

SCRUTINIZER'S REPORT ON VOTING
(Remote e-voting and Physical Poll)

Carried out for

KNR CONSTRUCTIONS LIMITED

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

To
The Chairman,
KNR CONSTRUCTIONS LIMITED
C-125, ANAND NIKETAN
NEW DELHI

Sub: Scrutinizer Report on Remote e-Voting & Physical Poll at the AGM

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **KNR CONSTRUCTIONS LIMITED** (the Company) on 14th August, 2016, I have been appointed as Scrutinizer for the purpose of scrutinizing voting process (remote e-voting & physical poll at the AGM) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014, as amended, (the Rules) in respect of business items detailed in *Annexure - I* hereto.

I, hereby confirm that I am familiar and am aware of the concept of electronic voting system as prescribed under the said Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (remote e-voting) and voting by using Ballot forms by the shareholders on the resolutions proposed in the Notice of the 21st AGM of the Company is the responsibility of the management. My responsibility as the scrutinizer is to ensure that the voting process, both through electronic means and by use of Ballot Forms at the AGM, are conducted in a fair and transparent manner and provide Scrutinizer's Report to the Chairman on the resolutions, based on the Reports generated from the electronic voting system provided by the Central Depository Services (India) Limited (CDSL) and the Report prepared based on the physical poll at the AGM.

For P.S. RAO & ASSOCIATES
Company Secretaries

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VIKAS SIROHIYA
Partner
C.P. No:5246

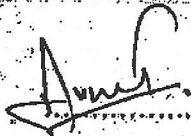
The Company has engaged Central Depository Services (India) Limited (CDSL) as the Service provider for providing the e - voting platform to the shareholders of the Company. M/s Link Intime India Private Limited is the Registrar and share Transfer Agent (RTA) of the Company. The service provider provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special business) to be transacted at the 21st Annual General Meeting (AGM) of the Company which was held on Friday, 30th day of September, 2016, at 11:00 A.M. at Hotel Mapple Emerald, NH - 8, Rajokri, New Delhi - 110038. The service provider, accordingly has set up e-voting facility on its website. The company and the Service Provider had uploaded all the items of business (Notice of AGM) to be transacted on their respective websites to facilitate its shareholders to cast their vote electronically.

As on the cut off date, i.e., 23rd September, 2016 there were 8530 shareholders in the Company. Notice of the AGM was sent electronically to the shareholders whose email IDs were registered and by way of Registered Post to the remaining shareholders.

The cut-off date (record date) for the purpose of identifying the shareholders who were entitled to vote on the resolutions placed for consideration of the shareholders was fixed as 23rd September, 2016. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days. It commenced at 9:00 A.M., on 27th September, 2016 and was closed at 5:00 P.M. on 29th September, 2016.

On 29th September, 2016 after 5:00 P.M., the voting portal of the service provider was blocked forthwith.

On 30th September, 2016, I unblocked the votes cast through e-voting facility in the presence of Mr. Avneet Singh Kohli and Ms. Vandana Modani who acted as the witnesses, (signed hereunder) as prescribed under Rule 20 (3) (x) of the Companies (Management and Administration) Rules, 2014, as amended.



For P.S. RAO & ASSOCIATES
Company Secretaries

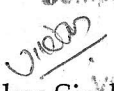

Vikas Choudhary
Partner
C.P. No: 5248

Further, on 30th September, 2016, after the completion of physical poll by the members, the Ballot Boxes were cut open and the ballot forms were taken in my custody. The Ballot forms were scrutinized and a Report on voting by physical poll was prepared by me.

As a Scrutinizer, I have prepared separate Reports on the remote e-voting and on the voting by physical poll at the AGM held on 30th September, 2016. I hereby submit the consolidated Report on all the resolutions contained in the Notice of the said AGM and transacted thereat by way of remote e-voting and by way of physical poll as *Annexure I* hereto.

Thanking You
Yours faithfully,

For P.S. RAO & ASSOCIATES
Company Secretaries


Vikas Sirohiya
Partner
P.S Rao & Associates
Company Secretaries
M.No. 15116, C.P No. 5246

Place: New Delhi

Date: 30th September, 2016

ORDINARY BUSINESS

Agenda Item No. 1

Adoption of Financial Statements

Details of Agenda

Adoption of audited Financial Statements for the FY ended 31st March, 2016

Resolution required

Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Category	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$(3) = \{(2) / (1)\} \times 100$			$(6) = \{(4) / (2)\} \times 100$	$(7) = \{(5) / (2)\} \times 100$
Promoter and Promoter Group							
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders							
Electronic Poll		6730875	76.44	6730875	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	8805167	6730875	76.44	6730875	0	100.00	N.A
Public-Others							
Electronic Poll		154525	5.18	154525	0	100.00	N.A
Physical Poll at AGM		161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154686	0	100.00	N.A
TOTAL	28123460	23221702	82.57	23221702	0	100.00	

For P.S. RAO & ASSOCIATES
Company Secretaries

VIKAS SIROHIYA
Partner
C.P. No:5248

ORDINARY BUSINESS

Agenda Item No. 2

Confirmation of Interim Dividend as Final Dividend

Details of Agenda

Confirmation of Interim Dividend of Re 1 per Equity Share of Rs.10 each as Final Dividend

Resolution required

Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Category	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$(3) = \{(2) / (1)\} * 100$			$(6) = \{(4) / (2)\} * 100$	$(7) = \{(5) / (2)\} * 100$
Promoter and Promoter Group							
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders							
Electronic Poll		6734535	76.48	6734535	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6734535	0	100.00	N.A
Public-Others							
Electronic Poll		154525	5.18	154525	0	100.00	N.A
Physical Poll at AGM		161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154686	0	100.00	N.A
TOTAL	28123460	23225362	82.58	23225362	0	100.00	

For P.S. RAO & ASSOCIATES
Company Secretaries

VIKAS SIRONIYA
Partner
C.P. No:5248

ORDINARY BUSINESS

Agenda Item No. 3	Reappointment of Smt. K Yashoda as a Director of the Company
Details of Agenda	Reappointment of Smt. K Yashoda as a Director of the Company
Resolution required	: Ordinary Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM

Category	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			(3) = { (2) / (1) } *100			(6) = { (4) / (2) } *100	(7) = { (5) / (2) } *100
Promoter and Promoter Group							
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders							
Electronic Poll		6734535	76.48	6150137	584398	91.32	8.68
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6150137	584398	91.32	8.68
Public-Others							
Electronic Poll		154525	5.18	154500	25	99.98	0.02
Physical Poll at AGM		161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154661	25	99.98	0.02
TOTAL	28123460	23225362	82.58	22640939	584423	97.48	2.52

For P.S. RAO & ASSOCIATES
Company Secretaries

VIKAS SIROHIYA
Partner
C.P. No: 5248

ORDINARY BUSINESS

Agenda Item No. 4

Reappointment of Statutory Auditors

Details of Agenda

Reappointment of M/s Sukumar & Co., Chartered Accountants as Statutory Auditor

Resolution required

: Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Category	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$(3) = \{(2) / (1)\} * 100$			$(6) = \{(4) / (2)\} * 100$	$(7) = \{(5) / (2)\} * 100$
Promoter and Promoter Group							
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders							
Electronic Poll		6734535	76.48	6310555	423980	93.70	6.30
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6310555	423980	93.70	6.30
Public-Others							
Electronic Poll		154525	5.18	154525	0	100.00	N.A
Physical Poll at AGM		161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154686	0	100.00	N.A
TOTAL	28123460	23225362	82.58	22801382	423980	98.17	1.83

For P.S.RAO & ASSOCIATES
Company Secretaries

VIKAS SIROHIYA
Partner
C.P. No:5248

SPECIAL BUSINESS

Agenda Item No. 5

Approval of remuneration to Cost Auditors

Details of Agenda

Approval of remuneration of Rs.3,00,000 to M/s K K Rao & Associates, Cost Auditors

Resolution required

: Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Category	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled *	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$(3) = \{(2) / (1)\} * 100$			$(6) = \{(4) / (2)\} * 100$	$(7) = \{(5) / (2)\} * 100$
Promoter and Promoter Group							
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders							
Electronic Poll		6734535	76.48	6734535	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6734535	0	100.00	N.A
Public-Others							
Electronic Poll		154525	5.18	154525	0	100.00	N.A
Physical Poll at AGM		161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154686	0	100.00	N.A
TOTAL	28123460	23225362	82.58	23225362	0	100.00	

P.S. RAO & ASSOCIATES
Company Secretaries

VIKAS SIROHIYA
Partner
C.P. No:5248