

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

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting (AGM) of the Members of Lanco Infratech Limited (Company) is scheduled to be held at 03:30 p.m. on Monday, September 28, 2015 at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, (Adjacent to HITEC City), P O Bag 1101, Cyberabad Post Office, Hyderabad – 500 081, 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 31,2015 along with the reports of Board of Directors and the Auditors thereon and audited consolidated financial statement for the financial year ended March 31, 2015.
2. To appoint a Director in place of Mr. L. Madhusudhan Rao (DIN 00074790), Director, who retires by rotation, and being eligible, offers himself for re- appointment.
3. To appoint a Director in place of Mr. S.C. Manocha (DIN 00007645), 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. 0005115) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Third 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 Clause 49 of the Listing Agreement, Mr. Ramunni Menon Premkumar (DIN: 00328942), a Non-executive Director of the Company and 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 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 October 15, 2014 upto October 14, 2019, whose term shall not be subject to retirement by rotation.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 149, 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. Yashpal Gupta (DIN: 00033484), who was appointed as an Additional Director of the Company with effect from January 01, 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.”
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 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 Clause 49 of the Listing Agreement, Mr. Dariyai Lal Rawal (DIN: 00955797), a Non-executive Director of the Company and 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 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 March 28, 2015 upto March 27, 2020, whose term shall not be subject to retirement by rotation.”
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as 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 Clause 49 of the Listing Agreement, Mr. Gurbir Singh Sandhu (DIN: 03148569), a Non-executive Director of the Company and 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 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 March 28, 2015 upto March 27, 2020, whose term shall not be subject 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 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) Smt. L. Ramalakshamma (DIN: 07137124), who was appointed as an Additional Director of the Company with effect from March 28, 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 her 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.”
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 Clause 49 of the Listing Agreement, Mr. Vijoy Kumar (DIN: 02970626), a Non-executive Director of the Company and 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 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 23, 2015 upto June 22, 2020, 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 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 Clause 49 of the Listing Agreement, Mr. Pawan Chopra (DIN: 00417967), a Non-executive Director of the Company and 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 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 23, 2015 upto June 22, 2020, whose term shall not be subject to retirement by rotation."

12. 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 ratifies and approves the remuneration upto ₹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 2014-15."

13. 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 upto ₹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 2015-16."

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 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. S. C. Manocha as Deputy Managing Director of the Company for a period of 1(One) year with effect from August 14, 2015 and that he may be paid remuneration mentioned herein below, 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:

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

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

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

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

- (v). Other benefits:

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

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

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 and the Central Government 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.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, during the term of office of Mr. S.C. Manocha, 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. S. C. Manocha 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 Deputy 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. S. C. Manocha."

15. 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 186 and any other applicable provisions of the Companies Act, 2013("the Act")and rules made there under (including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to invest / acquire the securities of any other body corporate including its subsidiary company(ies) by way of subscription / purchase or otherwise, upto a sum of ₹6,000 Crores (Rupees Six Thousand Crores only), notwithstanding that the aggregate of the investments so far made together with the investments to be made will exceed the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transactions."

16. 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 149 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other approval, as may be required by law, the number of Directors of the Company be increased from the existing maximum permissible limit of 15 (fifteen) to 16 (sixteen).

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, Article 92 of the Articles of Association of the Company be altered to read as under:

"Article 92 - Unless otherwise determined by a General Meeting, the number of Directors shall not be less than three (3) and not more than 16 (Sixteen) including all kinds of Directors."

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

17. 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 188 and other applicable provisions of the Companies Act, 2013 ("the Act") statutory modifications and Clause 49 of the Listing Agreement, as amended from time to time, consent of the Members of the Company be and is hereby accorded for the existing Material Related Party Transactions between the Company and its subsidiaries, as per the details set out under Item no. 17 of the Statement annexed to this Notice, which were existing as on April 17, 2014 and continuing beyond March 31, 2015.

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."

18. 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 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 Clause 49 of the Listing Agreement, 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 Babandh Power Limited, Subsidiary of the Company.

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."

19. 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 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 Clause 49 of the Listing Agreement, 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 Vidarbha Thermal Power Limited, Subsidiary of the Company.

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."

20. 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 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 Clause 49 of the Listing Agreement, 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 Amarkantak Power Limited, Subsidiary of the Company.

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."

21. 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 62 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules thereto 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, the Listing Agreements, 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 (hereinafter referred as "ICDR Regulations"), the applicable rules, 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 the necessary approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the SEBI, Corporate Debt Restructuring Empowered Group (CDR EG), RBI, the Government of India etc.) and all such other approvals (including approvals of the existing lenders of the Company, if any), which may be agreed to by the Board of Directors (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 by this resolution) and in terms of and furtherance to, the scheme of Corporate Debt Restructuring ("CDR Package") by and between the Company and the lenders of the Company ("CDR Lenders") which had been approved by the Corporate Debt Restructuring Empowered Group ("CDR EG") in its meeting held on December 11, 2013, and communicated to the CDR Lenders by the Corporate Debt Restructuring Cell ("CDR Cell") vide its Letter of Approval dated December 20, 2013 ("CDR LOA") (and any modifications to the terms thereof) as approved by the CDR Lenders and the Company and as per Master Restructuring Agreement (MRA) entered between the Company and CDR Lenders on December 27, 2013, and amendments, if any, consent of the members be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, such number of fully paid-up equity shares, at a price determined in accordance with the ICDR Regulations and applicable law having face value of ₹1/- only (Rupee One only) not exceeding 26,51,74,603 (Twenty Six Crores Fifty One Lakhs Seventy Four Thousand Six Hundred and Three only) to the Promoter of the Company being Lanco Group Limited as may be permitted under the CDR Package, pursuant to conversion of unsecured loan of ₹167,06,00,000/- (Rupees One Hundred and Sixty Seven Crores and Six Lakhs only) infused by Lanco Group Limited into the Company and forming part of the CDR Package and also for any other amount as may be brought in or infused by the Promoters or its affiliates or such other persons, from time to time hereinafter, in accordance with the obligations under the CDR Package, whether they are members of the Company or not, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the 'relevant date' for determining the price for the equity shares to be allotted shall be the date as per ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 74 of ICDR Regulations, the Board be and is hereby authorized to issue and allot the equity shares at a future date and the said equity shares shall rank pari passu with the existing equity shares of the Company in all respects and the equity shares shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and allotted and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, RBI, Government of India etc.) and such other approvals, and as may be agreed by the Board, and to settle all queries or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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: July 29, 2015

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 **Wednesday, September 23, 2015 to Monday, September 28, 2015 (both days inclusive).**
4. The Statement pursuant to Section 102(1) of the Companies Act, 2013, forms part of the Notice.
5. Members holding shares in physical form are requested to lodge/ notify transfer deeds or change of address, if any, to the Company's Registrar and Share Transfer Agent, M/s. Aarathi 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 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, KGB Associates, Practicing Company Secretary, Hyderabad as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (d) Instructions for e-voting / The instructions for Members Voting Electronically are as under:**
 - (i) The voting period begins on Friday, September 25, 2015 at 9.00 a.m and ends on Sunday, September 27, 2015 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 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) 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.
 - (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 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 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. <ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's 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. <ul style="list-style-type: none"> • 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 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 Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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 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.
- (xx) 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 22, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xxi) 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 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 Clause 49 of the Listing Agreement, is provided at **Annexure-A** of this Notice.

Item Nos. 5, 7, 8, 10 and 11

Pursuant to the provisions of Clause 49 of the Listing Agreement and in compliance of the provisions of the Companies Act, 2013 ("the Act") the Board of Directors, subject to the approval of the members, appointed Mr. Ramunni Menon Premkumar, Mr. Dariyai Lal Rawal, Mr. Gurbir Singh Sandhu, Mr. Vijoy Kumar and Mr. Pawan Chopra as Independent Directors for a period as detailed in the respective resolutions.

In the opinion of the Board of Directors, Mr. Ramunni Menon Premkumar, Mr. Dariyai Lal Rawal, Mr. Gurbir Singh Sandhu, Mr. Vijoy Kumar and Mr. Pawan Chopra, 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. Ramunni Menon Premkumar, Mr. Dariyai Lal Rawal, Mr. Gurbir Singh Sandhu, Mr. Vijoy Kumar and Mr. Pawan Chopra 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. Ramunni Menon Premkumar, Mr. Dariyai Lal Rawal, Mr. Gurbir Singh Sandhu, Mr. Vijoy Kumar and Mr. Pawan Chopra to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board commends the resolutions set forth in Item Nos.5, 7, 8, 10 and 11 for the approval of the members.

Item No. 6

Mr. Yashpal Gupta was appointed as Nominee Director (Additional Director) of IDBI Bank Limited on behalf of the CDR Lenders, with effect from January 01, 2015, 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. Yashpal Gupta holds office only upto the date of the forthcoming Annual General Meeting of the Company but is eligible for appointment as a Director. A Notice under Section 160(1) of the Act has been received from a member signifying its intention to propose Mr. Yashpal Gupta's appointment as a Director.

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

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

Item No. 9

Smt. L. Ramalakshamma was appointed as an Additional Director of the Company with effect from March 28, 2015 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, Smt. L. Ramalakshamma holds office only upto the date of the forthcoming Annual General Meeting of the Company but is eligible for appointment as a Director. A Notice under Section 160(1) of the Act has been received from a member signifying its intention to propose Smt. L. Ramalakshamma's appointment as Director.

No Director, Key Managerial Personnel or their relatives, except Smt. L. Ramalakshamma, Mr. L. Madhusudhan Rao and Mr. L. Sridhar being related inter-se are interested or concerned in the said resolution.

The Board commends the resolution set forth in Item No.9 for the approval of the members.

Item No. 12 and 13

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. They have conducted the audit of cost records maintained by the Company for the Financial Year 2014-15, at a remuneration upto ₹2,00,000/-, excluding travel and actual out-of-pocket expenses.

Further, on the recommendation of the Audit Committee, the Board of Directors has approved the reappointment 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 2015-16, at a remuneration upto ₹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 resolutions at Item No.12 and 13.

The Board commends the resolutions set forth in Item No. 12 and 13 for the approval of members.

Item No. 14:

The members of the Company at the 18th Annual General Meeting held on September 30, 2011, appointed Mr. S. C. Manocha as Deputy Managing Director for a period of 5 years from August 14, 2010 to August 13, 2015.

The Board of Directors, subject to the approval of members re-appointed him as Deputy Managing Director for a period of one (1) year from August 14, 2015 to August 13, 2016 on the remuneration and terms & conditions as mentioned in the Notice.

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 July 29, 2015 have approved, subject to the approval of the Members and the Central Government, the said re-appointment and payment of remuneration. There is no change in the payment of monthly remuneration to him approved by the members in the AGM held on September 26, 2014.

In anticipation of inadequate profits for the financial year 2015-16, the Company is contemplating to approach Central Government, seeking approval for re-appointment and payment of remuneration to Mr. S. C. Manocha, Deputy Managing Director and in the best interest of the Company, the resolution is proposed to Members for their approval by way of Special Resolution.

The Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, is provided herein, for re-appointment and payment of remuneration to Mr. S. C. Manocha, Deputy Managing Director, with effect from August 14, 2015.

I. GENERAL INFORMATION:

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

S. No.	Particulars	₹ in Crores)	
		FY 2014-15	FY 2013-14
1	Turnover	1,530.71	2,339.37
2	Profit Before Tax	(717.63)	(959.99)
3	Profit After Tax	(672.23)	(959.99)
4	Paid-up Share Capital	245.09	239.24
5	Reserves & Surplus	1,785.22	2,434.66

5. Foreign Investments or collaborations, if any:

The Company is a listed entity and 3.09% of equity is held by FIIs, NRIs, OCBs and other Foreign Investors.

II Information about Mr. S. C. Manocha, Deputy Managing Director:

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

Mr. S.C. Manocha is a Mechanical Engineer and a Management Graduate. He has several additional qualifications including project management, financial management, labour laws, welding engineering, construction and planning of thermal power plants, planning management and project management from reputed Institutes across India. He has over 37 years of rich experience in key positions with leading corporates. His expertise includes pre-project planning, project planning, key negotiations, departmental clearances, finalising equipment and service providers, financial modelling, business strategy, marketing intelligence and strategic alliances. His contributions are significant to the EPC business growth of the Company.

2. Past Remuneration:

The remuneration for financial year 2014-15 was ₹281.27 lakhs and for financial year 2013-14 was ₹ 300.56 Lakhs.

3. Remuneration Proposed:

As stated in the Notice.

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

Remuneration as proposed to Mr. S. C. Manocha is comparable to that drawn by the Peers in the similar capacity in the similar Industry and is commensurate with the size of the Company and diverse nature of its businesses. 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. S. C. Manocha, Deputy Managing Director is a Professional Director and holds 2,47,938 Equity Shares of ₹ 1/- each of the Company.

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

III. Other Information:

1. Reason of loss or inadequate profits:

Due to 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. The delay in implementation has increased the cost of operations. Due to low level EPC activity, the fixed costs like Interest and other administration overheads could not be recovered in full, resulting in losses.

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

With relentless persuasion the implementation of the CDR package is getting speeded up. In addition to this, the Group's under construction stranded projects got the cost overrun and revised COD approvals from the lenders, which coupled with additional funding to the company for its EPC operations will enable the company to step up its EPC operations to normal levels.

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

The company had already sold two operating assets namely Budhil and Udupi to bring liquidity into the company. Steps are on, to divest or bring strategic partners in the SPVs to bring further liquidity which will help the company to improve its productivity. With the increased EPC operations the recovery of fixed cost will be better leading to better productivity and profitability in future.

IV. Disclosures:

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

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

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

Item No.15:

The provisions of Section 186 of the Companies Act, 2013 ("Act") to the extent of granting of Loans, giving of guarantee and providing of security by the Company do not apply because of the Company being engaged in the business of providing infrastructural facilities. Section 186 of the Act which also deals with investment in the securities of any other body corporate requires prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate other than a wholly owned subsidiary, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is higher.

As on March 31, 2015, the Company had investment in securities of other companies amounting to ₹ 10,959.25 crores which includes investment in wholly owned subsidiaries / subsidiaries / associate companies. Out of the above outstanding investments of ₹10,959.25 crores, an amount of ₹9,628.45 Crores relate to investments which were exempt by virtue of sub-section (8) of the erstwhile Section 372A of the Companies Act, 1956 since such investments were made before the repeal of the said erstwhile section of the Companies Act, 1956 as also investments in wholly owned subsidiaries which are not taken into account for the purpose of the limits applicable under sub-section (3) of Section 186 of the Companies Act, 2013. The subsisting investments as at March 31, 2015 which are not in the nature of exempt investments amount to ₹ 1,330.80 Crores. The free reserves including securities premium account of the Company as at 31st March 2014 amount to ₹ 2416.08 crores leaving a vacancy of ₹ 1085.28 Crores for the purpose of making investments in the aggregate by the company in other bodies corporate after considering the un-exempted subsisting investments already made by the Company upto March 31, 2015. To meet the future Capital Commitments of the Company into various Companies, it is therefore proposed to seek approval of the members so as to make additional investment in Securities of other Companies upto ₹6,000 crores in addition to the existing investments and available un-utilized investment limits, approved by the Board of Directors of the Company under the Act.

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. 15 for the approval of the members.

Item No. 16:

The total strength of the Board of the Company as on date is 14 comprising of 7 Non-Independent Directors (including 1 Nominee Director of IDBI) and 7 Independent Directors. The maximum strength of Board permitted under Section 149(1) of the Companies Act, 2013 is fifteen (15) only. Increase of strength of Board beyond 15 is permitted under section 149 of the Act by means of a special resolution passed by the members.

To broad base the existing Board of the Company and to bring persons of varied experience, skills and knowledge on the Board, it is proposed to increase the number of Directors from the present permitted limit of 15 to 16. For increasing this limit, Article 92 of the Articles of Association of the Company is required to be altered and approval of members as Special Resolution is required for the same.

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. 16 for the approval of the members.

Item No. 17:

It is informed that pursuant to the circular issued by SEBI on April 17, 2014 which has come into effect from October 01, 2014, all existing Material Related Party Transactions as on April 17, 2014 and which are likely to continue beyond March 31, 2015 shall be placed for approval of the members in the first General Meeting subsequent to October 01, 2014.

The details of the Material Related Party Transactions existing as on April 17, 2014 and continuing beyond March 31, 2015 are given below:

Sr. No	Name of the Related Party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Nature and particulars of the contract	Contract Value ₹ Crores*	Any other information relevant or important for the members to take a decision on the proposed resolution
1	Lanco Power Limited (LPL)	N.A	Subsidiary	Investments	5,583.47	Investment in securities of LPL
2	Lanco Resources International Pte Limited (LRIPL)	N.A	Subsidiary	Loans	1,207.60	Loans granted to LRIPL
3	Lanco Amarkantak Power Limited (LAPL)	N.A	Subsidiary	EPC Contact	6,580.80	EPC contract of unit 3 & 4 of LAPL
4	Lanco Amarkantak Power Limited(LAPL)	N.A	Subsidiary	EPC Contact	6,161.10	EPC contract of unit 5 & 6 of LAPL
5	Lanco Anpara Power Limited (LAnPL)	N.A	Subsidiary	EPC Contact	4,282.56	EPC contract of Unit 1 & 2 of LAnPL
6	Lanco Anpara Power Limited (LAnPL)	N.A	Subsidiary	EPC Contact	5,981.10	EPC contract of Unit 3 & 4 of LAnPL
7	Lanco Babandh Power Limited (LBPL)	N.A	Subsidiary	EPC Contact	6,628.43	EPC contract of Unit 1 & 2 of LBPL
8	Lanco Babandh Power Limited (LBPL)	N.A	Subsidiary	EPC Contact	6,020.95	EPC contract of Unit 3 & 4 of LBPL
9	Lanco Kondapalli Power Limited (LKPL)	N.A	Subsidiary	EPC Contact	2,089.62	EPC contract of Stage 3 of LKPL
10	Himavat Power Limited (HPL)	N.A	Subsidiary	EPC Contact	6,003.10	EPC contract of Unit 1 & 2 of HPL
11	Lanco Vidarbha Thermal Power Limited (LVTPL)	N.A	Subsidiary	EPC Contact	6,543.10	EPC contract of Unit 1 & 2 of LVTPL
12	Lanco Teesta Hydro Power Limited (LTHPL)	N.A	Subsidiary	EPC Contact	2,717.00	EPC contract of 500 MW of LTHPL
13	Lanco International Pte Limited	N.A	Subsidiary	EPC Offshore Agreement	2,635.59	For supply of offshore equipment for unit 3 & 4 of LAPL
14	Lanco International Pte Limited	N.A	Subsidiary	EPC Offshore Agreement	2,717.10	For supply of offshore equipment for unit 5 & 6 of LAPL
15	Lanco International Pte Limited	N.A	Subsidiary	EPC Offshore Agreement	2,717.10	For supply of offshore equipment for unit 3 & 4 of LAnPL
16	Lanco International Pte Limited	N.A	Subsidiary	EPC Offshore Agreement	2,632.57	For supply of offshore equipment for unit 1 & 2 of LVTPL

Sr. No	Name of the Related Party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Nature and particulars of the contract	Contract Value ₹ Crores*	Any other information relevant or important for the members to take a decision on the proposed resolution
17	Lanco International Pte Limited	N.A	Subsidiary	EPC Offshore Agreement	2,717.10	For supply of offshore equipment for unit 1 & 2 of HPL
18	Lanco International Pte Limited	N.A	Subsidiary	EPC Offshore Agreement	2,635.59	For supply of offshore equipment for unit 1 & 2 of LBPL
19	Lanco International Pte Limited	N.A	Subsidiary	EPC Offshore Agreement	2,717.10	For supply of offshore equipment for unit 3 & 4 of LBPL
20	Lanco International Pte Limited	N.A	Subsidiary	EPC Offshore Agreement	2,119.34	For supply of offshore equipment for external EPC Project
21	Udupi Power Corporation Limited	N.A	Subsidiary	Corporate Guarantee	3,473.92	Corporate Guarantee for loans granted by lenders
22	Lanco Resources Australia Pty Limited	N.A	Subsidiary	Corporate Guarantee	4,574.80	Corporate Guarantee for loans granted by lenders
23	Lanco Resources International Pte Limited	N.A	Subsidiary	Corporate Guarantee	5,573.17	Corporate Guarantee for loans granted by lenders
24	Udupi Power Corporation Ltd	N.A	Subsidiary	Corporate Guarantee	1,066.13	Corporate Guarantee for loans granted by lenders
25	Diwakar Solar Project Private Limited	N.A	Subsidiary	Corporate Guarantee	1,400.25	Corporate Guarantee for loans granted by lenders
26	Lanco Babandh Power Limited	N.A	Subsidiary	Corporate Guarantee	5,544.00	Corporate Guarantee for loans granted by lenders

* In cases where original contracts include foreign currency in USD, exchange rate of ₹ prevailing on April 17, 2014 was considered.

Accordingly, it is proposed to seek the approval of members for the said Material Related Party Transactions by means of a Special Resolution.

Pursuant to Clause 49 of the Listing Agreement, all entities falling under the definition of "Related Parties" shall abstain from voting in respect of the resolution proposed at item no.17 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. 17 for the approval of the members.

Item No.18 to 20:

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. Due to various adverse factors affecting infrastructure industry during last 3 years, many of the projects undertaken by the SPVs faced delays in getting the approvals and the implementation process. The completion of the above projects is critical so as to overcome the current difficult phase as these projects would start generating revenues on commencement of commercial operations besides fetching proper valuations for these assets. The Company was extending necessary support to these projects by providing Undertaking letters, Corporate Guarantees, Sponsor support commitments etc.,

In view of the above, your Company is providing Corporate Guarantee to certain SPVs as detailed below:

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 Babandh Power Limited (LBPL)	N.A.	Subsidiary	Corporate Guarantee in favour of ICICI Bank for ₹9,094 Crores*	To guarantee the payment of loans sanctioned to LBPL.
Lanco Vidarbha Thermal Power Limited (LVTPL)	NA	Subsidiary	Corporate Guarantee in favour of Punjab National Bank for ₹9,613 Crores	To guarantee the payment of loans sanctioned to LVTPL.
Lanco Amarkantak Power Limited(LAPL)	NA	Subsidiary	Corporate Guarantee in favour of Power Finance Corporation for ₹9,368 Crores	To guarantee the payment of loans sanctioned to LAPL.

* Includes Corporate Guarantee of ₹ 5,544.00 Crores mentioned under Item No. 17 to the Notice.

Providing of said guarantee(s), tantamount to Related Party Transaction(s) and the same also being Material in nature, approval of the members is sought for the said Material Related Party Transactions by passing a Special Resolution.

Pursuant to Clause 49 of the Listing Agreement, all entities falling under the definition of "Related Parties" shall abstain from voting in respect of the resolutions proposed at item no.18 to 20 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 resolutions set forth in item no.18 to 20 for the approval of the members.

Item No. 21:

In terms of the Letter of Approval ("CDR LOA") dated December 20, 2013 issued by Corporate Debt Restructuring Cell, the Promoters were required to contribute ₹152 crores under the CDR Package, prior to signing of Master Restructuring Agreement ("MRA"). In addition to the said infused funds and as per the CDR LOA and MRA, the Promoters may also be required to bring additional contribution in future in the form of Equity Shares/Unsecured Loan(s).

Accordingly, Lanco Group Limited, Promoter of the Company had infused an amount of ₹152 crores in the form of Unsecured Loan(s) into the Company prior to signing of MRA. The infusion of funds by the Promoters in the form of Unsecured Loan(s) have the option to convert such Unsecured Loan(s) into Equity Shares of the Company. The Board of Directors, at their meeting held on February 01, 2014, subject to the approval of members, approved the proposal to issue the Equity Shares by converting the Promoter's Contribution in the form of Unsecured Loans into Equity Shares of the Company.

The members of the Company had approved issue of 24,39,80,738 Equity Shares of ₹1/- each on preferential basis to Lanco Group Limited pursuant to conversion of unsecured loan of ₹152 Crores at a price of ₹6.23/- per equity share, by passing a Special Resolution through Postal Ballot, the results of which were announced on April 17, 2014. In the said Postal Ballot Resolution, the details of the natural persons, who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control, were not furnished as per ICDR Regulations.

In the Financial Year 2014-15, additional contribution of ₹15.06 Crores was infused by Lanco Group Limited as Promoters Contribution in the form of Unsecured Loan. The aggregate amount contributed by Lanco Group Limited is ₹167.06 Crores.

Therefore the Company is seeking fresh approval from the members for issue of Equity Shares of the Company to Lanco Group Limited against the contribution of ₹167.06 Crores and also for future contribution(s), if any, by the Promoters of the Company as per the CDR Package approved for the Company.

Other terms relating to issue of Equity Shares:

1. In terms of the CDR Package, Unsecured Loan(s) given to the Company by proposed allottees shall be adjusted towards the share application money for the aforesaid allotment.
2. The Equity Shares shall rank paripassu with the then existing Equity Shares of the Company in all respects.
3. The disclosures required pursuant to Chapter VII of the ICDR Regulations are as follows:

(a) Objects of the Preferential Issue:

The object of the preferential issue is to allot Equity Shares of the Company to the Promoters as envisaged in the CDR LOA and the MRA.

(b) Proposal of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

Lanco Group Limited, Promoter Company and any other person as may be permitted under CDR LOA, MRA will subscribe to the proposed preferential offer. Except Promoter Director(s), none of the Directors or Key Managerial Personnel intends to subscribe to the proposed preferential offer.

(c) Shareholding Pattern before and after the preferential issue:

The shareholding pattern of the Company before and after the preferential issue is provided below:

S. No.	Category of Shareholder	Pre-allotment		Post-allotment*	
		No. of Shares	% to the Paid-up Capital	No. of Shares	% to the Paid-up Capital
A	Promoter & Promoter Group	167,55,80,459	67.45	194,07,55,062	25.33
B	Public Shareholding:				
	Bodies Corporate	7,63,74,431	3.07	7,63,74,431	1.00
	Financial Institutions / Banks	12,02,34,667	4.84	503,42,77,887	65.69
	Foreign Institutional Investors (FIIs)	3,33,75,824	1.34	3,33,75,824	0.44
	Mutual Funds	10,904	0.00	10,904	0.00
	Public (Individuals)	52,20,94,539	21.02	52,20,94,539	6.81
	Non Resident Indians (NRIs)	1,85,22,304	0.75	1,85,22,304	0.24
	Foreign Companies	6,69,910	0.03	6,69,910	0.01
	Others	3,72,89,014	1.50	3,72,89,014	0.49
	Sub-total (B)	80,85,71,593	32.55	572,26,14,813	74.67
	TOTAL (A +B)	248,41,52,052	100.00	766,33,69,875	100.00

The pre-allotment shareholding has been given on the basis of data available as on June 30, 2015.

*The aforesaid details have been provided considering all the allotments proposed/allotted as per the Postal Ballot Notice dated February 01, 2014 and as per the Notice of this AGM. However, the actual conversion shall be dependent on the extent of conversion rights exercised by each CDR Lender and Promoters of the Company.

(d) Time within which the preferential issue shall be completed:

The Company will issue and allot securities to the promoter within the time limits specified under the SEBI ICDR Regulations. As provided in Regulation 74(1) of ICDR Regulations, the requirement of allotment within (15) days shall not apply to allotments on preferential basis pursuant to a scheme of CDR specified by the Reserve Bank of India.

(e) Identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company, consequent to the preferential issue:

S. No.	Name of proposed Allottees	Pre-allotment as on June 30, 2015		Post-allotment *		Natural Persons who are the ultimate beneficial owners
		No. of Equity Shares	% to Paid-up Capital	No. of Equity Shares	% to Paid-up Capital	
1.	Lanco Group Limited	135,37,12,439	54.49%	161,88,87,042	21.13%	Mr. L. Madhusudhan Rao and Smt. L. Ramalakshamma, being the majority shareholders of Lanco Group Limited

*The aforesaid details have been provided considering all the allotments proposed/allotted as per the Postal Ballot Notice dated February 01, 2014 and as per the Notice of this AGM. However, the actual conversion shall be dependent on the extent of conversion rights exercised by each CDR Lender and Promoters of the Company.

The existing Promoters will continue to be in control of the Company. There will not be any change in the management or control of the Company on account of the proposed preferential allotment, except for change in shareholding pattern and voting rights.

(f) Undertaking to re-computed price: Not applicable.

(g) Undertaking to put under lock-in till the re-computed price is paid: Not applicable.

(h) Certificate from Statutory Auditors:

M/s. Brahmayya & Co., Statutory Auditors issued certificates that the preferential issue is being made pursuant to ICDR Regulations as per the Postal Ballot Notice dated February 01, 2014 and as per the Notice of this AGM. Copies of the said certificates are available for inspection during office hours at the Registered Office of the Company on all working days upto the date of AGM.

(i) Relevant Date:

The 'relevant date' for any allotments of Equity Shares contemplated under Item No.21 pursuant to the CDR Package will be December 11, 2013, as per ICDR Regulations.

(j) Lock-in Period:

The securities allotted to the Promoters shall be locked in as per the provisions of ICDR Regulations.

Directors or Key Managerial Personnel or their relatives are deemed to be concerned or interested in the above resolution to the extent of their shareholding in the Company. Mr. L. Madhusudhan Rao and Smt. L. Ramalakshamma, being the Directors may be deemed to be indirectly concerned or interested in passing of the Special Resolution to the extent the Equity Shares being allotted on preferential basis to the Promoters in accordance with the terms of the CDR package of the Company contained in the CDR LOA and MRA. Mr. L. Madhusudhan Rao and Smt. L. Ramalakshamma, Directors of the Company hold 49.75% each in Lanco Group Limited.

The Board commends the resolution set forth in Item No. 21 for the approval of the members.

Brief Profile of Directors**1. Mr. L Madhusudhan Rao**

Mr. L Madhusudhan Rao has more than 22 years of varied experience in the industrial field. He is amongst the most successful and admired young entrepreneurs of Corporate India. In the year 1992, he became the Managing Director of Lanco Industries Limited. In 2002, he became Chairman of Lanco Infratech Limited. He is also Director on the Boards of Lanco Kondapalli Power Limited, Lanco Group Limited, Lanco Amarkantak Power Limited, Lanco Property Management Company Private Limited, Lanco Hills Technology Park Private Limited, Infra India Ventures Private Limited, Ravi Hydro Electric Private Limited, Himachal Hydro Power Private Limited, Lanco Solar Private Limited, Carretera Transport Infra Private Limited, Lanco Solar Energy Private Limited, Diwakar Solar Projects Limited, Lanco Thermal Power Limited, Lanco Enterprise Private Limited, Lanco Resources International Pte. Ltd., Lanco Power International Pte. Ltd., Lanco Solar International Pte. Ltd., Lanco International Pte. Ltd., Lanco Infratech (Mauritius) Ltd., Lanco Holding Netherlands B.V and P.T Lanco Indonesia Energy. Mr. L. Madhusudhan Rao holds 11,68,69,916 equity shares in the Company.

2. Mr. S. C. Manocha

Mr. S.C Manocha is a Mechanical Engineer and a Management Graduate. He has over 36 years of rich experience in key positions with leading corporates. His expertise includes pre-project planning, project planning, key negotiations, departmental clearances, finalising equipment and service providers, financial modelling, business strategy, marketing intelligence and strategic alliances. He is also Director on the Boards of Aeolipile Engineering and Manufacturing Limited, Fourneyron Engineering and Manufacturing Limited and Lanco International Pte. Ltd. Mr. S. C. Manocha holds 2,47,938 equity shares in the Company.

3. Mr. R. M. Premkumar

A retired IAS Officer, he has taken up several roles in last 40 years at Government of India such as Development Commissioner, SEEPZ, Chairman of Food Corporation of India and Additional Secretary to Department of Atomic Energy. He was also Principal Secretary, Revenue, at Government of Maharashtra and Managing Director of State Tourism Development Corporation, prior to retiring as Chief Secretary, Government of Maharashtra in February 2006.

He is also Director on the Boards of Fine-Line Circuits Limited, Afcons Infrastructure Limited, Pipavav Defence and Offshore Engineering Company Limited, Rama Cylinders Private Limited, Lanco Vidarbha Thermal Power Limited, Newport India Private Limited and Lanco Kondapalli Power Limited and Chairman of Audit Committee of Pipavav Defence and Offshore Engineering Company Limited and Member of Audit Committee of Lanco Vidarbha Thermal Power Limited and Fine-Line circuits Limited. Mr. R. M. Premkumar does not hold any equity shares in the Company.

4. Mr. Yashpal Gupta

He has more than 20 years of experience in corporate banking, infrastructure finance, project appraisal, debt syndication and advisory services, merchant banking services, capital markets, M&A advisory and retail banking. He is also on the Board of Ratnagiri Gas and Power Private Limited and Member of Audit Committee of Ratnagiri Gas and Power Private Limited. Mr. Yashpal Gupta does not hold any equity shares in the Company.

5. Mr. Dariyai Lal Rawal

Former CMD of Dena Bank. He has more than 40 years of experience in credit, operational and policy formulation in corporate banking. After serving as General Manager with Punjab National Bank and Executive Director with Canara Bank, he retired as CMD of Dena Bank.

He is also Director on the Boards of Lanco Vidharba Thermal Power Limited and Uttam Galva Steels Limited. He is Chairman of Audit Committee of Lanco Vidarbha Thermal Power Limited and Member of Audit Committee of Uttam Galva Steels Limited. Mr. Dariyai Lal Rawal does not hold any equity shares in the Company.

6. Mr. Gurbir Singh Sandhu

He has been a member of Indian shooting team for 20 years. He has participated in Olympic Games, Common Wealth Games and Asian Games. He has been awarded Arjuna award for best sportsman by the President of India and Maharaja Ranjit Singh award for sports by Government of Punjab.

He is also Director on the Boards of Lanco Power Limited, Lanco Thermal Power Limited, Lanco Hydro Power Limited, Lanco Hills Technology Park Private Limited and Lanco Teesta Hydro Power Limited and Chairman of Audit Committee of Lanco Thermal Power Limited, Lanco Hydro Power Limited, Lanco Hills Technology Park Private Limited and Lanco Teesta Hydro Power Limited and Member of Audit Committee of Lanco Power Limited. Mr. Gurbir Singh does not hold any equity shares in the Company.

7. Smt. L. Ramalakshamma

She is a caring social activist and a home maker. She is the wife of late Mr. Lagadapati Venkata Rama Naidu, a visionary and an entrepreneur, who, through his growing construction business, laid the foundations of the Lanco Group. She is actively involved in various philanthropic activities in the area of disability, education, caring for the elderly and providing emergency relief and rehabilitation.

She is also Director on the Boards of Lanco Power Limited, Lanco Thermal Power Limited, Lanco Amarkantak Power Limited, Lanco Anpara Private Limited, Lanco Tanjore Power Company Limited, Lanco Vidharba Thermal Power Limited, Lanco Babandh Power Limited, Lanco Solar Energy Private Limited and Lanco Mandakini Hydro Energy Private Limited. Smt. L. Ramalakshamma holds 29,18,880 equity shares in the Company.

8. Mr. Vijoy Kumar

He has technical experience of more than 4 decades in the field of Power Sector and had worked with Central Electricity Authority (CEA), Ministry of Power, Government of India. During his service tenure with CEA, he had held several senior positions prior to retirement as Secretary, CEA. Post retirement, he served as Chairman of Uttar Pradesh Electricity Regulatory Commission (UPERC), Lucknow. He is currently actively involved in Arbitration Cases for resolution of disputes for Government Companies, Public Sector Undertakings and Private Sector Companies.

He is also Director on the Boards of Roto Pumps Limited, Lanco Mandakini Hydro Energy Private Limited, Energy Development Company Limited and Ayyappa Hydro Power Limited. He is Chairman of Audit Committee of Lanco Mandakini Hydro Energy Private Limited. Mr. Vijoy Kumar does not hold any equity shares in the Company.

9. Mr. Pawan Chopra

A retired IAS Officer, he has extensive experience of dealing with multilateral international organizations like the World Bank, the Asian Development Bank, UNDP, UNICEF, UNCTAD, UNDCP, UNDP, UNESCO, WHO, FAO, Organization for Prohibition of Chemical Weapons; inter governmental organizations like the erstwhile International Coffee Organization, Infofish, ICOMP; foreign regulators and promotional organizations (including public service broadcasters like BBC & NHK) in the field of audio visual services, cinema and telecommunications.

He held important positions in the Government of India which include Secretary to Government, Ministry of Information & Broadcasting, Additional Secretary Cabinet Secretariat, Chairman and Managing Director, Rajasthan Finance Corporation etc., during his span of service with Government of India.

He is also Director on the Boards of Dua Consulting Private Limited, Technofab Engineering Limited and Lanco Mandakini Hydro Energy Private Limited. He is Member of Audit Committee of Lanco Mandakini Hydro Energy Private Limited and Technofab Engineering Limited and Member of Stakeholders Relationship Committee of Technofab Engineering Limited. Mr. Pawan Chopra holds 3,556 equity shares in the Company.

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: July 29, 2015

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

ATTENDANCE SLIP

22nd Annual General Meeting - 28th September, 2015

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 22nd Annual General Meeting of the Company to be held at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, (Adjacent to HITEC City), P O Bag 1101, Cyberabad Post Office, Hyderabad – 500 081, Telangana, India at 3.30 p.m. on Monday, the 28th September, 2015.

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 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

PROXY FORM

22nd Annual General Meeting - 28th September, 2015

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 22nd Annual General Meeting of the Company, to be held on Monday, September 28, 2015 at 03:30 p.m. at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, (Adjacent to HITEC City), P O Bag 1101, Cyberabad Post Office, Hyderabad – 500 081, Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
Ordinary Business	
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, 2015.
2	Appointment of Mr. L. Madhusudhan Rao who retires by rotation.
3	Appointment of Mr. S.C. Manocha who retires by rotation.
4	Ratification of appointment of M/s. Brahmayya & Co., Chartered Accountants as Auditors.
Special Business	
5	Appointment of Mr. Ramunni Menon Premkumar as an Independent Director.
6	Appointment of Mr. Yashpal Gupta as Director.
7	Appointment of Mr. Dariyai Lal Rawal as an Independent Director.
8	Appointment of Mr. Gurbir Singh Sandhu as an Independent Director.
9	Appointment of Smt. L. Ramalakshamma as Director.
10	Appointment of Mr. Vijoy Kumar as an Independent Director.
11	Appointment of Mr. Pawan Chopra as an Independent Director.
12	Ratification of Cost Auditors' Remuneration for the Financial Year 2014-15.
13	Approval of Cost Auditors' Remuneration for the Financial Year 2015-16.
14	Re-appointment of Mr. S.C. Manocha as Deputy Managing Director of the Company.
15	Increase in limits of investments in other bodies corporate.
16	Increase in number of Directors of the Company.
17	Approval of Material Related Party Transactions entered between the Company and its subsidiaries.
18	Approval of Material Related Party Transaction entered by the Company on behalf of Lanco Babandh Power Limited, Subsidiary of the Company.
19	Approval of Material Related Party Transaction entered by the Company on behalf of Lanco Vidarbha Thermal Power Limited, Subsidiary of the Company.
20	Approval of Material Related Party Transaction entered by the Company on behalf of Lanco Amarkantak Power Limited, Subsidiary of the Company.
21	Issue of Equity Shares on Preferential Basis to the Promoters of the Company under CDR Package approved for the Company.

Signed this _____ day of _____, 2015

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.

ROUTE MAP OF ANNUAL GENERAL MEETING (AGM) VENUE

Novotel Hyderabad Convention Centre,
Novotel & HICC Complex,
(Adjacent toHITEC City),
P O Bag 1101, Cyberabad Post Office,
Hyderabad – 500 081, Telangana, India



Novotel Hyderabad Convention Centre



Hitex Exhibition Centre

Malasian Township road

Madhapur



Cyber Towers



Shilpa Kalavedika



Hitex Charminar