

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 Fourth Annual General Meeting (AGM) of the Members of Lanco Infratech Limited (Company) is scheduled to be held at 02.30 p.m. on Friday, 22nd December, 2017 at Marigold Hotel by Greenpark, Greenlands, Begumpet, Hyderabad – 500 016, Telangana, India, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Lagadapati Sridhar (DIN 00075809), Director, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Lagadapati Madhusudhan Rao (DIN 00074790), Director, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration 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 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of Brahmayya & Co., Chartered Accountants, Chennai (Registration No. 000511S) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Fifth AGM of the Company, at such remuneration as shall be paid by the Board of Directors of the Company, be and is hereby ratified.”

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, Section 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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 provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satish Chandra Sinha (DIN 03598173), who was appointed as Additional Director in the category of Independent Director and who has submitted a declaration in terms of Section 149(7) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act 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 May 30, 2017 upto May 29, 2022, 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 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time, the Company hereby approves the remuneration of ₹ 2,00,000/- and actual out-of-pocket expenses payable to DZR & Co., Cost and Management Accountants, who were appointed as Cost Auditors of the Company for the Financial Year 2017-18.”
7. 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 provisions of Section 42, Section 62, Section 71 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with all applicable Rules and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), provisions of Chapter VII and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (“ICDR Regulations”), the applicable Rules, Regulations, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, CDR Lenders of the Company, RBI, the Government of India, etc.), if any and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), (which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution), the action by the Board of Directors pursuant to the approval accorded by the Members of the Company through Postal Ballot on February 28, 2016, with regard to the allotment of 56,47,37,202 equity shares of ₹1 each at a premium of ₹ 5.23 per equity share, to IDFC Bank Limited (“IDFC”) upon conversion of 32,14,53,885 Compulsory Convertible Debentures (“CCDs”)

of ₹10 each aggregating to ₹ 321,45,38,850 ("CCDs Principal Amount") and interest of ₹ 33,75,26,579 (being interest on CCDs Principal Amount @ 10.50% per annum), on March 14, 2017, after Tax Deducted at Source (TDS), be and is hereby ratified by the Members of the Company.

RESOLVED FURTHER THAT all the Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company, be and are hereby severally authorized to file necessary applications, documents, papers and returns with such authorities as may be required and to do such other acts, deeds and things, as may be required in this regard. "

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 Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made there under (including any statutory modification or amendment thereof for the time being in force and as may be enacted from time to time), Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions, if any, of the lenders of the Company and all such approvals and consents as may be necessary under any other laws, rules, regulations, approval of the members of the Company be and is hereby accorded for divestment / sale / disposal upto 100% of the shareholding in the subsidiary/subsidiaries, cease of control of the subsidiary/subsidiaries, sale / disposal / lease of assets of the subsidiary/subsidiaries, as detailed in the statement annexed to this Notice, by the Company and/ or through its subsidiary/subsidiaries, to one or more persons and in one or more tranches and at such time and in such manner as the Board or Resolution Professional (during the ongoing Corporate Insolvency Resolution Process) may decide, and subject to the release of the pledge of shares held by lenders of the Company / subsidiary/subsidiaries and approvals from lenders, if required and as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

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

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

A. Veerendra Kumar
Company Secretary
FCS 7355

Place: Gurgaon
Date: 14.11.2017

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 Annual General 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, December 16, 2017 to Friday, December 22, 2017 (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, 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 etc. 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 Remote electronic voting to members to exercise their right to vote pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto. The Company had opted Central Depository Services (India) Limited (CDSL), for providing e-voting services in this regard.

- (b) 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.
- (c) The Board of Directors has appointed Mr. Srikrishna S. Chintalapati, KBG Associates, Practicing Company Secretary, Hyderabad as the scrutinizer to scrutinize the voting process in a fair and transparent manner.

(d) The instructions for Members Voting Electronically are as under:

- (i) The voting period begins on Tuesday, December 19, 2017 at 9.00 a.m. and ends on Thursday, December 21, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 15, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders who have already voted prior to the AGM date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no. being provided by the Company in the applicable cases. • In case the sequence number is less than 8 digits enter the applicable number of 0's (zero) before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Lanco Infratech Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and

the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

(xxi) Any person, who acquires equity shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. December 15, 2017 may follow the same instructions as mentioned above for e-Voting.

(xxii) 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. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.lancogroup.com and on the website of CDSL e-Voting immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.
11. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
12. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, in writing to the Chairman who shall countersign the same and declare the result of the voting forthwith.

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 the Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided at **Annexure-A**.

Item No. 5:

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance of the provisions the Act, the Board of Directors, subject to the approval of the members, appointed Mr. Satish Chandra Sinha as Additional Director in the category of Independent Director for a period of 5 (five) years with effect from May 30, 2017 upto May 29, 2022.

Mr. Satish Chandra Sinha is an ex-banker with expertise and interests in Banking Finance, Corporate Debt Restructuring, Regulatory Compliances, Asset Reconstruction, Financial Inclusion, and Social Upliftment. Mr. Satish Chandra Sinha is a B.Com (Hons.) Graduate and CAIIB. In his long Professional Career, apart from serving as the General Manager of Union Bank of India and Executive Director of Oriental Bank of Commerce, he had been a Member of Board of Industrial & Financial Reconstruction (BIFR) for 3 years.

No Director, Key Managerial Personnel or their relatives, except Mr. Satish Chandra Sinha to whom the resolution relates, is interested or concerned in the resolution.

The Board commends the resolution set forth in Item No. 5 for the approval of the members.

Item No. 6:

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice, including the EPC activity of the Company. On the recommendation of the Audit Committee, the Board of Directors has approved the appointment of DZR & Co., Cost and Management Accountants as the Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the Financial Year 2017-18, at a remuneration of ₹ 2,00,000/-, excluding travel and actual out-of-pocket expenses.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board commends the resolution set forth in Item No. 6 for the approval of members.

Item No. 7:

The Members of the Company through Postal Ballot on February 28, 2016 approved the issue of such number of CCDs of ₹ 10 each not exceeding aggregate value of ₹ 350 Crores, against the outstanding loan amounts and interest accrued thereon, payable to IDFC. As per members approval, the principal amount of CCDs (not exceeding ₹ 350 Crores) and the interest for 12 months on those CCDs has to be converted into equity shares. Based on the approval of Members, the Board of Directors on March 14, 2016 allotted 32,14,53,885 CCDs of ₹ 10

each aggregating to ₹ 321,45,38,850 carrying coupon rate of ₹ 10.50 % per annum with a term of 12 months. The interest accrued on CCDs at the end of 12 months term was ₹ 33,75,26,579. The CCDs Principal amount of ₹ 321,45,38,850 together with interest of ₹ 30,37,73,921 (after TDS @ 10% on ₹ 33,75,26,579) was converted into equity shares at the end of 12 months. In this regard, Board of Directors on March 14, 2017, allotted 56,47,37,202 equity shares of ₹ 1 each at a premium of ₹ 5.23 per equity share to IDFC. Above allotment of 56,47,37,202 equity shares includes 51,59,77,343 equity shares allotted towards conversion of principal amount of CCDs and 4,87,59,859 equity shares allotted towards conversion of interest amount after TDS.

The Company had filed necessary forms with the Registrar of Companies regarding the increase of paid-up share capital of the Company as detailed above.

The Company received In-Principle Approval for listing of all 56,47,37,202 equity shares from National Stock Exchange of India Limited ("NSE") and for 55,72,15,711 equity shares only from BSE Limited ("BSE") (i.e.Rs.350 Crores divided by Rs.6.23 per equity share). The listing and trading approvals for 51,59,77,343 equity shares were received from NSE and BSE and the trading approvals for 4,12,38,368 equity shares (out of 4,87,59,859 equity shares) are under process by NSE and BSE. It is proposed to seek the ratification from the Members of the Company regarding the allotment of above equity shares to IDFC, as detailed in the Notice to this meeting. Thereafter the Company shall submit necessary applications for listing/trading of balance of 75,21,491 equity shares (56,47,37,202 equity shares less 55,72,15,711 equity shares).

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board commends the resolution set forth in Item No. 7 for the approval / ratification of members.

Item No. 8:

Members are informed that the Company holds equity shares in its subsidiaries either by itself or together with its subsidiaries or through its subsidiaries. As decided in various Joint Lenders Forum ("JLF"), Asset Sale Committee, Steering Committee meetings of lenders of the Company / Group Companies it is required to divest / sell the underlying assets of subsidiaries of the Company, from time to time.

The sale / disposal of shareholding, cease of control, sale / disposal / lease of assets of subsidiaries and/or material subsidiaries, by the Company and/or its subsidiaries as set out in the resolution at Item no. 8 requires approval of the Members pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by means of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board commends the resolution set forth in Item No. 8 for the approval of members.

Annexure – A

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

Name of Director	Mr. Lagadapati Sridhar	Mr. Lagadapati Madhusudhan Rao	Mr. Satish Chandra Sinha
Director Identification Number (DIN)	00075809	00074790	03598173
Age	49 Years	51 Years	65 Years
Brief Resume Including Qualifications and Experience	B.E. (Civil Engineering), MS (Construction Management in Civil Engineering) with over 22 years' experience in Engineering and Construction field	M. Tech (Design Engineering) and MS (Industrial Engineering) with over 24 years' experience in Engineering and Construction field	Bachelor of Commerce(Honors), CAIIB- Indian Institute for Bankers with over 32 years' experience in Banking sector
Date of First Appointment on the Board	26.03.1993	26.03.1993	30.05.2017
Shareholding in the Company	3,85,72,971 equity shares	11,68,69,916 equity shares	NIL
Inter-se relationship with other Directors or Key Managerial Personnel (KMP)	Related with Mr. G. Bhaskara Rao and Mr. L. Madhusudhan Rao, Directors and no relationship with other Directors and KMP	Related with Mr. G. Bhaskara Rao and Mr. L. Sridhar, Directors and no relationship with other Directors and KMP	Not Related to any Director or KMP
Number of Board Meetings attended during the year 2016-17	7	8	Not Applicable
Details of remuneration last drawn (₹)	Not Applicable	₹ 60.00 Lakhs	Not Applicable
Directorships and Committee Memberships held in other companies	Please refer (i) below	Please refer (ii) below	Please refer (iii) below

(i) Name of the entities in which Mr. Lagadapati Sridhar holds directorship and the membership of Committees of the Board:

S.No.	Name of the Companies holding Directorships	Membership of the Committees of the Board
1.	Lanco Infratech Limited	Stakeholders Relationship Committee
2.	Sirisuns Entertainment Private Limited	Nil
3.	Lanco Kondapalli Power Limited	Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee
4.	Lanco Horizon Properties Private Limited	Audit Committee
5.	Lanco Net Limited	Nil
6.	Lanco Power Transmission Private Limited	Nil
7.	Lanco Bay Technology Park Private Limited	Nil
8.	Jubilee Media Comm Private Limited	Nil
9.	Garnet Infrastructure and Power Ventures Private Limited	Nil
10.	Belinda Properties Private Limited	Audit Committee and Nomination & Remuneration Committee
11.	Ananke Properties Private Limited	Audit Committee and Nomination & Remuneration Committee
12.	Sinope Properties Private Limited	Nil
13.	Zania Properties Private Limited	Nil
14.	Tasra Mining & Energy Company Private Limited	Nil
15.	Lanco Family Enterprise Private Limited	Nil
16.	Lanco Hoskote Highway Limited	Nil
17.	Lanco Devihalli Highways Limited	Nil
18.	Lanco Enterprise Private Limited	Nil
19.	Lanco Kanpur Power Limited	Nil

(ii) Name of the entities in which Mr. Lagadapati Madhusudhan Rao holds directorship and the membership of Committees of the Board:

S.No.	Name of the Companies holding Directorships	Membership of the Committees
1.	Lanco Infratech Limited	Nil
2.	Lanco Group Limited	Nil
3.	Lanco Kondapalli Power Limited	Nil
4.	Lanco Amarkantak Power Limited	Nil
5.	Lanco Hills Technology Park Private Limited	Nil
6.	Lanco Solar Private Limited	Nil
7.	Lanco Thermal Power Limited	Nil
8.	Lanco Power Limited	Nil
9.	Lanco Solar Energy Private Limited	Nil
10.	Lanco Solar (Gujarat) Private Limited	Nil
11.	Infra India Ventures Private Limited	Nil
12.	Ravi Hydro Electric Private Limited	Nil
13.	Himachal Hydro Power Private Limited	Nil
14.	Lanco Enterprise Private Limited	Nil

(iii) Name of the entities in which Mr. Satish Chandra Sinha holds directorship and the membership of Committees of the Board:

S.No.	Name of the Companies holding Directorships	Membership of the Committees
1.	Lanco Infratech Limited	Nil
2.	Almondz Global Securities Limited	Nil
3.	Akara Capital Advisors Private Limited	Nil
4.	Lanco Solar Energy Private Limited	Audit Committee and Nomination & Remuneration Committee

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

A. Veerendra Kumar
Company Secretary
FCS 7355

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

Place: Gurgaon
Date: 14.11.2017

LANCO INFRA TECH LIMITED

Corporate Identity Number: L45200TG1993PLC015545

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



ATTENDANCE SLIP

24th Annual General Meeting – 22nd December, 2017

DP ID *	
Client ID*	

Regd. Folio No.	
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I certify that I am a Member/Proxy for the Member of the Company. I hereby record my presence at the 24th Annual General Meeting of the Company to be held at Marigold Hotel by Greenpark, Greenlands, Begumpet, Hyderabad – 500 016, Telangana, India at 02.30 p.m. on Friday, the 22nd December, 2017.

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

Member's / Proxy's Signature **

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

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

LANCO INFRA TECH LIMITED

Corporate Identity Number: L45200TG1993PLC015545

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



**FORM NO.MGT 11
PROXY FORM**

24th Annual General Meeting – 22nd December, 2017

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: _____ 2) Name: _____ 3) Name: _____
Address: _____ Address: _____ Address: _____
Email ID: _____ Email ID: _____ Email ID: _____
Signature : _____, or failing him Signature : _____, or failing him Signature : _____

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on the Friday, December 22, 2017 at 02:30 p.m. at Marigold Hotel by Greenpark, Greenlands, Begumpet, Hyderabad – 500 016, Telangana, 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, 2017 and the Profit and Loss Account for the year ended on that date along with the Directors' Report and the Auditors' Report thereon.
2	Appointment of Mr. Lagadapati Sridhar who retires by rotation.
3	Appointment of Mr. Lagadapati Madhusudhan Rao who retires by rotation.
4	Ratification of appointment of M/s. Brahmayya & Co., Chartered Accountants as Auditors.
Special Business	
5	Appointment of Mr. Satish Chandra Sinha as an Independent Director.
6	Ratification of Cost Auditors' Remuneration for the Financial Year 2017-18.
7	Ratification of allotment of Equity Shares to IDFC Bank Limited.
8	Approval for divestment / sale / disposal upto 100% of the shareholding / control etc. in the subsidiary/subsidiaries

Signed this _____ day of _____, 2017

Signature of Member _____

Signature of Proxy _____



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.

ROUTE MAP OF ANNUAL GENERAL MEETING (AGM) VENUE

