

## NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of Lanco Infratech Limited will be held at 3.00 P.M. on Saturday, the 31st July, 2010 at Green Park Hotel, Greenlands, Begumpet, Hyderabad – 500016, Andhra Pradesh, India, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as on 31st March, 2010 and the Profit and Loss Account for the year ended on that date along with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. G. Venkatesh Babu, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. L. Madhusudhan Rao, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. L. Sridhar, who retires by rotation, and being eligible, offers himself for re-appointment.
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 225 and other applicable Provisions of the Companies Act, 1956, S R Batliboi & Associates, Chartered Accountants and Brahmayya & Co, Chartered Accountants be and are hereby appointed as Auditors of the Company in place of Brahmayya & Co, Chartered Accountants and Price Waterhouse, Chartered Accountants, retiring Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of Directors of the Company."*

### SPECIAL BUSINESS:

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 Sections 198, 309, 310, 311 and other applicable provisions of the Companies Act, 1956 and Schedule XIII annexed to the Companies Act, 1956, on including payment of one-time Special Allowance for the Financial Year 1st April 2010 to 31st March, 2011 on revision, the remuneration payable to Mr. G. Venkatesh Babu, Managing Director with effect from 1st April, 2010 as under be and is hereby approved:*

- (i) Salary of Rs. 20,83,333/- (Rupees Twenty Lakhs Eighty Three Thousand Three Hundred and Thirty Three) Per Month.
- (ii) Location allowance: At New Delhi/Gurgaon @ 15% of Item (i) i.e., Rs. 3,12,500/- (Rupees Three Lakhs Twelve Thousand and Five Hundred only) Per Month.
- (iii) Incentives: In the form of Cash or ESOPs as per the Company's Policies.
- (iv) Special Allowance:  
An amount of Rs.150 Lakhs as a one-time Special Allowance for the Financial Year 1st April, 2010 to 31st March, 2011.
- (v) Perquisites and Allowances:

The Managing Director shall be entitled to the perquisites and other benefits listed herein below in addition to the Salary and Incentives and Special Allowance.

FOR LANCO INFRA TECH LIMITED

  
C. KRISHNAKUMAR  
Sr. Vice-President &  
Company Secretary

- (a) Housing : Furnished / unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof. The Company shall incur expenditure on gas, electricity, water, furnishings, gardeners, servants, security and maintenance.

These shall be valued as per the Income Tax Rules, 1962, for the purpose of calculation of managerial remuneration under Sections 198, 309, 310, 311 and Schedule XIII annexed to the Companies Act, 1956.

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

### (vi) Other benefits:

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

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

*RESOLVED FURTHER THAT the total remuneration including allowances and perquisites shall not exceed the limits specified in Section 309 of the Companies Act, 1956 read with Schedule XIII annexed to the Companies Act, 1956."*

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

*"RESOLVED THAT in accordance with the provisions of the Companies Act, 1956 ("the act") and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") or any statutory modification(s) or re-enactment of the act or the guidelines, the provisions of any other applicable laws and regulations, Board of Directors of the Company (hereinafter referred to as "the board" which term shall include 'Compensation Committee' of the Board) and in modification of the resolution passed by the company on 7th June 2006, consent of the Company be and is hereby accorded, with respect to Scheme titled "Employees Stock Option Plan 2006", to fix the price of the options ( each option having a right to convert the same into one equity share of Re.1/- each) at a price of Re.0.243 per option.*

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**For LANCO INFRATECH LIMITED**



Annual Report 2009-2010

  
**C. KRISHNAKUMAR**  
Sr. Vice-President &  
Company Secretary

RESOLVED FURTHER THAT the Board be and is hereby authorized to utilize in the new Scheme – “Employee Stock Option Scheme – 2010” and/or any other new employee stock option scheme of the Company, the unutilized shares lying with the LCL Foundation (Trust), consisting of Shares under Options not granted and/or remaining unexercised present and future under the previous Scheme – Employees Stock Option Plan – 2006.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make necessary adjustment with respect to price/quantity of the options, for any corporate actions and to do all such acts, deeds, and things as may be required in this regard.”

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

“RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (“the act”) and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“the Guidelines”) or any statutory modification(s) or re-enactment of the act or the guidelines, the provisions of any other applicable laws and regulations, the Articles of the Association of the Company and Listing Agreement entered into by the Company with the Stock Exchange where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and subject to and condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the board” which term shall include ‘Compensation Committee’ of the Board), consent of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot, in one or more tranches, to such permanent employees of the Company whether working in India or out of India and Directors of the Company whether Managing/Whole-time Directors or otherwise (hereinafter referred to collectively as the “Employees”), as may be decided by the Board, Options exercisable by the Employees under a Scheme titled “Employee Stock Option Scheme – 2010” (hereinafter referred to as “the scheme”) to subscribe to such number of equity shares and/or equity linked instrument which could result in employees to getting equity shares from the Trust (hereinafter referred to collectively as “the Securities”) of the Company in aggregate 3,80,76,445 equity shares of Re. 1/- each, at such price and on such terms and conditions as may be determined by the Board in accordance with the Guidelines or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the Scheme on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendment(s) with respect to quantum of shares to be used from the Trust for this purpose (including any unutilized shares from the previous scheme to be pooled to this quantum at the discretion of the Board) vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate, or revise the Scheme.

RESOLVED FURTHER THAT the Securities may be allotted in accordance with the Scheme through an existing trust or a trust

which may be setup in any permissible manner and that the Scheme may also envisage for providing any financial assistance to the trust to enable the trust to acquire, purchase, or subscribe to the Securities of the Company.

RESOLVED FURTHER THAT any new equity shares to be issued and allotted as aforesaid shall rank *pari passu* with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

“RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (“the act”) and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“the Guidelines”) or any statutory modification(s) or re-enactment of the act or the guidelines, the provisions of any other applicable laws and regulations, the Articles of the Association of the Company and Listing Agreement entered into by the Company with the Stock Exchange where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the board” which term shall include ‘Compensation Committee’ of the Board), consent of the Company be and is hereby accorded to the Board to extend the benefits of the “Employee Stock Option Scheme – 2010” (hereinafter referred to as “the scheme”) also to such permanent employees of the subsidiary companies whether working in India or out of India and Directors of the subsidiary companies whether Managing/Whole-time Directors or otherwise, as may be decided by the Board and/or such other person, as may from time to time, be allowed under prevailing laws and regulations on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT any new equity shares to be issued and allotted as aforesaid shall rank *pari passu* with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities without requiring the Board to secure a further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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 293(1) (d) and other applicable provisions of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum/sums of money from time to time notwithstanding that the money/moneys to be borrowed together with money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total money/moneys so borrowed shall not exceed a sum of Rs.10,000 Crores (Rupees Ten Thousand Crores) at any time."

By Order of the Board  
For Lanco Infratech Limited

C. Krishnakumar  
Sr. Vice-President &  
Company Secretary

Place : Gurgaon  
Date : 11.06.2010

**NOTES:**

1. A member, entitled to attend and vote at the Annual General Meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
2. The Proxy form is enclosed, which should be deposited at the Registered Office of the Company duly completed and signed not later than 48 hours before commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, the 24th July, 2010 to Saturday, the 31st July, 2010 (both days inclusive).
4. Members holding shares in physical form are requested to notify change of address, if any, to Link Intime India Private Limited and those who hold shares in dematerialized form are requested to notify to their depository participants their change in address.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
6. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business is annexed hereto.

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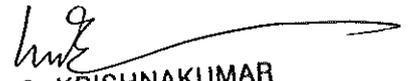
For LANCO INFRATECH LIMITED

  
C. KRISHNAKUMAR  
Sr. Vice-President &  
Company Secretary



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For LANCO INFRA TECH LIMITED

  
C. KRISHNAKUMAR  
Sr. Vice-President &  
Company Secretary

## ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### Item No. 6

Considering the impressive progress made by the Company in physical terms achieving important milestones matched by an impressive financial performance and to compensate fairly and in consonance with the Industry Standards and as recommended by the Remuneration Committee, the Board of Directors approved, subject to the approval of the Members, a one-time Special Allowance of Rs.150 Lakhs to be paid to Mr. G. Venkatesh Babu, Managing Director of the Company for the Financial Year 1st April, 2010 to 31st March, 2011.

Except the said Allowance, the Salary and Incentives, Perquisites and Allowances and other Benefits have not been revised and continue to be paid as approved by the Members in the 16th Annual General Meeting.

Except Mr. G. Venkatesh Babu, none of the Directors is interested or concerned in the resolution.

### Item No. 7

The Company obtained consent from shareholders for implementation of "Employees Stock Option Plan - 2006" during the year 2006. Under this Scheme the LCL Foundation (Trust) is holding the underlying shares. The Scheme originally provided that the price of the options would be at par. Due to corporate actions like bonus, split etc., the cost to the trust has come to Re. 0.243 per Equity Share of Re. 1/- Face Value each. The Proposed Resolution brings out clarity in the matter.

Further the Resolution enables the utilization of the unutilized shares lying with the LCL Foundation (Trust), consisting of Shares under Options not granted and/or remaining unexercised present and future under the previous Scheme, namely "Employees Stock Option Plan - 2006", under the new Scheme - "Employee Stock Option Scheme 2010" and/or any other new employee stock option scheme of the Company.

Except the Promoter Directors namely Mr. L. Madhusudhan Rao, Mr. G. Bhaskara Rao and Sri. L. Sridhar all other Directors of the Company may be deemed to be concerned or interested in the Resolution to the extent they may be allotted options.

### Items No. 8 & 9

Employee Stock Option Scheme (ESOS) is an important tool to attract and retain talented employees. Presently LCL Foundation ("the Trust") holds 3,80,76,445 Equity Shares of Re. 1/- each Face Value (which were unutilized under the previous Scheme "Employees Stock Option Plan - 2006"). Due to dynamic environment, it is necessary that the unutilized quantum (consisting of Shares under Options not granted and/or remaining unexercised present and future under the previous Scheme - "Employees Stock Option Plan - 2006") is proposed to be utilized to implement the new Scheme, namely, "Employee Stock Option Scheme - 2010."

The salient features of the "Employee Stock Option Scheme - 2010" (hereinafter referred to as "the Scheme-2010") are as under -

#### Compensation Committee:

This Committee consists of majority of independent directors. This formulates the detailed terms and conditions of "the Scheme-2010". This Committee specifies *inter-alia* the following:

- Quantum of options to be granted under the plan per employee (Each option having a right to convert the same into one equity share subject to adjustments on account of Corporate actions).

- Conditions under which options vested in employees may lapse in case of termination of employment for misconduct.
- Time period within which an employee may exercise vested options in the event of termination or resignation.
- Rights of employees to exercise all the vested options at one time or at various points of time within the exercise period.
- Procedure for making a fair and reasonable adjustment to the number of options/pricing and to the exercise period, in case of rights issues, bonus issues or other corporate actions.
- Any related or incidental matters.

#### (A) Total Number of Options to be granted

The Options to be granted under "the Scheme-2010" shall not result in issue of equity shares exceeding 3,80,76,445 shares of Re. 1/- each or such number as may be required on account of Corporate Action. Any unutilized shares from the previous plan can also be pooled to "the Scheme-2010", as per the discretion of the Board.

#### (B) Identification of classes of employees entitled to participate in the Scheme

Employees entitled to participate in the ESOP are "employees" of the Company including director (whether full time or not), as defined in the ESOP Guidelines (including any statutory modification(s) or re-enactment of the Act of the Guidelines, for the time being in force), and as may be decided by the Compensation Committee, from time to time.

Such permanent employees, including Directors of the Company and its subsidiary companies as may be decided by the Board, from time to time, will be entitled to participate in "the Scheme-2010".

Under the prevailing Guidelines, an employee who is a promoter or belongs to the promoter group will not be eligible to participate in the Scheme. A Director, who either by himself or through his relative or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company, will also not be eligible to participate in the Scheme.

The options granted under the Scheme shall not be renounced, transferred, pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

#### (C) Requirement of vesting, period of vesting and maximum period of vesting

There shall be a minimum period of one year between the grant of Option and vesting of Options. The maximum vesting period may extend up to Ten years from the date of grant of Options, unless otherwise decided by the Board. The vesting shall happen in one or more tranches as may be decided by the Board.

Presently, Plan 1, Plan 2, Plan 3 and for Non-Executive Directors Plan 4 - as per vesting schedules detailed below would be considered. The Committee shall have power to introduce new PLANS/modify existing Plans in terms of the Vesting/Exercise periods, based on the feedback and experience of the administering the Plans 1, 2, 3 and 4 and dynamic needs of the organization.

*h.g*  
C. KRISHNAKUMAR  
Sr. Vice-President &  
Company Secretary

Plan 1:

S. No.	Vesting Date	% of vesting of Total options granted
1	End of the 1st Year from the date of grant	5%
2	End of the 2nd Year from the date of grant	5%
3	End of the 3rd Year from the date of grant	5%
4	End of the 4th Year from the date of grant	5%
5	End of the 5th Year from the date of grant	5%
6	End of the 6th Year from the date of grant	5%
7	End of the 7th Year from the date of grant	5%
8	End of the 8th Year from the date of grant	5%
9	End of the 9th Year from the date of grant	5%
10	End of the 10th Year from the date of grant	55%

Exercise period will commence from the vesting date and will expire not later than Eleven years from the date of grant.

Plan 2:

S. No.	Vesting Date	% of vesting of Total options granted
1	End of the 1st Year from the date of grant	5%
2	End of the 2nd Year from the date of grant	10%
3	End of the 3rd Year from the date of grant	15%
4	End of the 4th Year from the date of grant	20%
5	End of the 5th Year from the date of grant	50%

Exercise period will commence from the vesting date and will expire not later than Six years from the date of grant.

Plan 3:

S. No.	Vesting Date	% of vesting of Total options granted
1	End of the 3rd Year from the date of grant	25%
2	End of the 4th Year from the date of grant	25%
3	End of the 5th Year from the date of grant	50%

Exercise period will commence from the vesting date and will expire not later than Six years from the date of grant.

Plan 4: For Non-Executive Directors

S. No.	Vesting Date	% of vesting of Total options granted
1	End of the 1st Year from the date of grant	100%

Exercise period will commence from the vesting date and will expire not later than Six years from the date of grant.

**(D) Exercise price or pricing formula**

The Exercise Price of the Option shall be the carrying cost of share to the Trust. Presently this cost is Rupee 0.243 per Equity Share of Re. 1/- Face Value each.

**(E) Exercise period and the process of exercise**

Exercise period will commence from the vesting date and will expire not later than Eleven years from the date of grant of Options or such other period as may be decided by the Board.

The Options will be exercisable by the Employees by a written application to the designated officer of the Company, in such manner, and on execution of such documents, as may be prescribed by the Board.

The Options shall lapse if not exercised any time within the exercise period.

**(F) Appraisal process for determining the eligibility of employees to participate in the Scheme**

The Company has a formal performance appraisal system established whereby performance of the employees is assessed periodically on the basis of various functional and managerial parameters. The appraisal process is revised at regular intervals in line with emerging global standards.

The Employees would be granted Options based on performance linked parameters such as work performance, technical knowledge, period of service, designation and such other parameters as may be decided by the Board from time to time.

The Board may at its discretion extend the benefits of the Scheme to a new entrant.

**(G) Maximum number of Options to be issued per employee in aggregate**

The number of Options that would be granted to an employee under the Scheme shall be decided by the Board. However, the maximum number of Options granted per employee/director during any one year, will not exceed 1% of the subscribed share capital of the Company and in aggregate shall not exceed 2% of the subscribed share capital of the Company during the Scheme period.

**(H) Accounting methods/policies**

The Company and its subsidiary companies shall conform to the accounting policies specified in clause 13.1 of the Guidelines, and/or such other guidelines as may be applicable, from time to time.

**(I) Method of valuation of Option**

The Company shall use the Intrinsic method for valuation of the Options.

The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

Clause 6(1) of the Guidelines requires that any employee stock option scheme must be approved by way of a special resolution.

As per Clause 6(3) of the Guidelines, a separate special resolution is required to be passed if the benefits of the scheme are to be extended to employees of the holding or subsidiary companies. Further, as the Scheme will entail further shares to be offered to persons other than existing Members of the Company, consent of Members is required by way of special resolution pursuant to the provision of Section 81 of the Companies Act, 1956. Accordingly the resolutions set out at Item Nos. 8 & 9 are being placed for approval of Members pursuant to the provision of Section 81 of the Companies Act, 1956 and Clause 6 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and all other applicable provisions of laws.

The Options to be granted under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

The detailed "Employee Stock Option Scheme - 2010" is available for inspection at the Registered Office of the Company during the Business Hours.



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Except the Promoter Directors namely Mr. L. Madhusudhan Rao, Mr. G. Bhaskara Rao and Mr. L. Sridhar all other Directors of the Company may be deemed to be concerned or interested in the Resolution to the extent they may be allotted options.

#### Item No.10

In the Extraordinary General Meeting held on 18th May, 2006, the members by means of Ordinary Resolution approved a limit of Rs.3,000 Crores to enable the Board of Directors to undertake Borrowings from Banks/Financial Institutions.

In view of the exponential growth of the Company and in view of the Expansion Plans including Setting-up of Conventional/Non-Conventional Power Plants and other Projects on hand and to be set up in future, the requirement for borrowings is estimated to be upto

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For LANCO INFRA TECH LIMITED

  
C. KRISHNAKUMAR  
Sr. Vice-President &  
Company Secretary

Rs.10,000 Crores. To enable the Board to raise the required borrowings, this resolution is being put up for your approval.

None of the Directors is concerned or interested in the resolution.

By Order of the Board  
For Lanco Infratech Limited

C. Krishnakumar  
Sr. Vice-President &  
Company Secretary

Place : Gurgaon  
Date : 11.06.2010

## ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

### Mr. G. VENKATESH BABU

Mr. G. Venkatesh Babu, the Managing Director of the Company has over 18 years of experience in the Financial Sector including Commercial Banking, Mergers & Acquisitions and Project Finance. Mr. G. Venkatesh Babu is a Chartered Accountant and a Cost Accountant and holds a Bachelor of Commerce Degree.

He is a Director on the Boards of Aban Power Company Limited, Udipi Power Corporation Limited, Lanco Group Limited, Lanco Power Trading Limited, Lanco Kondapalli Power Private Limited, Lanco Hydro Power Ventures Private Limited, Lanco Hills Technology Park Private Limited, Lanco Amarkantak Power Limited, Uranus Projects Private Limited, Mercury Projects Private Limited, Lanco Vidarbha Thermal Power Private Limited, Lanco Babandh Power Limited, Lanco Energy Private Limited, Lanco Anpara Power Limited, Lanco Transport Network Company Private Limited, Lanfin Ventures Private Limited, Carretera Transport Infra Private Limited, Lanco Hoskote Highway Private Limited and Lanco Devihalli Highways Private Limited and Chairman - Audit Committee of Lanco Hydro Power Ventures Private Limited, Udipi Power Corporation Limited and Lanco Hills Technology Park Private Limited and Member - Audit Committee of Lanco Power Trading Limited, Lanco Anpara Power Limited, Lanco Amarkantak Power Limited and Lanco Group Limited.

### Mr. L. MADHUSUDHAN RAO

Mr. L. Madhusudhan Rao, Executive Chairman has over 20 years of industrial and entrepreneurial experience. He has been associated with the Lanco Group of Companies for the past 15 years during which period he was instrumental in developing projects from conception to commissioning. He has proven experience in the operation of power projects, infrastructure projects, pig iron projects and ductile iron pipes projects. He did M. Tech (Mechanical Design) and an M.S. (Industrial Engineering) in U.S.A. His previous employment assignments include Meadours Products, Michigan Waggoner Brighten Corporation and Exotic Rubber & Plastics, companies incorporated in the U.S.A.

He is a Director on the Boards of Aban Power Company Limited, Udipi Power Corporation Limited, Lanco Power Trading Limited, Lanco Industries Limited, Lanco Net Limited, Lanco Kondapalli Power Private Limited, Lanco Hills Technology Park Private Limited, Lanco Energy Private Limited, Lanco Green Power Private Limited, Lanco Amarkantak Power Limited, Lanco Solar Private Limited, Lanco Anpara Power Limited, Himachal Hydro Power Private Limited, Ravi Hydro Electric Private Limited, Parvat Hydro Power Private Limited, Dharamshala Hydro Power Private Limited, Chatari Hydro Power Private Limited, Chamba Hydro Power Private Limited, Jubilee Hydro Power Private Limited, Pragdisa Power Private Limited, Vainateya Power Private Limited, Lanfin Ventures

Private Limited, Lanco Property Management Company Pvt. Limited and Carretera Transport Infra Private Limited and Member - Audit Committee of Lanco Green Power Private Limited, Lanco Hills Technology Park Private Limited and Lanco Amarkantak Power Limited.

### Mr. L. SRIDHAR

Mr. L. Sridhar, Vice-Chairman has over 18 years of industrial and entrepreneurial experience. He has been associated with the Lanco Group of Companies for the past 18 years during which period he executed various construction and infrastructure projects. He did his M.S. (Construction Management in Civil Engineering) in U.S.A.

He is a Director on the Boards of Lanco Power Trading Limited, Lanco Projects Limited, Lanco Net Limited, Lanco Industries Limited, Lanco Kondapalli Power Private Limited, Cordella Properties Private Limited, Dione Properties Private Limited, Deimos Properties Private Limited, Teleso Properties Private Limited, Pearl Farms Private Limited, Neptune Projects Private Limited, Lanco Wind Power Private Limited, Lanco Babandh Power Limited, Mehad Hydro Power Private Limited, Lanfin Trustee Private Limited, Lanco Power Transmission Private Limited, Garnet Infrastructure & Power Ventures Pvt. Ltd., Himavat Power Private Limited, Vainateya Power Private Limited, Lanco Transport Network Company Private Ltd., Ananke Properties Private Limited, Bianca Properties Private Limited, Belinda Properties Private Limited, Nix Properties Private Limited, Tethys Properties Private Limited, Calliban Trading Private Limited, Callisto Trading Private Limited, Charon Trading Private Limited, Mimas Trading Private Limited, Phoebe Trading Private Limited, Sinope Properties Private Limited, Thalassa Properties Private Limited, Aludra Properties Private Limited, Castula Properties Private Limited, Talitha Properties Private Limited, Tabit Properties Private Limited, Zania Properties Private Limited, Portia Properties Private Limited, Emerald Orchids Private Limited, Lanco Horizon Properties Private Limited, Lanco Bay Technology Park Pvt. Limited, Despina Properties Pvt. Limited, Helene Properties Pvt. Limited, Pasiphae Properties Pvt. Limited, Ravi Hydro Electric Private Limited, Himachal Hydro Power Private Limited, Larsco Entertainment Private Limited, Jubilee Media Comm Private Limited, Lanco Kerala Seaports Private Limited, Lanco Solar Energy Private Limited, SIGMA Powertech Services Private Limited, Bhanu Solar Projects Private Limited, Diwakar Solar Projects Private Limited, Khaya Solar Projects Private Limited, Omega Solar Projects Private Limited, Orion Solar Projects Private Limited and Sabitha Solar Projects Private Limited and Chairman - Audit Committee of Lanco Hydro Energies Private Limited.

Mr. L. Sridhar holds 5,47,06,320 Equity Shares in the Company.

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For LANCO INFRATECH LIMITED

*lg*  
C. KRISHNAKUMAR  
Sr. Vice-President &  
Company Secretary



### LANCO INFRATECH LIMITED

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

#### ATTENDANCE SLIP

17th Annual General Meeting - 31st July, 2010

DPID*	
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Regd. Folio No.	
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Client ID*	
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I certify that I am a Member/Proxy for the Member of the Company. I hereby record my presence at the 17th Annual General Meeting of the Company to be held at Green Park Hotel, Greenlands, Begumpet, Hyderabad - 500016, Andhra Pradesh, India, at 3.00 P.M. on Saturday, the 31st Day of July, 2010.

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

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

#### PROXY SLIP

17th Annual General Meeting - 31st July, 2010

DPID*	
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Regd. Folio No.	
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Client ID*	
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I/We \_\_\_\_\_ of \_\_\_\_\_ being a Member/Members of

LANCO INFRATECH LIMITED hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/our on my/us behalf at the 17th Annual General Meeting of the Company to be held at Green Park Hotel, Greenlands, Begumpet, Hyderabad - 500016, Andhra Pradesh, India, at 3.00 P.M. on Saturday, the 31st Day of July, 2010 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2010.



Signature

**Note:** 1. Proxy need not be a Member.

2. Proxy Form, complete in all respects, should reach the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

\* Applicable for Investors holding shares in Electronic Form.