

## 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.lit@lancogroup.com, Website: www.lancogroup.com

### NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting (AGM) of the Members of Lanco Infratech Limited (Company) is scheduled to be held at 03:00 p.m. on Tuesday, September 27, 2016 at Marigold Hotel by Greenpark, Greenlands, Begumpet, Hyderabad – 500 016, Telangana, India, to transact the following businesses:

#### ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016 along with the reports of Board of Directors and the Auditors thereon and audited consolidated financial statement for the financial year ended March 31, 2016.
2. To appoint a Director in place of Mr. G. Venkatesh Babu (DIN 00075079), Director, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. G. Bhaskara Rao (DIN 00075034), 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 Forth 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 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), Mr. Hiranmoy Biswas (DIN: 02798396), who was appointed as Additional Director of the Company with effect from October 27, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Act but 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 Director of the Company, whose period of office shall be liable 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, Section 152 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), Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654), who was appointed as Additional Director of the Company with effect from January 01, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Act but 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 Director of the Company, whose period of office shall be liable 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, Section 152 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), Mr. K. Raja Gopal (DIN: 00019958), who was appointed as Additional Director of the Company with effect from April 01, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Act but 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 Director of the Company, whose period of office shall be liable to retirement by rotation.”

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

"RESOLVED THAT pursuant to the provisions of Section 149, Section 152 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), Mr. Raj Kumar Roy (DIN: 05319842), who was appointed as Additional Director of the Company with effect from April 01, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Act but 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 Director of the Company, whose period of office shall be liable to retirement by rotation."

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

"RESOLVED THAT pursuant to the provisions of 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. Rengaraj Viswanathan (DIN: 07173713), 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 June 25, 2016 upto June 24, 2021, whose term shall not be subject to retirement by rotation."

10. 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, Dr. Jaskiran Arora (DIN: 07551130), 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 her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from June 25, 2016 upto June 24, 2021, whose term shall not be subject to retirement by rotation."

11. 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 2016-17."

12. 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 Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions 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 and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to the approval of the Central Government, if any, and all other consents, permissions as may be required, if any, consent of the members be and is hereby accorded for re-appointment of Mr. L. Madhusudhan Rao as Executive Chairman of the Company for a period of 3 (three) years with effect from April 01, 2016 and that he may be paid remuneration as detailed in the Statement annexed to this Notice, with liberty and authority to the Board of Directors to alter, modify and revise the terms and conditions of the said re-appointment and remuneration, from time to time within the limits laid down in the then subsisting provisions of the Act.

RESOLVED FURTHER THAT no Sitting Fees shall be paid to Mr. L. Madhusudhan Rao, Executive Chairman, for attending Meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, during the term of office of Mr. L. Madhusudhan Rao, the remuneration payable to him shall not, without the approval of the Central Government (if required) exceed the limits prescribed in Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT Mr. L. Madhusudhan Rao will be a Director liable to retire by rotation and his re-appointment as such Director shall not be deemed to constitute a break in his appointment as Executive Chairman of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be required or considered necessary, including entering into such agreement(s), deed(s) or any other document, as may be required or considered necessary, in order to give effect to this resolution or otherwise considered by the Board of Directors in the interest of the Company and as may be agreed to by the Board of Directors and Mr. L. Madhusudhan Rao.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the office of the Registrar of Companies, Hyderabad, Central Government as may be required, in the prescribed form(s), and to do all such acts, deeds and things as may be required in this regard, for giving effect to this resolution."

13. 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 Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions 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 and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to the approval of the Central Government, if any, and all other consents, permissions as may be required, if any, consent of the members be and is hereby accorded for re-appointment of Mr. G. Bhaskara Rao as Executive Vice-Chairman of the Company for a period of 1 (one) year with effect from April 01, 2016 and that he may be paid remuneration as detailed in the Statement annexed to this Notice, with liberty and authority to the Board of Directors to alter, modify and revise the terms and conditions of the said re-appointment and remuneration, from time to time within the limits laid down in the then subsisting provisions of the Act.

RESOLVED FURTHER THAT no Sitting Fees shall be paid to Mr. G. Bhaskara Rao, Executive Vice-Chairman, for attending Meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, during the term of office of Mr. G. Bhaskara Rao, the remuneration payable to him shall not, without the approval of the Central Government (if required) exceed the limits prescribed in Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT Mr. G. Bhaskara Rao will be a Director liable to retire by rotation and his re-appointment as such Director shall not be deemed to constitute a break in his appointment as Executive Vice-Chairman of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be required or considered necessary, including entering into such agreement(s), deed(s) or any other document, as may be required or considered necessary, in order to give effect to this resolution or otherwise considered by the Board of Directors in the interest of the Company and as may be agreed to by the Board of Directors and Mr. G. Bhaskara Rao.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the office of the Registrar of Companies, Hyderabad, Central Government as may be required, in the prescribed form(s), and to do all such acts, deeds and things as may be required in this regard, for giving effect to this resolution."

14. 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 Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions 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 and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to the approval of the Central Government, if any, and all other consents, permissions as may be required, if any, consent of the members be and is hereby accorded for appointment of Mr. Raj Kumar Roy as Whole-time Director of the Company for a period of 3 (three) years with effect from April 01, 2016 and that he may be paid remuneration as detailed in the Statement annexed to this Notice, with liberty and authority to the Board of Directors to alter, modify and revise the terms and conditions of the said appointment and remuneration, from time to time within the limits laid down in the then subsisting provisions of the Act.

RESOLVED FURTHER THAT no Sitting Fees shall be paid to Mr. Raj Kumar Roy, Whole-time Director, for attending Meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, during the term of office of Mr. Raj Kumar Roy, the remuneration payable to him shall not, without the approval of the Central Government (if required) exceed the limits prescribed in Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT Mr. Raj Kumar Roy will be a Director liable to retire by rotation and his re-appointment as such Director shall not be deemed to constitute a break in his appointment as Whole-time Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be required or considered necessary, including entering into such agreement(s), deed(s) or any other document, as may be required or considered necessary, in order to give effect to this resolution or otherwise considered by the Board of Directors in the interest of the Company and as may be agreed to by the Board of Directors and Mr. Raj Kumar Roy.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the office of the Registrar of Companies, Hyderabad, Central Government as may be required, in the prescribed form(s), and to do all such acts, deeds and things as may be required in this regard, for giving effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions 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 and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to the approval of the Central Government, if any, and all other consents, permissions as may be required, if any, consent of the members be and is hereby accorded for re-appointment of Mr. G. Venkatesh Babu as Managing Director of the Company for a period of 3 (three) years with effect from June 24, 2016 and that he may be paid remuneration as detailed in the Statement annexed to this Notice, with liberty and authority to the Board of Directors to alter, modify and revise the terms and

conditions of the said re-appointment and remuneration, from time to time within the limits laid down in the then subsisting provisions of the Act.

RESOLVED FURTHER THAT no Sitting Fees shall be paid to Mr. G. Venkatesh Babu, Managing Director, for attending Meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, during the term of office of Mr. G. Venkatesh Babu, the remuneration payable to him shall not, without the approval of the Central Government (if required) exceed the limits prescribed in Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT Mr. G. Venkatesh Babu will be a Director liable to retire by rotation and his re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be required or considered necessary, including entering into such agreement(s), deed(s) or any other document, as may be required or considered necessary, in order to give effect to this resolution or otherwise considered by the Board of Directors in the interest of the Company and as may be agreed to by the Board of Directors and Mr. G. Venkatesh Babu.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the office of the Registrar of Companies, Hyderabad, Central Government as may be required, in the prescribed form(s), and to do all such acts, deeds and things as may be required in this regard, for giving effect to this resolution."

16. 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 188 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Policy on Related Party Transactions of the Company as amended from time to time, consent of the Members of the Company, be and is hereby accorded for the Material Related Party Transaction entered by the Company on behalf of Lanco Kondapalli Power Limited, Subsidiary of the Company, as detailed in the statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (the "Board") and/or any Committee constituted by the Board be and is hereby authorized to give effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable in this regard."

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: August 12, 2016

#### 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.**
- 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.
- The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 22, 2016 to Tuesday, September 27, 2016 (both days inclusive).
- The Statement pursuant to Section 102(1) of the Companies Act, 2013, forms part of the Notice.
- 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.
- 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.
- 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.
- 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 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 (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 Saturday, September 24, 2016 at 9.00 a.m and ends on, Monday, September 26, 2016 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 September 21, 2016, 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](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. 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](http://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  | <p>Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* 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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>   |

- (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 for the relevant 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 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. 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](http://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](mailto: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](mailto: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. September 21, 2016 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.lancogroup.com) and on the website of CDSL 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 Regulations and Disclosure Requirements) Regulations, 2015, is provided at **Annexure-A** of this Notice.

### Item Nos. 5 and 6:

Mr. Hiranmoy Biswas of IDBI Bank Limited was appointed as Nominee Director (Additional Director) with effect from October 27, 2015 and Dr. Rajesh Kumar Yaduvanshi of Punjab National Bank was appointed as Nominee Director (Additional Director) with effect from January 01, 2016 by the Board of Directors under Section 161 of the Act and the Company’s Articles of Association. In terms of Section 161(1) of the Act, Mr. Hiranmoy Biswas and Dr. Rajesh Kumar Yaduvanshi holds office only upto the date of the forthcoming Annual General Meeting of the Company but are eligible for appointment as a Director. Notice under Section 160(1) of the Act has been received from a member signifying its intention to propose the appointment of Mr. Hiranmoy Biswas and Dr. Rajesh Kumar Yaduvanshi as Directors of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Hiranmoy Biswas and Dr. Rajesh Kumar Yaduvanshi to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board commends the resolution set forth in Item Nos. 5 and 6 for the approval of the members.

**Item Nos. 7 and 8:**

Mr. K. Raja Gopal and Mr. Raj Kumar Roy were appointed as Additional Directors of the Company with effect from April 01, 2016 by the Board of Directors under Section 161 of the Act and the Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. K. Raja Gopal and Mr. Raj Kumar Roy holds office only upto the date of the forthcoming Annual General Meeting of the Company but are eligible for appointment as Director(s). Notice under Section 160(1) of the Act has been received from a member signifying its intention to propose the appointment of Mr. K. Raja Gopal and Mr. Raj Kumar Roy as Directors of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. K. Raja Gopal and Mr. Raj Kumar Roy to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board commends the resolution set forth in Item Nos. 7 and 8 for the approval of the members.

**Item Nos. 9 and 10:**

Pursuant to the Regulation 36 of the Securities and Exchange Board of India (Listing Regulations 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. Rengaraj Viswanathan and Dr. Jaskiran Arora as Additional Directors in the category of Independent Director for a period of 5 (five) years with effect from June 25, 2016 upto June 24, 2021.

In the opinion of the Board of Directors, Mr. Rengaraj Viswanathan and Dr. Jaskiran Arora, the Independent Directors fulfils the conditions specified in the Act and the Rules made thereunder and are independent of the Management.

Copies of letters of appointment of Mr. Rengaraj Viswanathan and Dr. Jaskiran Arora as Independent Directors setting out the terms and conditions are 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. Rengaraj Viswanathan and Dr. Jaskiran Arora to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board commends the resolutions set forth in Item Nos. 9 and 10 for the approval of the members.

**Item No. 11:**

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 2016-17, 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. 11 for the approval of members.

**Item No. 12:**

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

The Board of Directors, subject to the approval of members, re-appointed Mr. L. Madhusudhan Rao as Executive Chairman for a period of 3 years from 01.04.2016 to 31.03.2019. It is proposed to pay the below mentioned remuneration from 01.04.2016 to 31.03.2019 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 Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on March 15, 2016 have approved, subject to the approval of the Members and the Central Government, if required the said re-appointment and payment of remuneration.

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.

The Board commends the resolution set forth in Item No. 12 for the approval of members.

**Item No. 13:**

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 Board of Directors, subject to the approval of members re-appointed Mr. G. Bhaskara Rao as Executive Vice-Chairman for a period of 1 year from 01.04.2016 to 31.03.2017. It is proposed to pay the below mentioned remuneration from 01.04.2016 to 31.03.2017 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 Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on March 15, 2016 have approved, subject to the approval of the Members and the Central Government, if required the said re-appointment and payment of remuneration.

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.



The Board commends the resolution set forth in Item No. 13 for the approval of members.

**Item No. 14:**

The Board of Directors, subject to the approval of members appointed Mr. Raj Kumar Roy as Whole Time Director for a period of 3 years from 01.04.2016 to 31.03.2019. It is proposed to pay the below mentioned remuneration from 01.04.2016 to 31.03.2019 as per the provisions of the Act:

- (i). Salary of ₹ 18,00,000/- (Rupees Eighteen Lakhs only) per month.
- (ii). Location Allowance: At New Delhi/Gurgaon @ 15% of Item (i), i.e. ₹ 2,70,000/- (Rupees Two Lakhs Seventy Thousand only) per month.
- (iii). Incentives: In the form of Cash or ESOPs as per the Policy of the Company.
- (iv). Perquisites:

Mr. Raj Kumar Roy, 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 Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on March 15, 2016 have approved, subject to the approval of the Members and the Central Government, if required the said appointment and payment of remuneration.

Except Mr. Raj Kumar Roy, none of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the resolution.

The Board commends the resolution set forth in Item No. 14 for the approval of members.

**Item No. 15:**

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 Board of Directors, subject to the approval of members re-appointed Mr. G. Venkatesh Babu as Managing Director for a period of 3 years from 24.06.2016 to 23.06.2019. It is proposed to pay the below mentioned remuneration from 24.06.2016 to 23.06.2019 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 Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on May 27, 2016 have approved, subject to the approval of the Members and the Central Government, if required the said re-appointment and payment of remuneration.

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

The Board commends the resolution set forth in Item No. 15 for the approval of members.

**The Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, is provided herein, for appointment/re-appointment and payment of remuneration to Mr. L. Madhusudhan Rao, Mr. G. Bhaskara Rao, Mr. G. Venkatesh Babu and Mr. Raj Kumar Roy:**

**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. | Particulars           | FY 2015-16  | FY 2014-15  | FY 2013-14  |
|-------|-----------------------|-------------|-------------|-------------|
| 1     | Turnover              | 2,74,494.00 | 1,53,071.00 | 2,33,937.00 |
| 2     | Profit Before Tax     | (44,491.00) | (71,763.00) | (95,999.00) |
| 3     | Profit After Tax      | (44,500.00) | (67,223.00) | (95,999.00) |
| 4     | Paid-up Share Capital | 27,378.00   | 24,509.00   | 23,924.07   |
| 5     | Reserves & Surplus    | 1,48,214.00 | 1,78,521.00 | 2,43,466.12 |

5. **Foreign Investments or collaborations, if any:**

The Company is a listed entity and 1.40% 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 23 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 2015-16 was ₹ 60.00 Lakhs\*, for financial year 2014-15 was ₹ 60.00 Lakhs\* and for financial year 2013-14 was ₹ 78.77 Lakhs.

\* After net-off of recovery.

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. There is no increase of remuneration proposed from the existing remuneration drawn by him.

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 4.25% of the Total Paid-up Capital of the Company. Mr. G. Bhaskara Rao, Executive Vice-Chairman and Mr. L. Sridhar, Vice-Chairman are relatives 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 38 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 B.E. (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 2015-16 was ₹ 60.00\* Lakhs, for financial year 2014-15 was ₹ 60.00\* Lakhs and for financial year 2013-14 was ₹ 85.94 Lakhs.

\* After net-off of recovery.

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. There is no increase of remuneration proposed from the existing remuneration drawn by him.

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 5,13,58,993 Equity Shares of ₹ 1/- each representing 1.87% 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. Raj Kumar Roy, Whole-time Director:**

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

Mr. Raj Kumar Roy heads the EPC vertical of Lanco in the capacity of Whole-time Director. Joining Lanco in 2011, Mr. Roy led the efforts of Lanco to make a foray into natural gas business. Later, he was entrusted with the 1,200 MW coal fired power generation company (Lanco Anpara) as Whole-time Director. After Lanco Anpara, he moved to Griffin Coal Mining Company (A Lanco Group Company) as President in February, 2014. He then went on to head the Solar business at Lanco as President in May, 2015. Mr. Roy is an Energy Sector Professional with almost two decades of diverse experience in securing energy resources for India be it oil, natural gas, coal, their derivatives and power generation including renewables. Mr. Roy holds a Bachelor's Degree in Mechanical Engineering and a Post Graduate Diploma in Management (Finance) which has enabled him to work across the entire spectrum of energy business ranging from core technical to core commercial and financial aspects of business.

2. **Past Remuneration:** Not Applicable
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. Raj Kumar Roy 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. Raj Kumar Roy, Whole-time Director is a Professional Director and holds Nil Equity Shares of ₹ 1/- each of the Company.

None of the Directors of the Company is a relative of Mr. Raj Kumar Roy.

**(D). 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 2015-16 was ₹ 405.41 Lakhs, for financial year 2014-15 was ₹ 488.70 Lakhs and for financial year 2013-14 was ₹ 508.83 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. There is no increase of remuneration proposed from the existing remuneration drawn by him.

**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 representing 0.35% of the Total Paid-up Capital of the Company.

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

**III. Other Information:****1. Reason of loss or inadequate profits:**

Due to country level infrastructure sector and power sector related problems and consequential liquidity problems, affected the Company's EPC activity, forcing the Company to propose Corporate Debt Restructuring (CDR). The implementation of CDR package got delayed which affected the restoration of EPC activity. To bring the EPC activity to full scale the Company sought the assistance of the lenders, which was provided by the lenders partially with delay. The delay in implementation has increased the cost of operations. Due to low level EPC activity, the Interest cost could not be recovered in full, resulting in losses.

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

The Company regularly followed up with lenders and got the Cost Over Run (COR) approvals of the Special Purpose Vehicles (SPVs) from the SPV lenders. The Company made lot of efforts to bring all the lenders on common terms and conditions for COR implementation, which started by the Q3 of FY16.

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

With all the group's under Construction Projects implementation in place, the EPC activity of the Company would be at full level. The full range EPC activities enable the Company to cover all costs including interest costs and earn reasonable profits.

**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 Boards' Report.

Except Mr. L. Madhusudhan Rao, Mr. G. Bhaskara Rao, Mr. G. Venkatesh Babu and Mr. Raj Kumar Roy, none of the Directors, Key Managerial Personnel or/and their relatives are interested or concerned in the resolution(s).

The Board commends the resolution(s) set forth in Item Nos. 12, 13, 14 and 15 for the approval of the members.

**Item No. 16:**

The Company has promoted/sponsored several Special Purpose Vehicles ("SPVs") to develop infrastructure projects, with major focus on power sector. As Promoter/Sponsor, the Company is under obligation to support the SPVs to complete the projects. The steps initiated in this regard include extending equity support / Corporate Guarantee of the Company to the SPVs. The Company was extending necessary support to these projects by providing Undertaking letters, Corporate Guarantees, Sponsor support commitments etc.,

The annual Consolidated Audited Turnover of the Company for the FY 2014-15 is ₹ 9,542.58 Crores. 10% of the said Turnover is ₹ 954.25 Crores.

During the financial year 2015-16, the Company has provided Corporate Guarantee for an amount of ₹ 4,200 Crores in favour of lenders of Lanco Kondapalli Power Limited, Subsidiary of the Company.

As the Related Party Transaction referred above is Material in nature and exceeds ₹ 954.25 Crores, it is proposed to seek the consent of Members of the Company as per below details:

| Name of the Related Party             | Name of the Director or Key Managerial Personnel who is related, if any | Nature of relationship | Nature, Value and particulars of the contract or arrangement | Any other information relevant or important for the members to take a decision on the proposed resolution |
|---------------------------------------|---|------------------------|--|---|
| Lanco Kondapalli Power Limited (LKPL) | N.A.  | Subsidiary             | Guarantee in favour of IFCI Limited for ₹4,200 Crores.       | To guarantee the payment of loans sanctioned to LKPL.   |

Providing of said guarantee, tantamount to Related Party Transaction and the same also being Material in nature, approval of the members is sought for the said Material Related Party Transaction by passing an Ordinary Resolution.

Pursuant to Listing Regulations, all entities falling under the definition of "Related Parties" shall abstain from voting in respect of the resolution proposed at Item No.16 of the Notice, irrespective of whether the Related Party is a party to the particular transaction or not.

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

The Board commends the resolution set forth in Item No.16 for the approval of the members.

#### Annexure – A

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

##### Brief Profile of Directors

| Name of Director   | Mr. L. Madhusudhan Rao                                       | Mr. G. Bhaskara Rao                                    | Mr. G. Venkatesh Babu   | Mr. K. Raja Gopal   | Mr. Raj Kumar Roy   | Mr. Hiranmoy Biswas  | Dr. Rajesh Kumar Yaduvanshi             | Mr. Rengaraj Viswanathan                | Dr. Jaskiran Arora   |
|--|--|--|---|---|---|--|---|---|--|
| <b>Date of Birth</b>   | 08.01.1966   | 01.06.1954   | 03.07.1968  | 06.11.1957  | 13.04.1968  | 30.03.1959   | 23.06.1961                              | 10.05.1952                              | 12.07.1978   |
| <b>Qualification</b>   | M. Tech (Design Engineering) and MS (Industrial Engineering) | B.E. (Production) and M.E (Machine Design)             | Bachelor of Commerce, Chartered Accountant and Cost and Management Accountant | Post Graduate with M.E (Electrical Engineering) & MBA (Marketing) | Bachelor's Degree in Mechanical Engineering and a Post Graduate Diploma in Management (Finance) | Bachelor of Technology in Chemical Engineering and possess Diploma in Forex Management | Doctorate in Science                    | Retired IFS                             | PhD; MBA Finance; B.Com; CFA (Level-I), USA and UGC-Net qualification. |
| <b>Experience</b>  | 23 years   | 38 years   | 24 years  | 30 years  | 20 years  | 28 years   | 31 years                                | 35 years                                | 16 years   |
| <b>Terms &amp; Conditions of Appointment/ Re-appointment</b> | As per Notice and Explanatory Statement                      | As per Notice and Explanatory Statement                | As per Notice and Explanatory Statement                                       | As per Notice and Explanatory Statement                           | As per Notice and Explanatory Statement   | As per Notice and Explanatory Statement  | As per Notice and Explanatory Statement | As per Notice and Explanatory Statement | As per Notice and Explanatory Statement                                |
| <b>Remuneration proposed to be paid</b>                      | As per Notice and Explanatory Statement                      | As per Notice and Explanatory Statement                | As per Notice and Explanatory Statement                                       | Nil   | As per Notice and Explanatory Statement   | Nil  | Nil                                     | Nil                                     | Nil  |
| <b>Past Remuneration drawn</b>                               | As per Notice and Explanatory Statement                      | As per Notice and Explanatory Statement                | As per Notice and Explanatory Statement                                       | NA  | NA  | NA   | NA                                      | NA                                      | NA   |
| <b>Date of First Appointment on the Board</b>                | 26.03.1993   | 26.03.1993   | 27.06.2005  | 01.04.2016  | 01.04.2016  | 27.10.2015   | 01.01.2016                              | 25.06.2016                              | 25.06.2016   |
| <b>Shareholding in the Company (Equity Shares)</b>           | 11,68,69,916   | 5,13,58,933  | 97,35,929   | 47,02,750   | Nil   | Nil  | Nil                                     | Nil                                     | Nil  |
| <b>Relationship with other Director or KMP</b>               | Related with Mr. G. Bhaskara Rao and Mr. L. Sridhar          | Related with Mr. L. Madhusudhan Rao and Mr. L. Sridhar | Not Related to any Director or KMP  | Not Related to any Director or KMP                                | Not Related to any Director or KMP  | Not Related to any Director or KMP   | Not Related to any Director or KMP      | Not Related to any Director or KMP      | Not Related to any Director or KMP                                     |

| Name of Director   | Mr. L. Madhusudhan Rao | Mr. G. Bhaskara Rao | Mr. G. Venkatesh Babu | Mr. K. Raja Gopal | Mr. Raj Kumar Roy | Mr. Hiranmoy Biswas | Dr. Rajesh Kumar Yaduvanshi | Mr. Rengaraj Viswanathan | Dr. Jaskiran Arora |
|--|------------------------|---------------------|-----------------------|-------------------|-------------------|---------------------|-----------------------------|--------------------------|--------------------|
| Number of the Meetings of the Board attended during the year | 7                      | 8                   | 7                     | NA                | NA                | 3                   | 2                           | NA                       | NA                 |
| Other Directorships in the Other Public Companies            | 9                      | 9                   | 7                     | 9                 | 9                 | 1                   | 2                           | 1                        | 0                  |
| Membership/ Chairmanship in the Other Public Companies       | 0                      | 2                   | 4                     | 8                 | 1                 | 0                   | 0                           | 0                        | 0                  |

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: August 12, 2016

# LANCO INFRA TECH 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.lit@lancogroup.com, Website: www.lancogroup.com

## ATTENDANCE SLIP

23rd Annual General Meeting - 27th September, 2016

|            |  |                 |  |
|------------|--|-----------------|--|
| 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 23rd Annual General Meeting of the Company to be held at Marigold Hotel by Greenpark, Greenlands, Begumpet, Hyderabad – 500 016, Telangana, India at 3.00 p.m. on Tuesday, the 27th September, 2016.

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

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.lit@lancogroup.com, Website: www.lancogroup.com

## PROXY FORM

23rd Annual General Meeting - 27th September, 2016

(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 : _____, or failing him |

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on the Tuesday, September 27, 2016 at 03.00 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:

| S. No.                   | Resolutions   |
|--------------------------|---|
| <b>Ordinary Business</b> |   |
| 1                        | Adoption of Audited Financial Statement along with the reports of Board and Auditors thereon and Audited Consolidated Financial Statement, for the Financial Year ended March 31, 2016. |
| 2                        | Appointment of Mr. G. Venkatesh Babu who retires by rotation.   |
| 3                        | Appointment of Mr. G. Bhaskara Rao who retires by rotation.   |
| 4                        | Ratification of appointment of M/s. Brahmayya & Co., Chartered Accountants as Auditors.   |
| <b>Special Business</b>  |   |
| 5                        | Appointment of Mr. Hiranmoy Biswas as Director.   |
| 6                        | Appointment of Dr. Rajesh Kumar Yaduvanshi as Director.   |
| 7                        | Appointment of Mr. K. Raja Gopal as Director.   |
| 8                        | Appointment of Mr. Raj Kumar Roy as Director.   |
| 9                        | Appointment of Mr. Rengaraj Viswanathan as an Independent Director.   |
| 10                       | Appointment of Dr. Jaskiran Arora as an Independent Director.   |
| 11                       | Approval of Cost Auditors' Remuneration for the Financial Year 2016-17.   |
| 12                       | Re-appointment of Mr. L. Madhududhan Rao as Executive Chairman of the Company.  |
| 13                       | Re-appointment of Mr. G. Bhaskara Rao as Executive Vice-Chairman of the Company.  |
| 14                       | Appointment of Mr. Raj Kumar Roy as Whole-time Director of the Company.   |
| 15                       | Re-appointment of Mr. G Venkatesh Babu as Managing Director of the Company.   |
| 16                       | Approval of Material Related Party Transaction entered by the Company.  |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of Member \_\_\_\_\_

Signature of Proxy \_\_\_\_\_

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.

