

To,
The Board of Directors
M/s. KNR Constructions Limited

28th November, 2016

Dear Sir,

Sub: Passing of resolutions through postal Ballot.

Pursuant to the resolution passed by the Committee of Board of Directors of M/s. KNR Constructions Limited on 28th November, 2016, I have been appointed as scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated 20th October, 2016

To enable wider participation of share holders, pursuant to the provisions of section 108 of the Companies Act, 2013 (the act) and the rules framed there under and as required under the listing agreement, listed Companies are required to provide e-voting facility to their share holders for all resolution to be passed at General Meeting or through postal ballot.

KNR Constructions Limited had therefore made arrangement with the system provider CDSL for providing system of recording votes of shareholders electronically through e-voting. KNR Constructions Limited had accordingly arranged through its Registrar and Transfer Agent M/s. Link Intime India Private Limited (RTA), Hereinafter referred to as RTA to set up the e-voting facility on the CDSL e-voting website: <https://www.evoting.india.com>.

KNR Constructions Limited through RTA uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. The registered of members was made up, for the purpose of dispatch of postal ballots to the shareholders as of 30th September, 2016 (cutoff date).

Description of Special Resolutions:

1. Sub-division of Nominal Value of Equity Shares from Rs. 10 to Rs. 2 each
2. Alteration of Capital Clause of Memorandum of Association of the Company
3. Adoption of new set of Articles of Association
4. Revision of Remuneration to Shri K Narasimha Reddy, Managing Director
5. Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director

I report that the postal ballot notice date 20th October, 2016 under section 110 of the Companies Act, 2013 read with the relevant rules dispatched to 2091 shareholders in physical form along with self addressed prepaid business reply envelope on 26th October, 2016.



In addition to the above, postal ballot notices were also sent via electronic mode by the company, the system provider to the shareholders at their e-mail addresses registered with the Depository participants as per the data downloaded from the CDSL and NSDL as on 30th September, 2016 (cutoff date).

I report that I have received the postal ballot forms from the shares holders during the period starting from Thursday, 27th October 2016 to Saturday, 26th November, 2016. All the postal ballot forms together with all votes cast by E-voting through CDSL received up to 26th November, 2016 being the last date fixed by the Company for receipt of the ballot forms/ e-voting were considered for my scrutiny.

On scrutiny, I report that 66 (sixty Six) shareholders have exercised their vote through e-voting and 38 (Thirty Eight) share holders have exercised their votes through postal ballot forms in physical mode.

The voting was reckoned in proportion to Members shares of voting rights on the paid up equity share capital of the company as on 30th September, 2016. The postal ballot notice was also placed on the website of the company during the period of voting i.e. 27th October 2016 to 26th November, 2016.

The locked E-votes on the website of CDSL has been unblocked by me in the presence of two witnesses namely Mr. Siva Prasad J and Mr. Anodh Reddy G who are not employees of the company. The e-votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company.

The summary of the postal ballot is as per the attached annexure.

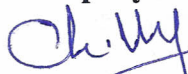
Result of the Postal Ballot:

These special resolutions set out in the notice of the postal ballot dated 20th October, 2016 require more than three-fourths of the number of votes to be cast in favour of the resolution in order to pass the resolution. I report that the Special Resolutions have been passed by the share holders by the requisite majority.

Thanking you,

Yours faithfully,

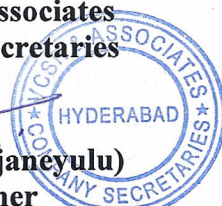
For VCSR & Associates
Company Secretaries



(Ch. Veeranjanyulu)

Partner

CP No. 6392 F.C.S No. 6121



Physical Voting Result

S.No	Resolution	Assent			Dessent			Invalid			Summary of result	
		No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares
1	Sub-division of Nominal Value of Equity Shares from Rs. 10 to Rs. 2 each	38	782976	100	0	0	0	0	0	0	38	782976
2	Alteration of Capital Clause of Memorandum of Association of the Company	38	782976	100	0	0	0	0	0	0	38	782976
3	Adoption of new set of Articles of Association	38	782976	100	0	0	0	0	0	0	38	782976
4	Revision of Remuneration to Shri K Narasimha Reddy, Managing Director	34	782674	99.96	4	302	0.04	0	0	0	38	782976
5	Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director	34	782674	99.96	4	302	0.04	0	0	0	38	782976

The above resolutions are passed with requisite majority.



Electronic Voting Result

S.No	Resolution	Assent			Dessent			Invalid			Summary of result	
		No. of Shareholders	No. of Shares	Percent age (%)	No. of Shareholders	No. of Shares	Percent age (%)	No. of Shareholders	No. of Shares	Percentage (%)	No. of Shareholders	No. of Shares
1	Sub-division of Nominal Value of Equity Shares from Rs. 10 to Rs. 2 each	65	23534183	100	1	9	Negligible	0	0	0	66	23534192
2	Alteration of Capital Clause of Memorandum of Association of the Company	65	23534183	100	1	9	Negligible	0	0	0	66	23534192
3	Adoption of new set of Articles of Association	63	23432638	99.57	2	101529	0.43	0	0	0	65	23534167
4	Revision of Remuneration to Shri K Narasimha Reddy, Managing Director	61	23533932	100	5	260	Negligible	0	0	0	66	23534192
5	Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director	61	23533932	100	5	260	Negligible	0	0	0	66	23534192

The above resolutions are passed with requisite majority.



Consolidated Results (Physical & E-voting)

S.No	Resolution	Assent			Dessent			Invalid			Summary of result	
		No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No.of Shares
1	Sub-division of Nominal Value of Equity Shares from Rs. 10 to Rs. 2 each	103	24317159	100	1	9	Negligible	0	0	0	104	24317168
2	Alteration of Capital Clause of Memorandum of Association of the Company	103	24317159	100	1	9	Negligible	0	0	0	104	24317168
3	Adoption of new set of Articles of Association	101	24215614	99.59	2	101529	0.41	0	0	0	103	24317143
4	Revision of Remuneration to Shri K Narasimha Reddy, Managing Director	95	24316606		9	562	Negligible	0	0	0	104	24317168
5	Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director	95	24316606		9	562	Negligible	0	0	0	104	24317168

The above resolutions are passed with requisite majority.

