

NOTICE

Notice is hereby given that an **EXTRAORDINARY GENERAL MEETING** of the Members of **L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED** will be held on Thursday, February 27, 2020 at 02:00 P.M at the Registered Office of the Company located at Mount Poonamallee Road, Manapakkam, Chennai – 600089 to discuss the following special business:

1. To consider and approve re-appointment of Mr. Sudhakar Rao as an Independent Director

*To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:*

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Sudhakar Rao (DIN: 00267211) who was appointed as an Independent Director of the Company for a term upto March 29, 2020 by the shareholders and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from March 29, 2020 to March 28, 2025“

2. To approve appointment of Mr. Pushkar Vijay Kulkarni as a Director

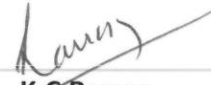
*To consider and if thought fit to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION**:*

“RESOLVED THAT Mr. Pushkar Vijay Kulkarni (DIN 00090996) who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has, as required by Section 160 of the Companies Act, 2013 received a notice in writing, from a member proposing his candidature for the office of Director be and is hereby appointed as a 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 Ministry of Corporate Affairs, if required, and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

By the order of the Board
For L&T Infrastructure Development Projects Limited



K.C.Raman
Company Secretary

Date : 26.02.2020

Place: Chennai

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under items no.1 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.
4. Proxy form should be submitted to the Company at least 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.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business:

Item No.1

To consider and approve re-appointment of Mr. Sudhakar Rao as Independent Director

As per Section 149 of the Act a person can be appointed as Independent Director for two consecutive terms of five years. Mr. Sudhakar Rao (DIN: 00267211) was appointed as an Independent Director of the Company with effect from March 30, 2015 upto March 29, 2020. As he possesses necessary skills, experience and knowledge and based on the report of performance evaluation for 2019, the Board of Directors at its meeting held on January 14, 2020 had approved the re-appointment of Mr. Sudhakar Rao as Independent Director as recommended by the Nomination & Remuneration Committee of the Company for a second and final term of five years with effect from March 29, 2020 to March 28, 2025.

It is further informed that pursuant to Section 160 of the Act the Company has received a notice in writing from L&T Infrastructure Development Projects Limited (Holding Company) proposing the candidature of Mr. Sudhakar Rao for re-appointment as Independent Director.

In accordance with Section 149 of the Act the Board of Directors hereby recommend to the members by way of special resolution under this item, the re-appointment of Mr. Sudhakar Rao for a further term of 5 years with effect from March 29, 2020 to March 28, 2025.

None of the other Directors or the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolutions.

Item no.2

To approve appointment of Mr. Pushkar Vijay Kulkarni as a Director

The Board of Directors of the Company appointed, Mr. Pushkar Vijay Kulkarni as an Additional Director of the Company on January 31, 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of the provisions of Section 161(1) of the Act, Mr. Pushkar Vijay Kulkarni would hold office upto the date of the ensuing Annual General Meeting of the Company.

The Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Pushkar Vijay Kulkarni for the office of Director of the Company.

Further, Mr. Pushkar Vijay Kulkarni has given his consent to act as a Director and qualifies to be Director under the relevant provisions of Companies Act, 2013.

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L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED

Except Mr. Pushkar Vijay Kulkarni none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the Company, financially or otherwise, in the resolution set out at item no.2 of the Notice.

The Board commends the Ordinary Resolution set out at item no.2 of the Notice for approval by the shareholders.

By the order of the Board
For L&T Infrastructure Development Projects Limited

Date :26.02.2020
Place: Chennai


K.C.Raman
Company Secretary

Annexure A

Details of the person seeking re-appointment in the Extraordinary General Meeting

Name	Mr. Sudhakar Rao	Mr. Pushkar Vijay Kulkarni
Date of Birth	September 3, 1949	November 9, 1973
Nationality	Indian	Indian
Date of re-appointment on the Board	January 14, 2020	January 31, 2020
Qualification	IAS Officer of the 1973 batch. Master's Degree in Economics, Delhi School of Economics and a Master's Degree in Public Administration from the Kennedy School of Government, Harvard University	Electronics Engineer with a Management degree from Jamnalal Bajaj Institute of Management studies
Experience	He was Deputy Commissioner & District Magistrate of Shimoga District during 1982 and 1983. He was Joint Secretary in the Ministry of Power, entrusted with the development of hydel power. He held various assignments, including Chairman & Managing Director of the Karnataka Urban Infrastructure Development and Finance Corporation (KUIDFC), Principal Secretary, Finance; Principal Secretary, Home; Principal Secretary to the Chief Minister of Karnataka; Development Commissioner and finally, Chief Secretary of Karnataka, from which post he retired from Government service on 30.09.2009.	Served as Managing Director of Serco India. Worked as CEO for more than 12 years in an Infrastructure Technology Company and during his tenure represented India at the International Standards Org. His experience broadly covers toll roads and traffic systems both from technology and operations perspective. He has worked in several marquee Infrastructure projects including – Bandra Worli Sea link, Yamuna Expressway, Nationwide Fastag system and Indore BRTS. He is responsible for setting up CPPIB's infrastructure practice in India. He led the CPPIB team that conceptualised and helped create the first Infrastructure Investment Trust (Invit)
Directorships in other companies	1. Healthcare Global Enterprises Limited 2. TATA ELXSI Limited	1. LTIDPL InvIT Services Ltd 2. Swish Services Private Ltd (under process of strike-off)

L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED

	3. CMC Limited 4. IFFCO-TOKIO General Insurance Company Limited 5. VIBIL Technologies Private Limited 6. Public Affairs Foundation	
	7. Artilab Foundation 8. Deccan Heritage Foundation India 9. GMR Varalakshmi Foundation 10. Common Purpose India	
Memberships/ Chairmanships of Committees across all Companies	Healthcare Global Enterprises Limited: AC, CSRC TATA Elxsi Limited: RMC, SRC, CSRC, NRC, EC IFFCO – TOKIO General Insurance Company Limited: AC (Chairman), NRC	LTIDPL IndvIT Services Ltd: AC, NRC, I&FC, IR&GC
Shareholding in the Company	NIL	NIL
Relationship with Directors	NIL	NIL

*AC- Audit Committee

NRC- Nomination & Remuneration Committee

CSRC- Corporate Social Responsibility Committee

SRC- Stakeholders' Relations Committee

RMC- Risk Management Committee

EC- Executive Committee

I&FC- Investment & Finance Committee

IR&GC- Investor Relations and Grievances Committee

AP/

ATTENDANCE SLIP
L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED
CIN: U65993TN2001PLC046691

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

Extraordinary General Meeting, held on Thursday, February 27, 2020 at 02:00 P.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 Extraordinary General Meeting of the Company, held on Thursday, February 27, 2020 at 02:00 P.M at the Registered Office of the Company at P.O. Box. 979, 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	U65993TN2001PLC046691
Name of the Company	L&T INFRASTRUCTURE DEVELOPMENT PROJECTS 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, February 27, 2020 at 02:00 P.M at the Registered office of the Company at P.O. Box. 979, 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
Special Business			
1	To consider and approve re-appointment of Mr. Sudhakar Rao as Independent Director		
2	To approve appointment of Mr. Pushkar Vijay Kulkarni as a Director		

L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED

Signed this _____ day of _____ 2020

Signature of Shareholder

Signature of Proxy holder(s)

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 EGM venue of L&T Infrastructure Development Projects Limited

