4. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person (in case of expatriates the relevant details would be w.r.t. the Country of his origin) :

Remuneration as proposed to Mr. S. C. Manocha is comparable to that drawn by the Peers in the similar capacity in the similar Industry and is commensurate with the size of the Company and diverse nature of its businesses.

5. Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:

Mr. S. C. Manocha, Deputy Managing Director is a Professional Director and holds 3,52,651 Equity Shares of ₹ 1/- each of the Company.

None of the Directors of the Company, is a relative of Mr. S.C. Manocha.

III. Other Information:

1. Reason of loss or inadequate profits:

Due to infrastructure related problems and consequential liquidity problems faced by the Company, the EPC activity got affected, forcing the Company to propose Corporate Debt Restructuring. Due to low level EPC activity, the fixed costs like Interest and other administration overheads could not be recovered in full. In addition to this, there were additional costs in some of the Projects which were due to delays in execution and increased material costs. All these costs resulted into losses in the year.

2. Steps taken or proposed to be taken for improvement:

With the Corporate Debt Restructuring (CDR) scheme and assistance in the CDR scheme, the EPC activity is expected to restore to normal levels during the current financial year, which will result in increased operations and revenues. There is likely improvement in the Power Sector outlook with various policy changes proposed by the Government. In addition to the above, the Company is contemplating to mobilise additional funds through Stake sale / Asset sale / Capital market to meet the equity requirements of the Projects under construction.

3. Expected increase in productivity and profits in measurable terms:

The Company is making all the efforts to make a turnaround in the EPC activity to bring efficiency and profitability in the EPC activity. The existing order book will keep the EPC activity on profitable lines with faster execution.

IV. Disclosures:

The disclosures in respect of remuneration package and other details of all the Directors are given at appropriate places in the Corporate Governance Report annexed to the Directors Report.

Annexure - A

Information of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting:

Brief Profile of Directors

1. Mr. G. Bhaskara Rao

Mr. G. Bhaskara Rao, Executive Vice-Chairman has more than 36 years of industrial and entrepreneurial experience. He has executed various construction projects including dams, bridges and roads and was instrumental in organizing and implementing the ductile iron pipes manufacturing project by Lanco Kalahasthi Castings Limited. He has a B.E (Production) Degree from S.V. University, Tirupati and an M.E (Machine Design) Degree from the Indian Institute of Science, Bangalore.

He is also a Director on the Boards of Lanco Group Limited, Lanco Tanjore Power Company Limited, Lanco Hills Technology Park Private Limited, Himavat Power Limited, Lanco Teesta Hydro Power Limited, Lanco Vidarbha Thermal Power Limited, Lanco Anpara Power Limited, Lanco Babandh Power Limited, Lanco Kanpur Highways Limited, Lanco Power Limited, Lanco Thermal Power Limited, Lanco Hydro Power Limited, Tasra Mining & Energy Company Private Limited, Nekkar Power Private Limited, Parvat Hydro Power Private Limited, Chatari Hydro Power Private Limited, Avior Power Private Limited, Siddheswara Power Private Limited, Pragdisa Power Private Limited, Lanco Property Management Company Private Limited, Infra India Ventures Private Limited, Vainateya Power Private Limited, Ravi Hydro Electric Private Limited, Himachal Hydro Power Private Limited, Lanco Power Transmission Private Limited, Lanco Bay Technology Park Private Limited, Garnet Infrastructure and Power Ventures Private Limited, Bhaskar Agro Farms Private Limited, Venu Orchids Private Limited,

GVRN Groves Private Limited, Tethys Properties Private Limited, Bianca Properties Private Limited, Belinda Properties Private Limited, Ananke Properties Private Limited, Mimas Trading Private Limited, Cygnus Solar Projects Private Limited, Lanco Kerala Seaports Private Limited, Thalassa Solar Power Projects Private Limited, Sinope Properties Private Limited, Ursa Solar Projects Private Limited, Lanco Transport Network Company Private Limited, Zania Properties Private Limited, Aludra Solar Projects Private Limited, Talitha Solar Projects Private Limited, Tabit Solar Projects Private Limited, Castula Solar Power Projects Private Limited, Carretera Transport Infra Private Limited, Siri Groves Private Limited, Lanco Enterprise Private Limited, Lanco Family Enterprise Private Limited and Chairman of Audit Committee of Lanco Group Limited, Lanco Hills Technology Park Private Limited and Member of Audit Committee of Lanco Babandh Power Limited, Lanco Kanpur Highways Limited, Lanco Power Limited, Lanco Thermal Power Limited.

2. Mr. L. Sridhar

Mr. L. Sridhar, Vice Chairman has experience of working with 'Acon Building Constructors' in San Jose, United States. He worked as Joint Managing Director of Lanco Infratech Limited from 1997 to 2003. He has done his B.E. (Civil Engineering) from Siddaganga Institute of Engineering in Tumkur, Karnataka and MS (Construction Management in Civil Engineering) from University of Eastern Michigan, United States.

He is also a Director on the Boards of Larsco Entertainment Private Limited, Lanco Kondapalli Power Limited, Cordelia Properties Private Limited, Deimos Properties Private Limited, Portia Properties Private Limited, Neptune Projects Private Limited, Lanco Horizon Properties Private Limited, Regulus Power Private Limited, Vainateya Power Private Limited, Ravi Hydro Electric Private Limited, Himachal Hydro Power Private Limited, Lanco Net Limited, Lanco Power Transmission Private Limited, Lanco Bay Technology Park Private Limited, Jubilee Media Comm Private Limited, Garnet Infrastructure and Power Ventures Private Limited, Tethys Properties Private Limited, Nix Properties Private Limited, Bianca Properties Private Limited, Belinda Properties Private Limited, Ananke Properties Private Limited, Mimas Trading Private Limited, Cygnus Solar Projects Private Limited, Lanco Kerala Seaports Private Limited, Thalassa Solar Power Projects Private Limited, Sinope Properties Private Limited, Ursa Solar Projects Private Limited, Lanco Transport Network Company Private Limited, Zania Properties Private Limited, Aludra Solar Projects Private Limited, Talitha Solar Projects Private Limited, Tabit Solar Projects Private Limited, Castula Solar Power Projects Private Limited, Telesto Properties Private Limited, Tasra Mining & Energy Company Private Limited, Lanco Family Enterprise Private Limited, Aeolipile Engineering And Manufacturing Limited, Fourneyron Engineering And Manufacturing Limited, Lanco Hoskote Highway Limited, Lanco Devihalli Highways Limited and Member of Audit Committee of Lanco Kondapalli Power Limited, Lanco Hoskote Highway Limited and Lanco Devihalli Highways Limited.

Mr. L. Sridhar holds 4,51,43,587 Equity Shares of the Company.

3. Mr. P. Abraham

Mr. P. Abraham, Director is a retired officer from the Indian Administrative Service. He did his M.A. from Andhra University and Diploma in Systems Management from the Bajaj Institute, Mumbai. He was awarded the United Nations Industrial Development Organisation Fellowship to study the promotion of Industries with special emphasis on export-oriented industries in Europe. During his 35 years of service in the Indian Administrative Service, he held a number of executive positions with the Central and State governments such as Secretary, Ministry of Power, Gol, Special Secretary, Ministry of Defence, Additional Secretary, Ministry of Defence, Gol, Chairman of Maharashtra State Electricity Board, Commissioner of Industries, the GoAP, Iron and Steel Controller, Ministry of Steel, Gol, Chairman and Managing Director, Maharashtra State Textile Corporation and Member, Union Public Service Commission. He was also awarded with Life time achievement award in 2011 in power by council of power utilities by Ministry of Power. He has authored several books on the power sector reforms with focus on distribution.

He is also a Director on the Boards of JSW Energy Limited, VIJAI Electricals Limited, GVK Power & Infrastructure Limited, NCC Limited, VISAKA

Industries Limited, NCC Infrastructure Holdings Limited, TAJ GVK Hotels and Resorts Limited, RAJ Westpower Limited, Lanco Amarkantak Power Limited, ORIENT Green Power Company Limited, GVK Energy Limited and Member of Audit Committee of Lanco Amarkantak Power Limited.

Mr. P. Abraham holds 5,170 Equity Shares of the Company.

4. Dr. Uddesh Kumar Kohli

Dr. Uddesh Kumar Kohli, Director holds B.E. (Hons.) degree from the Indian Institute of Technology, Roorkee, a Post-Graduate Diploma in Industrial Administration from the Manchester University, UK and Ph.D. in Economics from the Delhi School of Economics. Dr. Kohli has been Chairman and Managing Director of Power Finance Corporation Limited, and has worked with the Planning Commission, Government of India, reaching the position of Advisor (Additional Secretary level).

Dr. Kohli, is presently the Chairman Emeritus of Construction Industry Development Council and Chairman of Construction Industry Arbitration Council & Engineering Council of India and Senior Adviser, Global Compact, United Nations. He has carried out international assignments for Asian Development Bank, United Nations Industrial Development Organization, United Nations Development Programme and United Nations Office for Project Services.

Dr. Kohli's areas of expertise include development planning, finance, project formulation, appraisal, sustainability and monitoring, power/energy planning, corporate governance, corporate social responsibility, training and human resource development.

He is also a Director on the Boards of ALSTOM India Limited, National Energy Trading and Services Limited, PTC India Financial Services Limited, ICRA Techno Analytics Limited and Chairman of Audit Committee of National Energy Trading and Services Limited and Member of Audit Committee of ALSTOM India Limited and PTC India Financial Services Limited.

Dr. Uddesh Kumar Kohli holds 1,69,05 Equity Shares of the Company.

5. Mr. R. Krishnamoorthy

Mr. R. Krishnamoorthy, Director is a Fellow Member of the Institute of Cost and Management Accountants of India and an S.A.S. (Commercial) of the Indian Audit & Accounts Department. He is a Science graduate in Maths, from the University of Madras. He has a total experience of more than 35 years, out of which 30 years has been in Power Sector. He was a Member of Central Electricity Regulatory Commission and Delhi Electricity Regulatory Commission and had served Power Finance Corporation Ltd. for more than 15 years, at various positions and retired as its Chairman and Managing Director. He also worked with National Hydroelectric Power Corporation (NHPC) and Mineral Exploration Corporation, Nagpur.

He is also a Director on the Boards of Lanco Anpara Power Limited, Power Grid Corporation of India Limited, Lanco Hydro Power Limited and Chairman of Audit Committee of Lanco Hydro Power Limited and Member of Audit Committee of Lanco Anpara Power Limited and Power Grid Corporation of India Limited.

Mr. R. Krishnamoorthy do not hold any Equity Shares in the Company.

By Order of the Board
For **Lanco Infratech Limited**

A. Veerendra Kumar
Company Secretary

Registered Office:

Plot No.4, Software Units Layout
HITEC City, Madhapur
Hyderabad – 500081, Telangana, India

Place: Gurgaon

Date: August 14, 2014

LANCO INFRATECH LIMITED



Corporate Identity Number: L45200TG1993PLC015545
Regd. Office: Plot No.4, Software Units Layout,HITEC City, Madhapur, Hyderabad – 500 081, Telangana, India
Phone: +91-40-4009 0400, Fax: +91-40-2311 6127
Email : complianceofficer.litl@lancogroup.com, Website: www.lancogroup.com

ATTENDANCE SLIP 21st Annual General Meeting - September 26, 2014

DP ID *		Regd. Folio No.	
Client ID*			

I certify that I am a Member/Proxy for the Member of the Company. I hereby record my presence at the 21st Annual General Meeting of the Company to be held at Marigold Hotel by Greenpark, Greenlands, Begumpet, Hyderabad – 500016, Telangana, India, at 3.30 p.m. on Friday, the September 26, 2014.

Member's / Proxy's Name in Block Letters **

Member's / Proxy's Signature **

Note: Member / Proxy must bring the signed Attendance Slip to the Meeting and hand it over at the registration counter.

* Applicable for Investors holding shares in Electronic Form. ** Strike out whichever is not applicable.

LANCO INFRATECH LIMITED



Corporate Identity Number: L45200TG1993PLC015545
Regd. Office: Plot No.4, Software Units Layout,HITEC City, Madhapur, Hyderabad – 500 081, Telangana, India
Phone: +91-40-4009 0400, Fax: +91-40-2311 6127
Email : complianceofficer.litl@lancogroup.com, Website: www.lancogroup.com

PROXY FORM 21st Annual General Meeting - September 26, 2014

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014)

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No. / Client ID :

DP ID :

I/We, being the member(s) of Shares of Lanco Infratech Limited, hereby appoint

1) Name: Address:
Email ID: Signature :, or failing him

2) Name: Address:
Email ID: Signature :, or failing him

3) Name: Address:
Email ID: Signature :

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on the Friday, September 26, 2014 at 03:30 p.m. at Marigold Hotel by Greenpark, Greenlands, Begumpet, Hyderabad – 500 016, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
Ordinary Business	
1	Adoption of the Balance Sheet of the Company as at March 31, 2014 and the Profit and Loss Account for the year ended on that date along with the Directors' Report and the Auditors' Report thereon.
2	Re-appointment of Mr. G. Bhaskara Rao who retires by rotation.
3	Re-appointment of Mr. L. Sridhar who retires by rotation.
4	Appointment of M/s. Brahmayya & Co., Chartered Accountants as Auditors.
Special Business	
5	Appointment of Mr. P. Abraham as an Independent Director.
6	Appointment of Dr. Uddesh Kumar Kohli as an Independent Director.
7	Appointment of Mr. R. Krishnamoorthy as an Independent Director.
8	Payment of remuneration under Section 197,198 of the Companies Act, 2013 to Mr. L. Madhusudhan Rao, Executive Chairman.
9	Payment of remuneration under Section 197,198 of the Companies Act, 2013 to Mr. G. Bhaskara Rao, Executive Vice-Chairman.
10	Payment of remuneration under Section 197,198 of the Companies Act, 2013 to Mr. G. Venkatesh Babu, Managing Director.
11	Payment of remuneration under Section 197,198 of the Companies Act, 2013 to Mr. S. C. Manocha, Deputy Managing Director.

Signed this day of, 2014

Signature of Member

Signature of Proxy 1) Proxy 2) Proxy 3)

Affix Re.1
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

