

MINUTES OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF LANCO INFRATECH LIMITED HELD AT 3.30 P.M. ON FRIDAY, THE 26TH SEPTEMBER, 2014, AT MARIGOLD HOTEL BY GREENPARK, GREENLANDS, BEGUMPET, HYDERABAD-500 016, TELANGANA, 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
Sri P. Abraham	-	Independent Director
Dr. Uddesh Kumar Kohli	-	Independent Director
Mr. R. Krishnamoorthy	-	Independent Director

IN ATTENDANCE

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

BY INVITATION

Mr. Lokesh Vasudevan	-	Partner, Brahmayya & Co., Auditors
Mr. Srikrishna S Chintalapati	-	Partner, KBG Associates, Scrutinizer

Number of Members Present in Person	:	594
Number of Proxies Present	:	86

1. Mr. L. Madhusudhan Rao chaired the meeting.
2. The Chairman welcomed the Members and after ascertaining that the quorum was present, the Chairman called the Twenty First Annual General Meeting to order.
3. With the unanimous consent of the Members present, the Notice of the Twenty First Annual General Meeting, the Directors' Report and the Accounts were taken as read.
4. The Chairman informed that Dr. Pamidi Kotaiah cease to be Director of the Company with effect from September 26, 2014 due to retirement by rotation.

Lanco Infratech Limited

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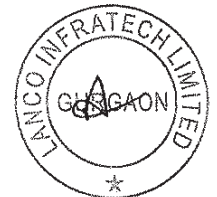
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5. The Chairman delivered the Chairman's speech.
6. The Chairman, thereafter requested Auditors of the Company to read out the Auditors' Report and Mr. Lokesh Vasudevan, Partner, Brahmayya & Co., read out the Auditors' Report.
7. The Chairman stated that Mr. Srikrishna S Chantalapati, Partner, KBG Associates, Practicing Company Secretaries, Hyderabad were appointed as Scrutinizer to scrutinize the E-voting process adopted for voting on the resolutions. The Scrutinizer had submitted their report on the electronic voting to the Chairman before the Annual General Meeting.
8. The Chairman thanked the Members for participating in the E-voting process and having voted on each resolution as per the Notice of the Annual General Meeting.
9. Thereafter as requested by the Chairman, Mr. A. Veerendra Kumar, Company Secretary read the Summary of the Scrutinizer's Report on e-voting results.

The Chairman stated that the poll through ballot papers will be ordered for the voting on all the resolutions set out in the Notice of the 21st Annual General Meeting to provide opportunity to those Members present in the meeting, but could not participate in the e-voting process.

Thereafter, the Chairman replied with suitable clarifications to all the queries raised by the Members in respect of all the resolutions forming part of the Notice of Annual General Meeting.

The Chairman thereafter invited Mr. Srikrishna S Chantalapati, Partner, KBG Associates, Practicing Company Secretaries, the Scrutinizer appointed for conducting the Poll and submit their report thereon after the closure of the meeting. The Chairman requested all the members and proxy holders present and entitled to vote, to participate in the voting through Poll on the business set out in item nos. 1 to 11 of the Notice.

The Chairman stated that the results of voting on each resolution shall be determined by taking into consideration the electronic voting and voting under Poll together. The consolidated results of Voting shall be submitted by the Scrutinizer and the same shall be submitted to Stock Exchanges and also uploaded on the website of the Company and Central Depository Services (India) Limited.

Thereafter the Chairman declared that the meeting was concluded.



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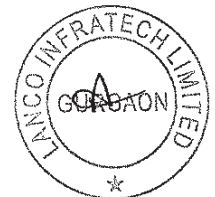
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RESULT OF ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESS AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 26, 2014

On the basis of the Scrutinizer's Report dated 24th September, 2014 for Electronic Voting and the Scrutinizer's Report dated 27th September, 2014 for the Poll at the Annual General Meeting, the summary of the Consolidate Results on Voting is as under:

Consolidated Result of Voting (by E-voting and Voting through Ballot Papers) for Resolution Numbers 1 to 11 of the Notice of the 21st Annual General Meeting of "LANCO INFRA TECH LIMITED" held on Friday, September 26, 2014 at 3.30 P.M.

Item No. of the Notice	Voted IN FAVOUR of the Resolution		Voted AGAINST the Resolution		INVALID Votes
	Nos.	Percentage of Votes (%)	Nos.	Percentage of Votes (%)	
1. Adoption of the Balance Sheet of the Company as at March 31, 2014 and the Profit and Loss Account for the year ended on that date along with the Directors Report and the Auditors Report thereon. (Ordinary Resolution)	1,69,96,74,480	98.40	2,76,66,026	1.60	0
2. Re-appointment of Mr. G. Bhaskara Rao who retires by rotation. (Ordinary Resolution)	1,70,03,63,890	98.44	2,69,76,616	1.56	0
3. Re-appointment of Mr. L. Sridhar who retires by rotation. (Ordinary Resolution)	1,70,17,64,395	98.52	2,55,76,111	1.48	0
4. Appointment of M/s. Brahmayya & Co., Chartered Accountants as Auditors. (Ordinary Resolution)	1,72,73,25,903	100.00	4,603	0.00	10,000
5. Appointment of Mr. P. Abraham as an Independent Director. (Ordinary Resolution)	1,69,57,54,548	98.17	3,15,85,958	1.83	0



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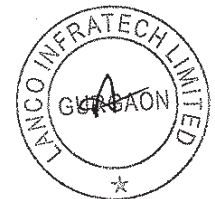
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6.Appointment of Dr. Uddesh Kumar Kohli as an Independent Director. (Ordinary Resolution)	1,72,73,31,064	100.00	9,442	0.00	0
7.Appointment of Mr. R. Krishnamoorthy as an Independent Director. (Ordinary Resolution)	1,72,73,33,424	100.00	7,082	0.00	0
8.Payment of remuneration under Section 197, 198 of the Companies Act, 2013 to Mr. L. Madhusudhan Rao, Executive Chairman. (Special Resolution)	1,72,73,30,259	100.00	9,997	0.00	250
9.Payment of remuneration under Section 197, 198 of the Companies Act, 2013 to Mr. G. Bhaskara Rao, Executive Vice-Chairman. (Special Resolution)	1,72,73,30,259	100.00	9,997	0.00	250
10. Payment of remuneration under Section 197,198 of the Companies Act, 2013 to Mr. G. Venkatesh Babu, Managing Director. (Special Resolution)	1,72,73,31,469	100.00	8,787	0.00	250



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11. Payment of remuneration under Section 197,198 of the Companies Act, 2013 to Mr. S. C. Manocha, Deputy Managing Director. (Special Resolution)	1,72,73,29,759	100.00	10,497	0.00	250
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The resolutions for Ordinary and Special Businesses as set out in item nos.1 to 11 in the Notice of the 21st Annual General Meeting, duly approved by the requisite majority, are recorded hereunder as part of the proceedings of 21st Annual General Meeting of the Members held on September 26, 2014.

ORDINARY BUSINESS

Item No.1

Adoption of the Balance Sheet of the Company as at March 31, 2014 and the Profit and Loss Account for the year ended on that date along with the Directors' Report and the Auditors' Report thereon.

Item No.2

Appointment of Mr. G. Bhaskara Rao (DIN 00075034), Director, who retires by rotation.

Item No.3

Appointment of Mr. L. Sridhar (DIN 00075809), Director, who retires by rotation.

Item No.4

Appointment of Auditors

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Brahmayya & Co., Chartered Accountants, Chennai (Registration Number 0005115) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the fourth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) on a remuneration as may be decided by the Board of Directors of the Company".



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SPECIAL BUSINESS:

Item No.5

Ordinary Resolution:

Appointment of Mr. P. Abraham (DIN 00280426) as an Independent Director of the Company.

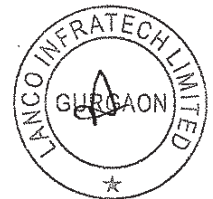
“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. P. Abraham (DIN 00280426), a non-executive Director of the Company, whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration in terms of Section 149(7) of the Companies Act 2013, 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 September 26, 2014 up to September 25, 2019, whose term shall not be subject to retirement by rotation.”

Item No.6 -

Ordinary Resolution:

Appointment of Dr. Uddesh Kumar Kohli (DIN 00183409) as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 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, Dr. Uddesh Kumar Kohli (DIN 00183409), a non-executive Director of the Company, whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration in terms of Section 149(7) of the Companies Act 2013, 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 September 26, 2014 up to September 25, 2019, whose term shall not be subject to retirement by rotation.”



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Item No.7

Ordinary Resolution:

Appointment of Mr. R. Krishnamoorthy (DIN 05292993) as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 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. R. Krishnamoorthy (DIN 05292993), a non-executive Director of the Company, whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration in terms of Section 149(7) of the Companies Act 2013, 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 his hereby appointed as an Independent Director of the Company with effect from September 26, 2014 up to September 25, 2019 whose term shall not be subject to retirement by rotation.”

Item No.8

Special Resolution:

Approval for payment of managerial remuneration to Mr. L. Madhusudhan Rao, Executive Chairman.

“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 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (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 approval of the Central Government and all other consents, permissions as may be required, if any, 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 01, 2014, for the remaining tenure of his appointment i.e. upto March 31, 2016, as detailed in the Statement annexed to this Notice.

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, 2013, for the remaining tenure, with effect from April 01, 2014.

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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 to do all such acts, deeds and things, as may be necessary, for giving effect to this resolution.”

Item No.9

Special Resolution:

Approval for payment of managerial remuneration to Mr. G. Bhaskara Rao, Executive Vice- Chairman.

“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 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (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 approval of the Central Government and all other consents, permissions as may be required, if any, 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 01, 2014, for the remaining tenure of his appointment, i.e. upto March 31, 2016, as detailed in the Statement annexed to this Notice.

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, 2013, for the remaining tenure, with effect from April 01, 2014.

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 to do all such acts, deeds and things, as may be necessary, for giving effect to this resolution.”



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Item No.10

Special Resolution:

Approval for payment of managerial remuneration to Mr. G. Venkatesh Babu, Managing Director.

“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 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (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 approval of the Central Government and all other consents, permissions as may be required, if any, 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 01, 2014, for the remaining tenure of his appointment, i.e. upto June 23, 2016, as detailed in the Statement annexed to this Notice.

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, 2013, for the remaining tenure with effect from April 01, 2014.

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 to do all such acts, deeds and things, as may be necessary, for giving effect to this resolution.”

Item No.11

Special Resolution:

Approval for payment of managerial remuneration to Mr. S. C. Manocha, Deputy Managing Director.

“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 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013



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(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 approval of the Central Government and all other consents, permissions as may be required, if any, 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 01, 2014, for the remaining tenure i.e. upto August 13, 2015, as detailed in the Statement annexed to this Notice.

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, 2013, for the remaining tenure with effect from April 01, 2014.

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 to do all such acts, deeds and things, as may be necessary, for giving effect to this resolution."

PLACE: Gurgaon
DATE : 14.10.2014

CERTIFIED TRUE COPY

Sd/-
CHAIRMAN

For LANCO INFRATECH LIMITED


A.VEERENDRA KUMAR
Company Secretary

Lanco Infratech Limited

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