



VCSR & ASSOCIATES

Company Secretaries

8-3-945, 3rd Floor, F.No. 305 A & B, Pancom Business Centre,
Ameerpet, Hyderabad - 500 073. Tel: 040-2374 3021, 40078155

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

03rd February, 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 14th November, 2015, 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 28th December, 2015

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 25th December, 2015 (cutoff date).

Description of Special Resolutions:

1. Special Resolution for Re-Appointment of Shri K Narasimha Reddy, as Managing Director Section.196 of Companies Act, 2013
2. Special Resolution for Re-Appointment of Shri K Jalandhar Reddy, as Executive Director Section. 196 of Companies Act, 2013

I report that the postal ballot notice date 28th December, 2015 under section 110 of the Companies Act, 2013 read with the relevant rules dispatched to 8306 shareholders in physical form along with self addressed prepaid business reply envelope on 28th December, 2015.



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 25th December, 2014 (cutoff date).

I report that I have received the postal ballot forms from the shares holders during the period starting from 03rd January, 2016 to 02nd February, 2016. All the postal ballot forms together with all votes cast by E-voting through CDSL received up to 02nd February, 2015 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 52 (Fifty Two) shareholders have exercised their vote through e-voting and 60 (Sixty) 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 25th December, 2015. The postal ballot notice was also placed on the website of the company during the period of voting i.e. 03rd January, 2016 to 02nd February, 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. Anil Raja P 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.

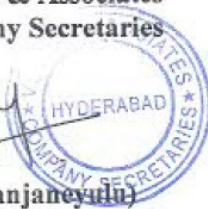
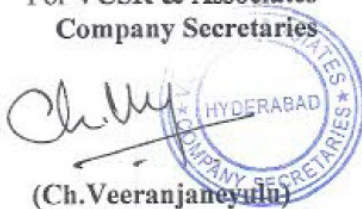
Result of the Postal Ballot:

These special resolutions set out in the notice of the postal ballot dated 28th December, 2015 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

SPECIAL BUSINESS

Agenda Item No. 1

Re-appointment of Shri K Narasimha Reddy as Managing Director
for a period of 5 years (w.e.f 01.04.2016 to 31.03.2021)

Resolution required

Special Resolution

Mode of Voting

Electronic Voting & Ballot Forms

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=(2/1)*100$	4	5	$6= (4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	E Voting	17086141	17086141	100	17086141	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	17086141	17086141	100	17086141	0	100	0
Public Institutions	E Voting	6429510	6429510	100	6429510	0	100	0
	Postal Ballot	780000	780000	100	780000	0	100	0
	Total	7209510	7209510	100	7209510	0	100	0
Public - Others	E Voting	31199	31199	100	31199	0	100	0
	Postal Ballot	6247	6247	100	6247	0	100	0
	Total	37446	37446	100	37446	0	100	0
Grand Total		24333097	24333097	100	24333097	0	100	0



SPECIAL BUSINESS

Agenda Item No. 2

Re-appointment of Shri K Jalandhar Reddy as Executive Director
for a period of 5 years (w.e.f 01.04.2016 to 31.03.2021)

Resolution required

Special Resolution

Mode of Voting

Electronic Voting & Ballot Forms

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	E Voting	17086141	17086141	100	17086141	0	100	0
	Postal Ballot	0	0	#DIV/0!	0	0	#DIV/0!	#DIV/0!
	Total	17086141	17086141	100	17086141	0	100	0
Public Institutions	E Voting	6429510	6429510	100	6429510		100	0
	Postal Ballot	780000	780000	100	780000		100	0
	Total	7209510	7209510	100	7209510	0	100	0
Public - Others	E Voting	31199	31199	100	31199		100	0
	Postal Ballot	6247	6247	100	6247		100	0
	Total	37446	37446	100	37446	0	100	0
Grand Total		24333097	24333097	100	24333097	0	100	0

