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DATLA HANUMANTA RAJU

B.COM., LL.B., PGDT, M.B.A., FCS
PARTNER

D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES

Scrutinizer(s) Combined Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of 29th Annual General Meeting of the Equity Shareholders of
IVRCL Limited (the Company) held on Monday, 26th day of September, 2016 at 03.30 P.M. at
“K.L.N. Prasad Auditorium” the Federation of Telangana & Andhra Pradesh Chambers of
Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500 004

Dear Sir,

We, D. Hanumanta Raju & Co, Practicing Company Secretaries, having our office at B-13, F-1 P. S. Nagar, Vijaya nagar Colony, Hyderabad – 500 057, have been appointed as Scrutinizers of IVRCL Limited (“the Company”) having its Registered Office at M-22/3RT, Vijaya Nagar Colony, Hyderabad – 500 057, Telangana, for the purpose of scrutinizing the e- voting process and physical ballot process in a fair and transparent manner & ascertaining the requisite majority on e-voting and ballot carried out as per the provisions of Companies Act, 2013 and Rule 20 and 21 of the Companies(Management and Administration) Rules, 2014 as amended from time to time on below mentioned resolution(s), at the 29th Annual General Meeting of the Equity Shareholders of IVRCL Limited held on Monday the 26th day of September, 2016 at “K.L.N. Prasad Auditorium” the Federation of Telangana & Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500 004 and submit our report as under:

1. The e-voting period remained open from Thursday, 22nd September, 2016 (9.00 A.M. IST) to Sunday, 25th September, 2016 (5.00 P.M. IST)
2. The shareholders holding shares as on the “cut off” date i.e. 19th September, 2016 were entitled to vote through e-voting and those who were present on the date of AGM and the shareholders who have not opted to vote through e-voting were entitled to vote through physical ballot process on the resolution(s) 1 to 8 as set out in the Notice of 29th AGM of IVRCL Limited.



3. The remote e-voting was closed, 25th September, 2016 at 5.00 P.M. The votes cast were unblocked on 26th September, 2016 at 04.17 P.M in the presence of two witnesses, Ms. Shaik Razia and Mr. P.Krishna Reddy who are not in the employment of the company.

Thereafter, the details containing, inter-alia list of equity shareholders, who voted “for” and “against” were downloaded from the e-voting website of Karvy Computershare Private Limited.

4. Further, on the date of Annual General Meeting, 68 members (including 9 proxies) have voted through physical ballot process.
5. The result of e-voting and physical ballot is as under:

1. Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended 31st March, 2016, together with the Reports of Board of Directors and Auditors thereon

i. Voted in favour of resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
111	42460512	99.04

ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
13	411302	0.96

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
3	1688



2. Ordinary Resolution for appointing a Director in place of Mr. R. Balarami Reddy (DIN: 00022176) who retires by rotation and being eligible offers himself for re-appointment.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
97	42499824	99.96

ii. Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
23	13850	0.04

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
8	359828

3. Ordinary Resolution to ratify the appointment of M/s. Chaturvedi & Partners, Chartered Accountants as Statutory Auditors

i. Voted in favor of resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
109	42862537	99.98

ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
16	9277	0.02



iii. **Invalid votes (Including abstained votes):**

Number of members whose votes were declared invalid	Number of votes cast
3	1688

4. **Special Resolution for re-appointment of Mr. R. Balarami Reddy as Joint Managing Director**

i. **Voted in favor of resolution:**

Number of members voted	Number of votes cast	% of total number of valid votes cast
96	42095409	99.96

ii. **Voted against the resolution**

Number of members voted	Number of votes cast	% of total number of valid votes cast
23	14585	0.04

iii. **Invalid votes (Including abstained votes):**

Number of members whose votes were declared invalid	Number of votes cast
9	763508

5. **Special Resolution for remuneration payable to Mr. K. Ashok Reddy, Joint Managing Director.**

i. **Voted in favor of resolution:**

Number of members voted	Number of votes cast	% of total number of valid votes cast
102	42855048	99.97



ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
21	13760	0.03

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
5	4694

6. Special Resolution to adopt new Articles of Association of the Company:

i. Voted in favor of resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
108	42860486	99.98

ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
13	7322	0.02

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
6	5694



7. Ordinary Resolution for remuneration payable to Cost Auditor.

i. Voted in favor of resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
108	42862148	99.98

ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
15	8162	0.02

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
5	3192

8. Ordinary Resolution to appoint Auditors to the Branch Offices of the Company:

i. Voted in favor of resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
111	42862260	99.98

ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
12	7052	0.02

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
4	4190



**D. Hanumanta Raju & Co,
Company Secretaries**

IVRCL Limited

6. The register, all other papers and relevant records relating to e-voting and physical ballot shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to Shri B. Subrahmanyam, Company Secretary, for safe keeping.

Thanking You,
Yours faithfully,



**CS DATLA HANUMANTA RAJU
FCS: 4044, C.P. No: 1709
PARTNER
D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES**



**Place: Hyderabad
Date: 27.09.2016**