

28th ANNUAL REPORT 2014-15



BOARD OF DIRECTORS

E. SUDHIR REDDY
R. BALARAMI REDDY
K. ASHOK REDDY
T.R.C.BOSE
P.R. TRIPATHI
V. MURAHARI REDDY
M. HIMA BINDU
B. SUBRAHMANYAM

Chairman & Managing Director
Joint Managing Director
Joint Managing Director
Independent Director
Independent Director
Independent Director
Additional Director
Company Secretary

Internal Auditors

T. Vijay Kumar
Chartered Accountant
Plot # 101, Jyothi Pride Apartments,
P.S. Nagar, Masab Tank
Hyderabad – 500 028.

VCG & Co.

Chartered Accountants
203, Kushal Bazar, 32-33,
Nehru Place,
New Delhi - 110 019

Statutory Auditors

M/s. Chaturvedi & Partners
Chartered Accountants
212A, Chiranjeev Towers 43,
Nehru Place,
New Delhi

Registrar & Transfer Agents

M/s. KARVY Computershare Private Limited
Karvy Selenium, Tower B, Plot number 31 & 32,
Financial District, Gachibowli, Hyderabad 500 032

Bankers / Insitutions

- ☐ Andhra Bank
- ☐ Bank of Nova Scotia
- ☐ Canara Bank
- ☐ Corporation Bank
- ☐ EXIM Bank Ltd
- ☐ IDBI Bank
- ☐ IndusInd Bank Ltd
- ☐ LIC of India
- ☐ Standard Chartered Bank
- ☐ The Lakshmi Vilas bank
- ☐ Tamilnad Mercantile Bank Ltd
- ☐ TATA Capital Financial Service Ltd
- ☐ SREI Equipment Finance Pvt Ltd
- ☐ Axis Bank Ltd
- ☐ Barclays Bank plc
- ☐ Central Bank of India
- ☐ DBS Bank Ltd
- ☐ ICICI Bank Ltd
- ☐ Indian Overseas Bank
- ☐ Karur Vysya Bank Ltd
- ☐ Punjab & Sind Bank
- ☐ State Bank of India
- ☐ Union Bank of India

Registered Office

M-22/3RT, Vijayanagar Colony,
Hyderabad – 500 057, Telangana, India
Ph: 91-40-2334 3678 / 3550 / 5130 / 8467
Fax: 91-40-2334 5004

Corporate Office

MIHIR, 8-2-350/5/A/24/1-B&2, Road No.2, Panchavati Colony,
Banjara Hills, Hyderabad- 500 034, Telangana, India
Ph: 91-40-2335 6613 / 15/ 18/21/ 51 to 55, 30931111/1444 (60 Lines)
Fax: 91-40-2335 6693

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FORWARD LOOKING STATEMENT

This communication contains statements that constitute “forward looking statements” including without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to our future business developments and economic performance.

While these forward looking statements represent our judgments and future expectations concerning the development of our business, a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from our expectations.

These factors including but are not limited to, general market, macro-economic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial condition of third parties dealing with us, legislative developments, and other key factors that have been indicated could adversely affect our business and financial performance.

IVRCL undertakes no obligation to publicly revise any forward looking statements to reflect future events or circumstances.

NOTICE TO SHAREHOLDERS

Notice is hereby given that Twenty Eighth Annual General meeting of IVRCL Limited will be held on Saturday, 26th day of September, 2015 at 3.30 pm at "K.L.N. Prasad Auditorium", the Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad-500004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended 31st March, 2015, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr.K.Ashok Reddy (DIN:00024497) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. Chaturvedi & Partners, Chartered Accountants as Statutory Auditors.

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution, with or without modification(s).

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended, from time to time, and resolution passed by the members of the Company at the Annual General Meeting held on September 26, 2014, the appointment of M/s. Chaturvedi & Partners, Chartered Accountants bearing Firm registration no. 307068E, as Statutory Auditors for a period of three years, be and is hereby ratified to hold the office from the conclusion of this meeting until the conclusion of next Annual General Meeting to be held in the year 2016, at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **To appoint Ms. Hima Bindu Myneni as an Independent Director of the Company**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Ms. Hima Bindu

Myneni (DIN: 07120807), who was appointed as an Additional Director w.e.f March 31, 2015 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of five years commencing from September 26, 2015."

5. **To re-appoint Mr.K.Ashok Reddy as Joint Managing Director.**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT Mr. K.Ashok Reddy be and is hereby appointed/reappointed as Joint Managing Director of the Company for a period of five years w.e.f. September 26, 2015.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 including the rules made there under and any amendments thereto or any statutory modification or reenactment thereof for the time being in force ("the Act") and subject to approval of the Central Government, if required and all other sanctions, approvals and permissions as may be required, the Company hereby accords its approval for the payment of following remuneration to Mr.K.Ashok Reddy, Joint Managing Director, during his tenure.

- (i) Salary – Rs. 512,191/- p.m (Basic Salary – Rs. 249,563/ - p.m and Allowances – Rs. 262,628/- p.m)
- (ii) Leave Travel Assistance at the rate of one month's basic salary per annum.
- (iii) Reimbursement of medical expenses at the rate of one month's basic salary per annum.
- (iv) Provident Fund at the rate of 12% of basic salary.
- (v) Super-annuation benefits equivalent to one month's basic salary per annum at the discretion of the Nomination and Remuneration Committee of the Board of Directors.
- (vi) Gratuity as per rules of the Company.
- (vii) Free telephone facility at residence and mobile phone but personal long distance calls will be billed to the appointee.

(viii) Provision for Car in accordance with the Employee Car Scheme formulated by the Nomination and Remuneration Committee and as amended from time to time.

(ix) Leave as per rules of the Company.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year, during the currency of tenure of Mr.K.Ashok Reddy, the aforesaid remuneration be paid as minimum remuneration, for a period of three years, notwithstanding that the same exceeds/ may exceed the ceiling limits laid down in Sections 196, 197 and Schedule V of the Act, subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase, enhance, or widen the scope of remuneration and perquisites payable to Mr.K.Ashok Reddy during his tenure, to the extent specified in Schedule V and other applicable provisions, if any, of the Companies Act, 2013, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including making of an application to Central Government or such other regulatory authorities, if required, to give effect to this resolution.

6. Ratification of remuneration payable to Cost Auditor.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and such other applicable rules or regulations, if any, the members of the company do hereby ratify the payment of remuneration of Rs. 2,00,000/- (Rupees Two lakhs only) per annum to M/s. Sagar & Associates, (Firm Registration No. 000118) Cost Auditor, for conducting the audit of cost accounting records maintained by the Company for financial year 2015-16.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for giving effect to this resolution.

7. Raising of Funds.

To consider and if thought fit, to pass the following resolution, as a Special Resolution, with or without modification(s).

“RESOLVED THAT pursuant to provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modifications and/or re-enactment thereof for the time being in force (the “Act”), all other applicable laws and regulations including the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 including any statutory modifications or re-enactment thereof and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable, as amended from time to time, issued by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), Stock Exchanges, the Securities and Exchange Board of India (“SEBI”) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI Regulations”) as may be applicable and in accordance with the enabling provisions in the Memorandum and Articles of Association of the Company and /or stipulated in the Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, SEBI, RBI, Stock Exchanges and any other relevant statutory / governmental/regulatory authorities (the “concerned Authorities”) as may be required and applicable and further subject to such terms and conditions as may be prescribed or imposed by any of the concerned Authorities while granting such approvals, consents, permissions and sanctions as may be necessary, which may be agreed upon by the Board of Directors of the Company as deemed appropriate (hereinafter referred to as the “Board”, which term shall include any Committee (s) constituted /to be constituted by the Board to exercise the powers conferred on the Board by this Resolution), consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons as may be permitted), Equity Shares and /or other securities convertible into Equity Shares at a later date, at the option of the Company and /or the holder(s) of such securities or with or without detachable warrants with a right exercisable by the warrant

holders to convert or subscribe to the Equity Shares (collectively referred as "Securities"), as the Board at its sole discretion or in consultation with underwriters, merchant bankers, financial advisors or legal advisors may at any time decide, by way of one or more public offerings with or without a green shoe option, or issued /allotted through Qualified Institutions Placement (QIP) in accordance with the SEBI Regulations, or by any one or more combinations of the above or otherwise and at such time or times and in one or more tranches, to any eligible investors, including residents and/or non-residents and/or qualified institutional buyers and/ or institutions/ banks and/or incorporated bodies and/ or individuals and /or Foreign Institutional Investors ("FIIs") and/or Foreign Portfolio Investors ("FPIs") and/or mutual funds and/or insurance companies and/or pension funds and/industrial development corporation and / or provident funds and/or multilateral and bilateral development financial institution and/or stabilizing agents and/or any other categories of investors and/ or trustees and/or stabilizing agent or otherwise, whether or not such Investors are members of the Company, as may be deemed appropriate by the Board and as permitted under applicable laws and regulations, through circulation of requisite offering circular or placement documents, for an aggregate amount not exceeding Rs.500 crores (Rupees Five Hundred Crores Only) on such terms and conditions and in such manner as the Board may in its sole discretion decide including the timing of the issue(s)/ offering(s), the Investors to whom the Securities are to be issued, terms of issue, issue price (including provisions in relation to discount or payment in calls as may be permitted under applicable law or price determined by Book building process for public offer), number of Securities to be issued, the Stock Exchanges on which such securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received including details on face value, premium, the ratio/number of Equity Shares to be allotted on conversion, period of conversion, fixing of record date or book closure dates, etc., as the case may be applicable, prescribe any terms or a combination of terms in respect of the Securities in accordance with local and /or international practices including conditions in relation to offer, variation of price and any other matter in connection with, or incidental to the issue, in consultation with the merchant bankers or other advisors or otherwise, together with any amendments or modifications thereto ("the Issue").

RESOLVED FURTHER THAT the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the Equity Shares to be allotted in terms of this resolution shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT if the issue or any part thereof is made for a QIP or any other Securities, which are convertible into or exchangeable with the Equity Shares of the Company (hereinafter collectively referred as "Other Specified Securities" and together with Equity Shares of the Company (hereinafter referred as "Specified Securities") within the meaning of the SEBI Regulations) or any combination of Specified Securities as may be decided by the Board, issued for such purpose, the same shall be fully paid-up and the allotment of such Specified Securities shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under the SEBI Regulations and the Specified Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange, or as may be permitted from time to time under the SEBI Regulations.

RESOLVED FURTHER THAT the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI Regulations.

RESOLVED FURTHER THAT in the event of issue of Specified Securities by way of a QIP, the 'Relevant Date' on the basis of which the price of the Specified Securities shall be determined as specified under SEBI Regulations, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue of Specified Securities or such other date as may be decided by the Board and as permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Specified Securities.

RESOLVED FURTHER THAT in the event of issue of Other Specified Securities, the number of Equity Shares and /or conversion price in relation to Equity Shares that may be issued and allotted on conversion shall be appropriately adjusted for corporate actions such as

bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring exercise.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevalent market practices in the capital markets including but not limited to the terms and conditions relating to variation of the price or period of conversion of Other Specified Securities into Equity Shares or for issue of additional Securities and such of these Securities to be issued, if not subscribed, may be disposed of by the Board, in such manner and/or on such terms including offering or placing them with banks / financial institutions / mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion, subject to applicable laws, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any issue, offer and allotment of Securities, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, things and matters connected therewith, as it may, in its absolute discretion deem necessary, desirable or incidental thereto including without limitation the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, the entering into and executing arrangements/agreements for managing, underwriting, marketing, listing of Securities, trading, appointment of Merchant Banker(s), Advisor(s), Registrar(s), paying and conversion agent(s) and any other advisors, professionals, intermediaries and all such agencies as may be involved or concerned in such offerings of Securities and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the issue and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents, placement or offer documents and agreements

including conducting all requisite filings with GOI, RBI, SEBI, Stock Exchanges, if required and any other concerned authority in India or outside, and to give such directions that may be necessary in regard to or in connection with any such issue, offer and allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company to give effect to the aforesaid resolution and thereby such Committee of Directors or one or more such Directors as authorized are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard."

8. To appoint Auditors to the Branch Offices of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 143(8) and the Rules framed thereunder, including the statutory modification(s) or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorized to appoint any person(s) qualified to act as Auditor/Auditors for the Branch Office(s) of the Company, including those which may be opened/ acquired hereafter, in India or abroad, and to fix their remuneration.

**By order of the Board of Directors
For IVRCL Limited**

Date: May 30, 2015

Place :

M-22/3RT, Vijayanagar colony,
Hyderabad-500057

CIN:L45201AP1987PLC007959

Tel No: +91 40 23343550/3678 Fax No : + 91 40 23345004

Email id: in_grievances@ivrinfra.com

Website : www.ivrcl.com

B.Subrahmanyam
Company Secretary

NOTES:

1. Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 for the resolutions at items No(s). 4 to 8 is given below. The relevant details, as required under Clause 49 of the Listing Agreement with Stock Exchanges, of the person seeking appointment/re-appointment as Directors are also annexed.
2. A member entitled to attend and vote at the annual general meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will be closed from September 23, 2015 to September 26, 2015 (both days inclusive).
6. The Notice of the AGM along with the Annual Report for the financial year 2014-15 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your Depository Participant(s).
8. Shareholders seeking any information with regard to accounts are requested to write to the Company Secretary at an early date so as to enable the management to keep the information ready.
9. Members attending the Meeting are requested to complete and bring the attendance slip along with Annual Report to the meeting.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. All documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days except Saturdays, during business hours, upto the date of the Annual General Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN details to the Company/R&T Agent.
13. Pursuant to the provisions of Section 124 of the Companies Act, 2013 as amended, read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules 2001, dividend which remains unpaid or unclaimed for a period of 7(seven) years will be transferred to the Investor Education and Protection Fund. Accordingly dividend declared for financial year 2007-08 will be transferred to IEPF in the current financial year 2015-16. Shareholders / Investors who have not encashed the dividend warrant(s) so far are requested to make their claim by specifying their Folio No./ DP ID and Client ID to the Karvy Computershare Private Limited, RTA. Shareholders are requested to please note that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie in respect thereof, under the provisions of Section 125 of the Companies Act, 2013 and the Rules made thereunder.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
15. Pursuant to provisions of Section 108 of the Act and the Rules framed hereunder and Clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare

Private Ltd, on all resolutions set forth in this Notice. The instructions and other information including login details relating to e-voting are provided in another sheet attached to the Annual Report and shall forms part of this Notice.

16. Poll pursuant to Section 109 of the Act, shall be made available at the Annual General Meeting for the purpose of the voting of the members present at the meeting. Members who have not exercised their vote through e-voting facility can vote through poll conducted at the meeting.

**By order of the Board of Directors
For IVRCL Limited**

Place: Hyderabad
Date: May 30, 2015

B.Subrahmanyam
Company Secretary

EXPLANATORY STATEMENT

(Pursuant to provisions of Section 102 of the Companies Act, 2013)

Item No: 4

Ms.M.Hima Bindu was appointed as an Additional Director of the Company w.e.f March 31, 2015 and holds the office till the conclusion of ensuing Annual General Meeting.

Notice has been received from a member proposing her candidature for the office of Independent director along with requisite deposit. The Board of Directors of the Company recommends the appointment of Ms.M.Hima Bindu as an Independent Director for a term of five years.

Ms.M.Hima Bindu has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act and Listing Agreement. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder and listing agreement, for appointment as an Independent Director and she is independent of the management.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms.M.Hima Bindu and her relatives, is concerned or interested, in the Resolution set out at item no. 4.

The Board recommends the Ordinary Resolution as set out at item no. 4 of the Notice for approval of the Members.

Item No: 5

Mr.K.Ashok Reddy, director, who was liable to retire by rotation, was appointed as Joint Managing director (JMD) with the approval of members of the Company at the last Annual General Meeting held on September 26, 2014, without any specific term. He holds the office of JMD till he retires by rotation as a director.

Pursuant to provisions of Section 152 of the Act, certain number of directors have to retire at every AGM. Accordingly Mr.K.Ashok Reddy's office is liable to retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment. It is proposed by the Board upon recommendation of Nomination and Remuneration Committee, to re-appoint him as JMD for a term of five years at remuneration as specified in resolution set out at item no 5, subject to approval of Central Government, as may be required.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr.K.Ashok Reddy and his relatives, is concerned or interested, in the Resolution set out at item no. 5.

The Board recommends the Special Resolution as set out at item no. 5 of the Notice for approval of the Members.

Item No: 6

As per the provisions of Section 148 of the Act and the Rules made thereunder, Company is required to get the cost accounting records of the company audited by a Cost Accountant. Accordingly the Board of Directors has appointed M/s.Sagar & Associates, Cost Accountant in practice to audit the Cost accounts of the Company. Pursuant to Rule 14 of the Companies (Audit and Accounts) rules, 2014, the members of the company have to ratify the remuneration payable to them. Accordingly the member's approval, to ratify the remuneration of Rs. 2,00,000/- (Rupee Two Lakhs Only) per annum, is sought at item no. 6 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the Resolution set out at item no. 6.

The Board recommends the Ordinary Resolution as set out at item no. 6 of the Notice for approval of the Members.

Item No: 7

The Special Resolution contained in the Notice under Item No. 7 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares and such other securities as stated in the resolution (the "Securities") at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with Merchant Bankers, Advisors, Underwriters, etc, inclusive of such premium, as may be determined by the Board in one or more tranche(s), subject to SEBI (ICDR) Regulations and other applicable laws, rules and regulations.

The resolution enables the Board to issue Securities for an aggregate amount not exceeding Rs. 500 crores.

The Board shall issue Securities pursuant to this special resolution to make investment in the subsidiaries of the company; repayment of the unsecure/secure loans including the loan provided by M/s.Indravati Investments Private Ltd for CDR purpose; to meet normal capital expenditure and for other general corporate purposes.

The special resolution also authorizes the Board of Directors of the Company to undertake a Qualified Institutions Placement with Qualified Institutional Buyers (QIBs) in the manner as prescribed under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (the "SEBI Regulations") for raising capital. The pricing of the Specified Securities to be issued to QIBs pursuant to the said SEBI Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the relevant provisions of the said SEBI Regulations.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Merchant Bankers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevalent market conditions from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue/ allotment/ conversion of Securities would be subject to the receipt of regulatory approvals, if any. Further the conversion of Securities held by foreign investors, into Equity Shares would be subject to the permissible foreign shareholding limits/cap specified by Reserve Bank of India from time to time.

Pursuant to the provisions of the Companies Act, 2013 ("the Act") including any rules made thereunder and SEBI ICDR Regulations the issue of equity shares to public or to certain persons/category of investors on private placement, /Qualified Institutional placment etc, will require the prior approval of the Members by way of a Special Resolution.

The Special Resolution as set out at Resolution No. 7, if passed, will have the effect of permitting the Board to issue and allot Securities to Investors, who may or may not be existing members of the Company in the manner as set out in resolution No. 7.

The Board recommends the Special Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Item No: 8

In terms of Section 143(8) of the Act, if a Company has a branch office(s) in India or abroad, then the accounts of that branch office(s) has to be audited either by Company's auditor or by person qualified to audit such accounts. In this regard it is proposed to authorise the Board to appoint an auditor for the branch office(s) opened/ to be opened hereafter, for the purpose of getting the accounts of that office audited.

None of the Directors, Key Managerial Personnel and their respective relatives is concerned or interested, in the Ordinary Resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the Members.

**By order of the Board of Directors
For IVRCL Limited**

Place: Hyderabad
Date: May 30, 2015

B.Subrahmanyam
Company Secretary