



K. NARASIMHULU

M.Com., LL.B., FCS
Practicing Company Secretary
FCS No. 7594 C.P. No. 8225

Scrutinizer's Report

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

To

The Chairman of Ex-ordinary General Meeting of the Members of IVRCL Limited (The Company) held on the 18th January, 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 – 500004.

Dear Sir,

I, K Narasimhulu, Practicing Company Secretary have been appointed by the Board of Directors of M/s IVRCL Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting and poll process and ascertaining the requisite majority on e-voting and poll carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to Extra-ordinary General Meeting of the Members of the Company held on 18th January, 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 – 500004.

1. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and rules relating to voting through electronic and poll means on the resolutions contained in the Notice to the Ex-ordinary General Meeting of the Members of the Company. My responsibility as a scrutinizer for e-voting and poll process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against", the resolutions stated above, based on the reports generated from e-voting system and Poll provided by M/s. Karvy Computershare Private Limited, the authorized Agency to provide e-voting facilities, engaged by the company.
2. Further to the above, I submit my report as under:
 - (i) The Members of the Company as on the "cut off" date i.e. 12th January, 2016 were entitled to vote on the resolutions (Item Nos. 1 and 2 as set out in the notice of the Ex-ordinary General Meeting of the Company).



- (ii) The Remote e-voting period remained open from Thursday, the 14th January, 2016 (09.00 A.M.) to Sunday, 17th January, 2016 (05.00 P.M) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Special Resolutions on the e-voting platform provided by M/s. Karvy Computershare Private Limited.
- (iii) The Voting at the Ex-ordinary General Meeting as prescribed under Rule 20(4) (xiii) of the Companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through remote E-voting do not vote again at the General Meeting. The scrutinizer shall have access after closure of period of remote e-voting and before the start of General Meeting to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- (iv) Accordingly M/s. Karvy Computershare Private Limited, E-voting Agency provided me with Names, DP ID/Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.
- (v) Further, the Chairman announced voting through Poll at the Ex-ordinary General Meeting for the Shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.
- (vi) The votes cast under remote e-voting were unblocked on 18th January, 2016 (04.30 P.M) in the presence of two witnesses, Mr. V Madhu Sudhana Rao and Mr. S Venkata Krishna Reddy, who were not employees of the Company, after conclusion of voting at General Meeting.
- (vii) The Polls were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and Authorizations / Proxies lodged with the Company.
- (viii) The results of General Meeting, I observed that
- a) 79 members had cast their votes through Poll conducted at the Ex-ordinary General Meeting.
 - b) 41 members had cast their votes through remote e-voting.
- (ix) Based on the aforesaid results, two Special Resolutions as contained in item No.1 and 2 of the Notice of the Ex-ordinary General Meeting have been passed with requisite majority as per the provisions of the Companies Act, 2013.



3. The results of the remote e-voting and Poll are as under:

Item No.1: Special Resolution

Further issue of shares on conversion of excess FITL amount to certain CDR Lenders:

(i) Voted in favour of the Resolution:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	32	52442822	99.985
Voting through Poll	71	154254743	99.999
Total	103	206697565	99.996

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	9	7619	0.015
Voting through Poll	3	283	0.001
Total	12	7902	0.004

(iii) Invalid votes:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	-	-	-
Voting through Poll	1	90	-
Total	1	90	-

Note: Four shareholders have not voted on this resolution.



Item No.2: Special Resolution**Conversion of Debt into Equity shares of the Company pursuant to invocation of Strategic Debt Restructuring (SDR):**

(i) Voted in favour of the Resolution:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	29	52429488	99.960
Voting through Poll	75	206452595	99.999
Total	104	258882083	99.992

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	12	20953	0.040
Voting through Poll	3	283	0.001
Total	15	21236	0.008

(iii) Invalid votes:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	-	-	-
Voting through Poll	1	90	-
Total	1	90	-




4. All other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

All the Two Resolutions stands for passed under e-voting combined with Poll at Ex-ordinary General Meeting with requisite majority.

Thanking you,

Yours faithfully,


Scrutinizer
K Narasimhulu
Company Secretary in Practice
M. No. F7594, C.P.No.8225



Place: Hyderabad

Date: 19th January, 2016