

**LANCO**

Always Inspiring

October 14, 2013

Mr. Hari K  
Asst. Vice-President  
Listing Department  
M/s. National Stock Exchange of India Limited  
Regd. Office: "Exchange Plaza"  
Bandra-Kurla Complex, Bandra (E)  
MUMBAI - 400 051  
Ph : 022-2659 8235 / 36, 2659 8346  
Fax : 022-6641 8124 / 25 / 26  
022-2659 8237 / 38, 2659 8347 / 48

Dear Sir,

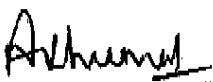
Sub:- Submission of proceedings of 20<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2013.

Pursuant to Clause-31(d) of the Listing Agreement, copy of the proceedings of 20<sup>th</sup> Annual General Meeting of the Company, held on 27<sup>th</sup> September, 2013, is enclosed.

The receipt may please be acknowledged.

Thanking You,

Yours faithfully,  
For LANCO INFRATECH LIMITED

  
A. VEERENDRA KUMAR  
COMPANY SECRETARY

Copy to: Mr. S. Bhushan Mokashi  
Manager - Department of Corporate Services  
M/s. BSE Limited  
Regd. Office: Floor 25, P J Towers, Dalal Street  
MUMBAI - 400 001  
Ph : 022-2272 1234 / 33  
Fax : 022-2272 3121 / 1278 / 3577 / 1557

Encl: As above

**Lanco Infratech Limited**

Corporate Office: Lanco House, Plot # 397, Udyog Vihar, Phase-3, Gurgaon-122 016, New Delhi Region, India.

T: +91 124 474 1000 F: +91 124 474 1878/1860 E: info@lancogroup.com

Registered Office: Lanco House, Plot No. 4, Software Units Layout, HITEC City, Madhapur, Hyderabad-500 081, A.P., India.

T +91 40 4009 0400 F +91 40 2311 6127 E info@lancogroup.com

www.lancogroup.com

**LANCO**

Always Inspiring

**MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF LANCO INFRA TECH LIMITED HELD AT 3.30 P.M. ON FRIDAY, THE 27<sup>TH</sup> SEPTEMBER, 2013, AT MARIGOLD HOTEL BY GREENPARK, GREENLANDS, BEGUMPET, HYDERABAD-500 016, ANDHRA PRADESH, INDIA.**

**DIRECTORS PRESENT**

|                        |   |                          |
|------------------------|---|--------------------------|
| Mr. L. Madhusudhan Rao | - | Executive Chairman       |
| Mr. G. Bhaskara Rao    | - | Executive Vice-Chairman  |
| Mr. L. Sridhar         | - | Vice-Chairman            |
| Mr. G. Venkatesh Babu  | - | Managing Director        |
| Mr. S.C. Manocha       | - | Deputy Managing Director |
| Dr. Pamidi Kotaiah     | - | Director                 |
| Dr. Uddesh Kumar Kohli | - | Director                 |
| Mr. R. Krishnamoorthy  | - | Director                 |

**IN ATTENDANCE**

|                        |   |                                 |
|------------------------|---|---------------------------------|
| Mr. T. Adi Babu        | - | Chief Operating Officer Finance |
| Mr. A. Veerendra Kumar | - | Company Secretary               |

**BY INVITATION**

|                      |   |                                    |
|----------------------|---|------------------------------------|
| Mr. N. Sri Krishna   | - | Partner, Brahmayya & Co., Auditors |
| Mr. Lokesh Vasudevan | - | Partner, Brahmayya & Co., Auditors |

Number of Members Present in Person : 643

Number of Proxies Present : 171

**ORDINARY BUSINESS:**

1. Mr. L. Madhusudhan Rao chaired the meeting.
2. After ascertaining that the quorum was present, the Chairman called the Twentieth Annual General Meeting to order.
3. With the unanimous consent of the Members present, the Notice of the Twentieth Annual General Meeting, the Directors' Report and the Accounts were taken as read.
4. The Chairman delivered the Chairman's speech.

Thereafter, the Chairman replied with suitable clarifications to all the queries raised by the Members in respect of accounts and business of the Company.

**Lanco Infratech Limited**

Page 1 of 8

Corporate Office: Lanco House, Plot # 397, Udyog Vihar, Phase-3, Gurgaon-122 016, New Delhi Region, India.

T: +91 124 474 1000 F: +91 124 474 1878/1860 E: info@lancogroup.com

Registered Office: Lanco House, Plot No. 4, Software Units Layout, HITEC City, Madhapur, Hyderabad-500 081, A.P., India.

T +91 40 4009 0400 F +91 40 2311 6127 E info@lancogroup.com

www.lancogroup.com

**LANCO**

Always Inspiring

5. The Chairman requested Auditors of the Company to read out the Auditors' Report and Mr. Lokesh Vasudevan, Partner, Brahmayya & Co., read out the Auditors' Report.

6. Mr. Bharat H Shah proposed and Mr. Ramesh Manguluri seconded that the following Resolution be adopted as an Ordinary Resolution.

*"RESOLVED THAT the Balance Sheet as at March 31, 2013, the Profit and Loss Account for the year ended on that date along with the Directors Report and Auditors Report thereon as laid before the Members of the Company be and are hereby received, considered and adopted."*

On being put to vote by show of hands, the Resolution was carried unanimously.

Mr. L. Madhusudhan Rao being interested in the next item, requested Dr. Pamidi Kotalah, Director, Chairman of the Audit Committee and Member of the Remuneration Committee to chair and conduct the Proceedings pertaining to the said item and Dr. Pamidi Kotalah took the chair.

7. Mr. G. Raghavender Rao proposed and Mr. M. A. Nayeem seconded that the following Resolution be adopted as an Ordinary Resolution.

*"RESOLVED THAT Mr. L. Madhusudhan Rao, Director, retiring by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."*

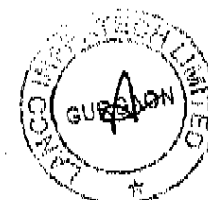
On being put to vote by show of hands, the Resolution was carried unanimously.

Dr. Pamidi Kotalah requested Mr. L. Madhusudhan Rao to resume the chair and conduct further proceedings and Mr. L. Madhusudhan Rao resumed the chair.

8. Mr. Raghuveer Rao Marneni proposed and Mr. V. Sitaram seconded that the following Resolution be adopted as an Ordinary Resolution.

*"RESOLVED THAT Mr. S. C. Manocha, Director, retiring by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."*

On being put to vote by show of hands, the Resolution was carried unanimously.

**Lanco Infratech Limited**

Corporate Office: Lanco House, Plot # 397, Udyog Vihar, Phase-3, Gurgaon-122 016, New Delhi Region, India.

T: +91 124 474 1000 F: +91 124 474 1878/1860 E: info@lancogroup.com

Registered Office: Lanco House, Plot No. 4, Software Units Layout, HITEC City, Madhapur, Hyderabad-500 081, A.P., India.

T: +91 40 4009 0400 F: +91 40 2311 6127 E: info@lancogroup.com

www.lancogroup.com

**LANCO**

Always Inspiring

9. Mr. S. Karuna Sagar proposed and Mr. G. Venkat Nageshwar seconded that the following Resolution be adopted as an Ordinary Resolution.

*"RESOLVED THAT Mr. G. Venkatesh Babu, Director, retiring by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."*

On being put to vote by show of hands, the Resolution was carried unanimously.

10. Mr. Wali proposed and Mr. K Subba Rao seconded that the following Resolution be adopted as an Ordinary Resolution.

*"RESOLVED THAT M/s. Brahmayya & Co, Chartered Accountants, Chennai (Registration No. 0005115) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be fixed by the Board of Directors of the Company."*

On being put to vote by show of hands, the Resolution was carried unanimously.

**SPECIAL BUSINESS:**

Mr. L. Madhusudhan Rao being interested in the next two items, requested Dr. Pamidi Kotaiah, Director, Chairman of the Audit Committee and Member of the Remuneration Committee to chair and conduct the proceedings pertaining to the said items and Dr. Pamidi Kotaiah took the chair.

11. Mr. M. A. Nayeem proposed and Mr. V. Sitaram seconded that the following Resolution be adopted as a Special Resolution.

*"RESOLVED THAT pursuant to the provisions of Section 309 read with Schedule XIII annexed to the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government, the approval of Members of the Company be and is hereby accorded to waive the recovery of the amount paid for the financial year 2012-13 to Mr. L. Madhusudhan Rao, Executive Chairman, in excess of remuneration limits prescribed in Section 309 read with Schedule XIII of the Companies Act, 1956."*

*RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized for giving effect to this resolution."*

On being put to vote by show of hands, the Resolution was carried unanimously.



**Lanco Infratech Limited**

Page 3 of 8

Corporate Office: Lanco House, Plot # 397, Udyog Vihar, Phase-3, Gurgaon-122 016, New Delhi Region, India.

T: +91 124 474 1000 F: +91 124 474 1878/1860 E: info@lancogroup.com

Registered Office: Lanco House, Plot No. 4, Software Units Layout, HITEC City, Madhapur, Hyderabad-500 081, A.P., India.

T: +91 40 4009 0400 F: +91 40 2311 6127 E: info@lancogroup.com

www.lancogroup.com

12. Mr. Srikanth proposed and Mr. U. Rama Krishna Raju seconded that the following Resolution be adopted as a Special Resolution.

*"RESOLVED THAT pursuant to the provisions of Section 309 read with Schedule XIII annexed to the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government, the approval of Members of the Company be and is hereby accorded to waive the recovery of the amount paid for the financial year 2012-13 to Mr. G. Bhaskara Rao, Executive Vice-Chairman, in excess of remuneration limits prescribed in Section 309 read with Schedule XIII of the Companies Act, 1956.*

*RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized for giving effect to this resolution."*

On being put to vote by show of hands, the Resolution was carried unanimously.

Dr. Pamidi Kotalah requested Mr. L. Madhusudhan Rao to resume the chair and conduct further proceedings and Mr. L. Madhusudhan Rao resumed the chair.

13. Mr. D. Venkat Krishna proposed and Mr. G. Raghavender Rao seconded that the following Resolution be adopted as a Special Resolution.

*"RESOLVED THAT pursuant to the provisions of Section 309 read with Schedule XIII annexed to the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government, if required, the approval of Members of the Company be and is hereby accorded to waive the recovery of the amount paid for the financial year 2012-13 to Mr. G. Venkatesh Babu, Managing Director, in excess of remuneration limits prescribed in Section 309 read with Schedule XIII of the Companies Act, 1956.*

*RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized for giving effect to this resolution."*

On being put to vote by show of hands, the Resolution was carried unanimously.

14. Mr. M. A. Nayeem proposed and Mr. Ayesha Nuzhat seconded that the following Resolution be adopted as a Special Resolution.

*"RESOLVED THAT pursuant to the provisions of Section 309 read with Schedule XIII annexed to the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and subject to the approval of the Central*



**Lanco Infratech Limited**

Corporate Office: Lanco House, Plot # 397, Udyog Vihar, Phase-3, Gurgaon-122 015, New Delhi Region, India.

T: +91 124 474 1000 F: +91 124 474 1878/1860 E: info@lancogroup.com

Registered Office: Lanco House, Plot No. 4, Software Units Layout,HITEC City, Madhapur, Hyderabad-500 081, A.P, India.

T +91 40 4009 0400 F +91 40 2311 6127 E info@lancogroup.com

www.lancogroup.com

**LANCO**

Always Inspiring

Government, if required, the approval of Members of the Company be and is hereby accorded to waive the recovery of the amount paid for the financial year 2012-13 to Mr. S. C. Manocha, Deputy Managing Director, in excess of remuneration limits prescribed in Section 309 read with Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized for giving effect to this resolution."

On being put to vote by show of hands, the Resolution was carried unanimously.

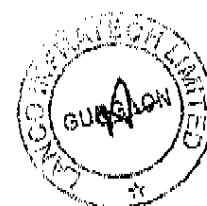
Mr. L. Madhusudhan Rao being interested in the next two items, requested Dr. Pamidi Kotalah, Director, Chairman of the Audit Committee and Member of the Remuneration Committee to chair and conduct the Proceedings pertaining to the said items and Dr. Pamidi Kotalah took the chair.

15. Mr. Suresh G proposed and Mr. G. Mahesh seconded that the following Resolution be adopted as a Special Resolution.

"RESOLVED THAT pursuant to the Ordinary Resolution passed by the Members at the Eighteenth Annual General Meeting of the Company held on September 30, 2011, and in accordance with the provisions of Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII annexed to the Companies Act, 1956 (hereinafter referred to as "the Act", which expression shall include any statutory modification or re-enactment thereof for the time being in force), and subject to the applicable regulatory and government approvals as may be required, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. L. Madhusudhan Rao, Executive Chairman, with effect from April 1, 2013, for the remaining tenure i.e. upto March 31, 2016, as detailed in the Explanatory Statement annexed to this Notice.

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, Executive Chairman, the remuneration shall be paid as set out in the Explanatory Statement annexed to this Notice, as the minimum remuneration with the approval of the Central Government.

RESOLVED FURTHER THAT the Board of Directors on the recommendations of the Remuneration Committee, is authorized to alter, modify and revise all the terms and conditions of remuneration payable to Mr. L. Madhusudhan Rao, Executive Chairman, without further reference to the Members in General Meeting, provided the total remuneration shall not exceed the limits specified under the provisions of the Companies Act, 1956, for the remaining tenure with effect from April 1, 2013.

**Lanco Infratech Limited**

Page 5 of 8

Corporate Office: Lanco House, Plot # 397, Udyog Vihar, Phase-3, Gurgaon-122 016, New Delhi Region, India.

T: +91 124 474 1000 F: +91 124 474 1878/1860 E: info@lancogroup.com

Registered Office: Lanco House, Plot No. 4, Software Units Layout, HITEC City, Madhapur, Hyderabad-500 081, A.P., India.

T +91 40 4009 0400 F +91 40 2311 6127 E info@lancogroup.com

www.lancogroup.com

**LANCO**

Always Inspiring

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

*RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized for giving effect to this resolution."*

On being put to vote by show of hands, the Resolution was carried unanimously.

16. Mr. K. Sri Shiva Vidya proposed and Mr. V. Sitaram seconded that the following Resolution be adopted as a Special Resolution.

*"RESOLVED THAT pursuant to the Ordinary Resolution passed by the Members at the Eighteenth Annual General Meeting of the Company held on September 30, 2011, and in accordance with the provisions of Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII annexed to the Companies Act, 1956 (hereinafter referred to as "the Act", which expression shall include any statutory modification or re-enactment thereof for the time being in force), and subject to the applicable regulatory and government approvals as may be required, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. G. Bhaskara Rao, Executive Vice-Chairman, with effect from April 1, 2013, for the remaining tenure i.e. upto March 31, 2016, as detailed in the Explanatory Statement annexed to this Notice.*

*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, Executive Vice-Chairman, the remuneration shall be paid as set out in the Explanatory Statement annexed to this Notice, as the minimum remuneration with the approval of the Central Government.*

*RESOLVED FURTHER THAT the Board of Directors on the recommendations of the Remuneration Committee, is authorized to alter, modify and revise all the terms and conditions of remuneration payable to Mr. G. Bhaskara Rao, Executive Vice-Chairman, without further reference to the Members in General Meeting, provided the total remuneration shall not exceed the limits specified under the provisions of the Companies Act, 1956, for the remaining tenure with effect from April 1, 2013.*

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

*RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized for giving effect to this resolution."*

On being put to vote by show of hands, the Resolution was carried unanimously.

**Lanco Infratech Limited**

Corporate Office: Lanco House, Plot # 397, Udyog Vihar, Phase-3, Gurgaon-122 016, New Delhi Region, India.  
T: +91 124 474 1000 F: +91 124 474 1878/1860 E: info@lancogroup.com  
Registered Office: Lanco House, Plot No. 4, Software Units Layout, HITEC City, Madhapur, Hyderabad-500 081, A.P., India.  
T +91 40 4009 0400 F +91 40 2311 6127 E info@lancogroup.com  
www.lancogroup.com

Page 6 of 8



Dr. Pamidi Kotaiah requested Mr. L. Madhusudhan Rao to resume the chair and conduct further proceedings and Mr. L. Madhusudhan Rao resumed the chair.

17. Mr. Raghuveer Rao Marneni proposed and Mr. S. Karuna Sagar seconded that the following Resolution be adopted as a Special Resolution.

*"RESOLVED THAT pursuant to the Ordinary Resolution passed by the Members at the Eighteenth Annual General Meeting of the Company held on September 30, 2011, and in accordance with the provisions of Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII annexed to the Companies Act, 1956 (hereinafter referred to as "the Act", which expression shall include any statutory modification or re-enactment thereof for the time being in force), and subject to the applicable regulatory and government approvals as may be required, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. G. Venkatesh Babu, Managing Director, with effect from April 1, 2013, for a period of 3 (three) years, as detailed in the Explanatory Statement annexed to this Notice.*

*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, Managing Director, the remuneration shall be paid as set out in the Explanatory Statement annexed to this Notice, as the minimum remuneration with the approval of the Central Government, if required.*

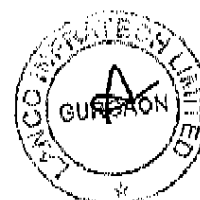
*RESOLVED FURTHER THAT the Board of Directors on the recommendations of the Remuneration Committee, is authorized with power to alter, modify and revise all the terms and conditions of remuneration payable to Mr. G. Venkatesh Babu, Managing Director, without further reference to the Members in General Meeting, provided the total remuneration shall not exceed the limits specified under the provisions of the Companies Act, 1956, for the remaining tenure with effect from April 1, 2013.*

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

*RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized for giving effect to this resolution."*

On being put to vote by show of hands, the Resolution was carried unanimously.

18. Mr. G. Venkat Nageshwar proposed and Mr. K. Subba Rao seconded that the following Resolution be adopted as a Special Resolution.



**Lanco Infratech Limited**

Page 7 of 8

**Corporate Office:** Lanco House, Plot # 397, Udyog Vihar, Phase-3, Gurgaon-122 016, New Delhi Region, India.

T: +91 124 474 1000 F: +91 124 474 1878/1860 E: info@lancogroup.com

**Registered Office:** Lanco House, Plot No. 4, Software Units Layout, HITEC City, Madhapur, Hyderabad-500 081, A.P., India.

T: +91 40 4009 0400 F: +91 40 2311 6127 E: info@lancogroup.com

www.lancogroup.com

**LANCO**

Always Inspiring

*"RESOLVED THAT pursuant to the Ordinary Resolution passed by the Members at the Eighteenth Annual General Meeting of the Company held on September 30, 2011, and in accordance with the provisions of Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII annexed to the Companies Act, 1956 (hereinafter referred to as "the Act", which expression shall include any statutory modification or re-enactment thereof for the time being in force), and subject to the applicable regulatory and government approvals as may be required, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. S.C. Manocha, Deputy Managing Director, with effect from April 1, 2013, for the remaining tenure i.e. upto August 13, 2015, as detailed in the Explanatory Statement annexed to this Notice.*

*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, Deputy Managing Director, the remuneration shall be paid as set out in the Explanatory Statement annexed to this Notice, as the minimum remuneration with the approval of the Central Government, if required.*

*RESOLVED FURTHER THAT the Board of Directors on the recommendations of the Remuneration Committee, is authorized with power to alter, modify and revise all the terms and conditions of remuneration payable to Mr. S. C. Manocha, Deputy Managing Director, without further reference to the Members in General Meeting, provided the total remuneration shall not exceed the limits specified under the provisions of the Companies Act, 1956, for the remaining tenure with effect from April 1, 2013.*

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

*RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. A. Veerendra Kumar, Company Secretary of the Company be and are hereby severally authorized for giving effect to this resolution."*

On being put to vote by show of hands, the Resolution was carried unanimously.

19. The Meeting ended with vote of thanks to the Chair.

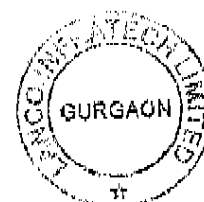
Place: Gurgaon  
Date: 14.10.2013

**CERTIFIED TRUE COPY**

Sd/-  
CHAIRMAN

For LANCO INFRA TECH LIMITED

  
**A. VEERENDRA KUMAR**  
Company Secretary



**Lanco Infotech Limited**

Corporate Office: Lanco House, Plot # 397, Udyog Vihar, Phase-3, Gurgaon-122 016, New Delhi Region, India. Page 8 of 8

T: +91 124 474 1000 F: +91 124 474 1878/1860 E: info@lancogroup.com

Registered Office: Lanco House, Plot No. 4, Software Units Layout, HITEC City, Madhapur, Hyderabad-500 081, A.P., India.  
T: +91 40 4009 0400 F: +91 40 2311 6127 E: info@lancogroup.com

www.lancogroup.com