

27<sup>th</sup> September, 2014

To  
The National Stock Exchange of India Ltd.,  
Exchange Plaza, Bandra kurla Complex, Bandra  
(East),  
Mumbai – 400 051.

Fax No.022-26598237/38

To  
The Bombay Stock Exchange Ltd.,  
Pheroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 023.

Fax No. 022- 22723121/3719

Dear Sirs,

**Re : Compliance with Clause 35A of the Listing Agreement.**

In accordance with Clause 35A of the Listing Agreement, we inform you that the Members of the Company at the Annual General Meeting held on 26<sup>th</sup> September 2014 approved the following business with requisite majority. The mode of voting was by way E- voting and poll conducted at the meeting. The results of the voting are attached:

1. Adoption of the Balance Sheet for the period ended 31<sup>st</sup> March 2014 and Profit & Loss Account for the period ended on that date, together with the Reports of the Board of Directors and the Auditors thereon
2. Re-appointment of Mr. R. Balarami Reddy as Director
3. Appointment of M/s. Chaturvedi & Partners as Auditors.
4. Re-appointment of Mr. E. Sudhir Reddy (DIN. 00023518) as Chairman & Managing Director.
5. Appointment of Mr. R. Balarami Reddy as Joint Managing Director.
6. Appointment of Mr. K. Ashok Reddy as Joint Managing Director
7. Appointment of Mr. Prabhakar Ram Tripathi as an independent Director.
8. Appointment of Mr. Tummala Ramesh Chandra Bose as an independent Director.
9. Appointment of Mr. V. Murahari Reddy as an independent Director.
10. Qualified Institutions Placement.
11. Preferential Issue of Warrants.
12. Borrowing powers of the Company.
13. Ratification of remuneration to be paid to Cost Auditor.
14. Amend Articles of Association of the Company.
15. Option to CDR Lenders for conversion of Debt into equity Shares and Issue of Equity Shares to CDR Lenders on Preferential basis on conversion of Funded interest Term debt(FITL), Term Debt, Working Capital Term Loan –I (WCTL)-I and Working Capital Term Loan - II (WCTL)-II into Equity Shares of the Company.

The same please be taken on record.

Thanking you

Truly yours  
For IVRCL Limited

  
B. Subrahmanyam  
Company Secretary



**IVRCL LIMITED**

Regd. Office : M-22/3RT, Vijayanagar Colony, Hyderabad - 500 057, A.P., India  
Tel.: +91-40-3093 1999 (30 Lines), 2334 8467 / 3678 / 3550  
Fax: +91-40-2334 5004 e-mail: info@ivrinfra.com, website: www.ivrcl.com

Corporate Office : "MIHIR", 8-2-350/5/A/24/1B  
Road # 2, Panchavati Colony, Banjara Hills, Hyderabad - 500 034, A.P., India  
Tel.: +91-40-3093 1111 / 1444 (60 Lines), 2335 6613 / 15 / 18 / 21 / 51-55, Fax: +91-40-3093 1122

Authorised Share Capital : ₹ 3,300 Million. Issued Subscribed and Paid up Share Capital : ₹ 613.77 Million

**IVRCL LIMITED**

|   |                                                                              |              |
|---|------------------------------------------------------------------------------|--------------|
| 1 | Date of Annual General Meeting                                               | 26.09.2014   |
| 2 | Total Number of Shareholders on record date                                  | 208533       |
| 3 | No. of Shareholders present in the meeting either in person or through proxy |              |
|   | Promoters and Promoter Group                                                 | 15           |
|   | Public                                                                       | 129          |
| 4 | No. of Shareholders attended the meeting through Video Conferencing          | Not Arranged |

**For IVRCL LIMITED**  
  
**Company Secretary**

**Agenda Wise Voting Results**

| Resolution ID | Category                       | Shares Held (1) | Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---------------|--------------------------------|-----------------|------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| 1             | Promoter and Promoter Group    | 42032166        | 42032166         | 100                                                       | 42032166                     | 0                          | 100                                                    | 0                                                    |
| 1             | Public – Institutional Holders | 36659257        | 9348044          | 25.4998                                                   | 7418243                      | 1929801                    | 79.356                                                 | 20.6439                                              |
| 1             | Public-Others                  | 228195225       | 16065404         | 7.04                                                      | 16064359                     | 1045                       | 99.993                                                 | 0.0065                                               |
| 1             | Total                          | 306886648       | 67445614         |                                                           | 65514768                     | 1930846                    | 97.137                                                 | 2.863                                                |
| 2             | Promoter and Promoter Group    | 42032166        | 42032166         | 100                                                       | 42032166                     | 0                          | 100                                                    | 0                                                    |
| 2             | Public – Institutional Holders | 36659257        | 9348044          | 25.4998                                                   | 9348044                      | 0                          | 100                                                    | 0                                                    |
| 2             | Public-Others                  | 228195225       | 16063748         | 7.04                                                      | 16058424                     | 5324                       | 99.967                                                 | 0.0331                                               |
| 2             | Total                          | 306886648       | 67443958         |                                                           | 67438634                     | 5324                       | 99.992                                                 | 0.008                                                |
| 3             | Promoter and Promoter Group    | 42032166        | 42032166         | 100                                                       | 42032166                     | 0                          | 100                                                    | 0                                                    |
| 3             | Public – Institutional Holders | 36659257        | 9348044          | 25.4998                                                   | 9348044                      | 0                          | 100                                                    | 0                                                    |
| 3             | Public-Others                  | 228195225       | 16063751         | 7.04                                                      | 16062705                     | 1046                       | 99.993                                                 | 0.0065                                               |
| 3             | Total                          | 306886648       | 67443961         |                                                           | 67442915                     | 1046                       | 99.998                                                 | 0.002                                                |
| 4             | Promoter and Promoter Group    | 42032166        | 42032166         | 100                                                       | 42032166                     | 0                          | 100                                                    | 0                                                    |

|    |                                |           |          |             |          |         |             |             |
|----|--------------------------------|-----------|----------|-------------|----------|---------|-------------|-------------|
| 4  | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9348043  | 1       | 99.9999     | 0           |
| 4  | Public-Others                  | 228195225 | 16052448 | 7.03        | 16047644 | 4804    | 99.9700731  | 0.0299269   |
| 4  | Total                          | 306886648 | 67432658 |             | 67427853 | 4805    | 99.993      | 0.007       |
|    |                                |           |          |             |          |         |             |             |
| 5  | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 5  | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9348044  | 0       | 100         | 0           |
| 5  | Public-Others                  | 228195225 | 16062573 | 7.038961047 | 16057869 | 4704    | 99.97071453 | 0.02928547  |
| 5  | Total                          | 306886648 | 67442783 |             | 67438079 | 4704    | 99.993      | 0.007       |
|    |                                |           |          |             |          |         |             |             |
| 6  | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 6  | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9348044  | 0       | 100         | 0           |
| 6  | Public-Others                  | 228195225 | 16062573 | 7.038961047 | 16056669 | 5904    | 99.96324375 | 0.036756253 |
| 6  | Total                          | 306886648 | 67442783 |             | 67436879 | 5904    | 99.991      | 0.009       |
|    |                                |           |          |             |          |         |             |             |
| 7  | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 7  | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9348044  | 0       | 100         | 0           |
| 7  | Public-Others                  | 228195225 | 16062570 | 7.038959733 | 16059899 | 2671    | 99.98337128 | 0.016628721 |
| 7  | Total                          | 306886648 | 67442780 |             | 67440109 | 2671    | 99.996      | 0.004       |
|    |                                |           |          |             |          |         |             |             |
| 8  | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 8  | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9348044  | 0       | 100         | 0           |
| 8  | Public-Others                  | 228195225 | 16062645 | 7.038992599 | 16060866 | 1779    | 99.98892461 | 0.011075386 |
| 8  | Total                          | 306886648 | 67442855 |             | 67441076 | 1779    | 99.997      | 0.003       |
|    |                                |           |          |             |          |         |             |             |
| 9  | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 9  | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9348044  | 0       | 100         | 0           |
| 9  | Public-Others                  | 228195225 | 16062645 | 7.038992599 | 16057841 | 4804    | 99.9700921  | 0.029907901 |
| 9  | Total                          | 306886648 | 67442855 |             | 67438051 | 4804    | 99.993      | 0.007       |
|    |                                |           |          |             |          |         |             |             |
| 10 | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 10 | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 3417339  | 5930705 | 36.5567     | 63.4432     |
| 10 | Public-Others                  | 228195225 | 16062578 | 7.038963239 | 16061082 | 1496    | 99.99068643 | 0.009313573 |
| 10 | Total                          | 306886648 | 67442788 |             | 61510587 | 5932201 | 91.204      | 8.796       |

For IVRCL LIMITED

  
Company Secretary

|    |                                |           |          |             |          |         |             |             |
|----|--------------------------------|-----------|----------|-------------|----------|---------|-------------|-------------|
| 11 | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 11 | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 5347140  | 4000904 | 57.2006     | 42.7993     |
| 11 | Public-Others                  | 228195225 | 16064498 | 7.039804623 | 16060722 | 3776    | 99.97649475 | 0.023505247 |
| 11 | Total                          | 306886648 | 67444708 |             | 63440028 | 4004680 | 94.062      | 5.938       |
| 12 | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 12 | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9270521  | 77523   | 99.1707     | 0.8292      |
| 12 | Public-Others                  | 228195225 | 16065598 | 7.040286667 | 16062616 | 2982    | 99.9814386  | 0.018561401 |
| 12 | Total                          | 306886648 | 67445808 |             | 67365303 | 80505   | 99.881      | 0.119       |
| 13 | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 13 | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9348044  | 0       | 100         | 0           |
| 13 | Public-Others                  | 228195225 | 16062850 | 7.039082435 | 16061572 | 1278    | 99.99204375 | 0.007956247 |
| 13 | Total                          | 306886648 | 67443060 |             | 67441782 | 1278    | 99.998      | 0.002       |
| 14 | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 14 | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9348044  | 0       | 100         | 0           |
| 14 | Public-Others                  | 228195225 | 16064498 | 7.039804623 | 16062812 | 1686    | 99.98950481 | 0.010495193 |
| 14 | Total                          | 306886648 | 67444708 |             | 67443022 | 1686    | 99.998      | 0.002       |
| 15 | Promoter and Promoter Group    | 42032166  | 42032166 | 100         | 42032166 | 0       | 100         | 0           |
| 15 | Public – Institutional Holders | 36659257  | 9348044  | 25.4998     | 9348044  | 0       | 100         | 0           |
| 15 | Public-Others                  | 228195225 | 16062648 | 7.038993914 | 16058070 | 4578    | 99.9714991  | 0.028500905 |
| 15 | Total                          | 306886648 | 67442858 |             | 67438280 | 4578    | 99.993      | 0.007       |

For IVRCL LIMITED

  
Company Secretary