



L&T IDPL

*L&T Interstate Road, Corridor Limited
(A subsidiary of L&T IDPL)
Toll Plaza Complex, NH-14,
Near Khemana Patia, Post - Palanpur,
Dist - Banaskantha - 385 001, India
Tel : +91 2742 284051 - 52 Fax : +91 2742 284053*

NOTICE

Notice is hereby given for the **NINTH ANNUAL GENERAL MEETING** of **L&T INTERSTATE ROAD CORRIDOR LIMITED** to be held on Friday, 25th September 2015 at 11.00 A.M at Mount Poonamallee High Road, Manapakkam, Chennai – 600 089 to discuss the following business:

ORDINARY BUSINESS:

1. To receive and adopt the audited Financial Statement for the period 1st April 2014 to 31st March 2015 and the report of the Directors and Auditors thereon.
2. Appointment of a Director in the place of Mr. Manoj Anil Dave who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company and to fix their Remuneration:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, if any, M.K.Dandeker & Co., (Firm Reg no: 000679S) having its office at No. 244(Old 138), Angappa Naicken St., 2nd Floor, Chennai 600 001 who have given their consent and certificate under Section 139 of Companies Act 2013 and who have been recommended by the Audit Committee, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of third consecutive Annual General Meeting (i.e., Annual General Meeting 2017) of the Company at Rs.2,64,000/- per annum excluding Service Tax and Out of Pocket Expenses for the Financial year 2015-16”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to file necessary forms with Registrar of Companies”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modifications if any, the following Resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. Sharad Goel (DIN No: 02294059) who was appointed as an Additional Director under Section 161 of the Companies Act 2013 holds office until the date of this Annual General Meeting, and in respect of whom notice has been received for appointment as Director from a Member under Section 160 of the Companies Act 2013, be and is hereby appointed as Director liable to retire by rotation”

“**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorized to file necessary forms with Registrar of Companies”

5. To consider and, if thought fit, to pass, with or without modifications if any, the following Resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Dr.Esther Malini (DIN No: 07124748) who was appointed as an Additional Director under Section 161 of the Companies Act 2013 holds office until the date of this Annual General Meeting, and in respect of whom notice has been received for appointment as Director from a Member under Section 160 of the Companies Act 2013, be and is hereby appointed as Director liable to retire by rotation”

“**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorized to file necessary forms with Registrar of Companies”

By the Order of the Board
For L&T INTERSTATE ROAD CORRIDOR LIMITED



ESTHER MALINI
DIRECTOR

DIN NO: 07124748

OLD NO.58, NEW NO.66,4TH MAIN ROAD,GANDHINAGAR,
ADYAR, CHENNAI-600020

Date: 01.09.2015

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under items no.4 & 5 set out above is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself and that a proxy need not be a member.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.

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4. Proxy form should be submitted to the company atleast 48 hours before the commencement of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 25, 2015 are provided in Annexure A of this Notice.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 the following explanatory statement sets out material facts relating to the business under item no.4 & 5 of the accompanying Notice dated 01.09.2015.

Item No.4

TO CONSIDER AND APPROVE APPOINTMENT OF MR.SHARAD GOEL AS DIRECTOR OF THE COMPANY

The Board of Directors appointed Mr.Sharad Goel (DIN No: 02294059) as an Additional Director under Section 161 of the Companies Act, 2013 on 27.03.2015. Pursuant to Section 161 of the Companies Act 2013, he holds office upto the date of this Annual General Meeting.

The Company has received notice from one of its Members namely, L&T Infrastructure Development Projects Limited for appointing him as Director of the Company with effect from the date of this Annual General Meeting.

Hence, the Directors recommend the resolution under Item No.4 as an Ordinary Resolution for the approval of the Shareholders.

Mr.Sharad Goel is interested in the business to the extent of his appointment.

None of the other Directors except Mr.Sharad Goel or KMP of the Company or their relatives thereof are directly or indirectly concerned or interested in this resolution.

Item No.5

TO CONSIDER AND APPROVE APPOINTMENT OF DR.ESTHER MALINI AS DIRECTOR OF THE COMPANY

The Board of Directors appointed Dr.Esther Malini (DIN No: 07124748) as an Additional Director under Section 161 of the Companies Act, 2013 on 27.03.2015. Pursuant to Section 161 of the Companies Act 2013, she holds office until the date of this Annual General Meeting. Accordingly, she being eligible for appointment, offers herself to be appointed as Director in the Company.

The Company has received notice from one of its Members namely, L&T Infrastructure Development Projects Limited for appointing her as Director of the Company with effect from the date of this Annual General Meeting.

Hence, the Directors recommend the resolution under Item No.5 as an Ordinary Resolution for the approval of the Shareholders.

Dr.Esther Malini is interested in the business to the extent of her appointment.

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None of the other Directors except Dr.Esther Malini or KMP of the Company or their relatives thereof are directly or indirectly concerned or interested in this resolution.

By the Order of the Board
For L& T INTERSTATE ROAD CORRIDOR LIMITED



ESTHER MALINI
DIRECTOR

DIN NO: 07124748

OLD NO.58, NEW NO.66,4TH MAIN ROAD,GANDHINAGAR,
ADYAR, CHENNAI-600020



Date: 01.09.2015

Place: Chennai

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Annexure A

Details of the directors seeking Appointment/ Re-Appointment in the forthcoming Annual General Meeting

Name of Director	Mr.Sharad Goel	Dr.Esther Malini	Mr.Manoj Anil Dave
Date of Birth	30/04/1957	28/04/1969	23/05/1962
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	27/03/2015	27/03/2015	05/07/2012
Qualification	Masters (M.Tech) in Mechanical Engineering from IIT Kharagpur	Ph.D. in Management Studies at the Indian Institute of Science	Diploma in Mechanical Engineering
Experience	Thirty Three (33) years in Larsen & Toubro Limited with 24 years in Design & Engineering, Execution and Marketing of Material Handling Systems in Bulk Material Handling Business Unit and Nine Years with L&T IDPL in Marketing & Business Development, Implementation, Construction and Operationalization of Dhamra Port including Sale of the asset in 2014.	Research Experience-5 Years, Corporate Experience -17 Years	33 Years
Directorships in other companies	1.L&T BPP Tollway Limited 2.L&T Port Kachchigarh Limited 3.L&T Sambalpur - Rourkela Tollway Limited 4.L&T Vadodara Bharuch Tollway Limited 5.L&T Panipat Elevated Corridor Limited 6.L&T Western India Tollbridge Limited	1.L&T Krishnagiri Walajahpet Tollway Limited 2.L&T Krishnagiri Thopur Toll Road Limited 3. L& T Interstate Road Corridor Limited 4. L&T Ahmedabad - Maliya Tollway Limited 5. L&T Halol - Shamlaji Tollway Limited	1.L&T Vadodara Bharuch Tollway Limited 2.L&T Krishnagiri Thopur Toll Road Limited 3.PNG Tollway Limited 4.L&T Krishnagiri Walajahpet Tollway Limited 5.L&T Chennai Tada Tollways Limited 6.L&T Devihalli Hassan Tollway Limited

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	7.Kudgi Transmission Limited	6. L&T Rajkot - Vadinar Tollway Limited	7.L&T Western Andhra Tollways Limited 8. Indian Highways Management Company Limited 9. L&T Samakhiali Gandhidham Tollway Limited
Memberships/ Chairmanships of committees across all companies	<p><u>L&T Sambalpur - Rourkela Tollway Limited</u> 1.Audit Committee 2.Nomination and Remuneration Committee</p> <p><u>L&T Panipat Elevated Corridor Limited</u> 1.Audit Committee 2.Nomination and Remuneration Committee</p> <p><u>L&T Interstate Road Corridor Limited</u> 1.Audit Committee 2.Nomination and Remuneration Committee 3.Corporate Social Responsibility Committee</p> <p><u>L&T Western India Tollbridge Limited</u> 1. Audit Committee 2.Nomination and Remuneration Committee</p>	<p><u>L&T Krishnagiri Thopur Toll Road Limited</u> 1.Audit Committee 2.Nomination and Remuneration Committee</p>	Nil
Shareholding in the Company	1 share jointly with L&T Infrastructure Development Projects Limited	Nil	Nil
Relationship with Directors	Nil	Nil	Nil

ATTENDANCE SLIP
L&T INTERSTATE ROAD CORRIDOR LIMITED
CIN: U45203TN2006PLC058735

Regd. Office: P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089.

Ninth Annual General Meeting, Friday, 25th September 2015 at 11.00 A.M

Reg. Folio No. _____

No. of Shares _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Ninth Annual General Meeting of the Company, held on Friday, 25th September 2015 at 11.00 A.M at the registered office of the Company at Mount Poonamallee Road, Manapakkam, Chennai - 600089.

Name of the member

Signature of Member

Name of the Proxy (In block letters)

Signature of Proxy

Note: Please fill the Attendance slip and hand it over at the Entrance of the Meeting Hall.

PROXY FORM

Form No. MGT-11

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: U45203TN2006PLC058735

Name of the Company: L&T INTERSTATE ROAD CORRIDOR LIMITED

Regd. Office: P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089.

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 the above named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:

failing him

2. Name:

Address:

E-mail Id:

Signature:

failing him

3. Name:

Address:

E-mail Id:

Signature:

failing him

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Ninth Annual General Meeting of the Company, to be held on Friday, 25th September 2015 at 11.00 A.M at the Registered office of the Company at Mount Poonamallee Road, Manapakkam, Chennai – 600089 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
Ordinary Business			
1	Adoption of the audited Financial Statements for the period from 1 st April, 2014 to 31 st March 2015 and the Reports of the Directors and Auditors thereon.		
2	Appointment of a Director in the place of Mr.Manoj Anil Dave who retires by rotation and being eligible offers himself for re-appointment.		
3	Re-Appointment of Statutory Auditors of the Company and to fix their Remuneration.		
Special Business			
4	Appointment of Mr.Sharad Goel (DIN No: 02294059) as Director of the Company.		
5	Appointment of Dr.Esther Malini (DIN No: 07124748) as Director of the Company.		

Signed this _____ day of _____ 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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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 TO THE VENUE OF ANNUAL GENERAL MEETING
OF L&T INTERSTATE ROAD CORRIDOR LIMITED**

