

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **KNR CONSTRUCTIONS LIMITED**

Quarter ending: 31st December 2015

| I Composition of Board of Directors | | | | | | | | |
|--|-------------------------|------------------------|--|---|--------|---|---|--|
| Title (Mr. / Mrs. / Ms.) | Name of the Director | PAN & DIN | Category (Chairperson /Executive/ Non-Executive / independent/ Nominee) | Date of Appointment in the current term /cessation | Tenure | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
| Mr. | K NARASIMHA REDDY | AEDPK2315K 00382412 | Executive | 01.04.2011 to 31.03.2016 | 5 Yrs | 1 | 0 | 0 |
| Mr. | K JALANDHAR REDDY | AEMPK0219B 00434911 | Executive | 01.04.2011 to 31.03.2016 | 5 Yrs | 1 | 1 | 0 |
| Mrs. | K YASHODA | AKSPK2197A 05157487 | Non- executive | 30.05.2014 | | 1 | 1 | 1 |
| Mr. | B V RAMA RAO | ABXPB8793K 00972552 | Independent Director | 01.10.2014 to 30.09.2019 | 5 Yrs | 1 | 1 | 0 |
| Mr. | L B REDDY | AAIPL9438P 00956445 | Independent Director | 01.10.2014 to 30.09.2019 | 5 Yrs | 1 | 1 | 1 |

| II Composition of Committees | | |
|--|-------------------------------|--|
| Name of the Committee | Name of the Committee Members | Category (Chairman / Executive / Non- Executive/ Independent/ Nominee) |
| 1 Audit Committee | L B Reddy | Chairman / Independent Director |
| | B V Rama Rao | Member / Independent Director |
| | K Jalandhar Reddy | Member / Executive |
| 2 Nomination & Remuneration Committee | L B Reddy | Chairman / Independent Director |
| | B V Rama Rao | Member / Independent Director |
| | K Yashoda | Member / Non-Executive |
| 3 Risk Management Committee | N.A | N.A |
| 4 Stakeholders Relationship Committee | K Yashoda | Chairman / Non Executive |
| | K Jalandhar Reddy | Member / Executive |

| III Meeting of Board of Director | | |
|---|---|--|
| Date(s) of the Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 14 th November 2015 | | |

| IV Meeting of Committees | | | |
|---|--|---|---|
| Date(s) of the Meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings s (in number of days) |
| Audit Committee 14 th November 2015 | Yes | | |
| Nomination and Remuneration Committee 14 th November 2015 | Yes | | |
| Stakeholders Relationship Committee 14 th November 2015 | Yes | | |

| V Related Party Transactions | |
|--|------------------------------------|
| Subject | Compliance Status (Yes / No / NA) |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities) NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - Nil-

Name & Designation
M V VENKATA RAO
Company Secretary