



**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

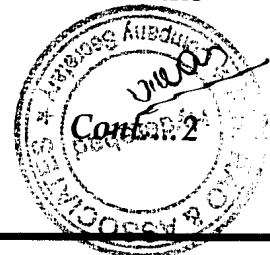
**Sub:** Scrutinizer Report on Remote e-Voting & Physical Poll at the AGM

Dear Sir,

Pursuant to the Resolution passed by the Board of Directors of **KNR CONSTRUCTIONS LIMITED** (the Company) on 14<sup>th</sup> August, 2015, I have been appointed as Scrutinizer for the purpose of scrutinizing voting process (remote e-voting & physical poll at the AGM) as laid under Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014, as amended, 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 Clause 35B of the Listing Agreement, as amended, entered into by the Company with the Stock Exchange.

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 20<sup>th</sup> 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 render consolidated 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.



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 20<sup>th</sup> Annual General Meeting (AGM) of the Company which was held on Wednesday, 30<sup>th</sup> day of September, 2015, 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., 24<sup>th</sup> September, 2015 there were 7709 shareholders in the Company. Notice of the AGM was sent electronically to the shareholders whose email IDs were registered and by way of post to the remaining shareholders.

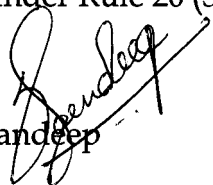
The cut- off date (record date) for the purpose of identifying the shareholders who were entitled to vote on the resolutions placed for consideration of the shareholders was fixed as 24<sup>th</sup> September, 2015. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days. It commenced at 9:00 A.M., on 27<sup>th</sup> September, 2015 and was closed at 5:00 P.M. on 29<sup>th</sup> September, 2015.

On 29<sup>th</sup> September, 2015 after 5:00 P.M, the voting portal of the service provider was blocked forthwith.

Further, on 30<sup>th</sup> September, 2015, 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.

On October 1<sup>st</sup> 2015, I unblocked the votes cast through e-voting facility in the presence of Mr. T. S. Sandeep and Mr. Prashant. T who acted as the witnesses, (signed hereunder) as prescribed under Rule 20 (3) (xi).

T. S. Sandeep




Prashant

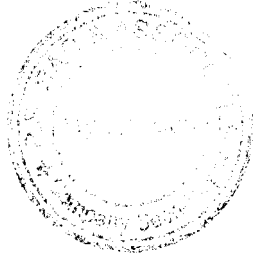


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As a Scrutinizer, I have prepared separate Reports on the remote e-voting and on the voting by physical poll at the AGM held on 30<sup>th</sup> September, 2015. I hereby submit the consolidated Report on all the resolutions contained in the Notice 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,

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



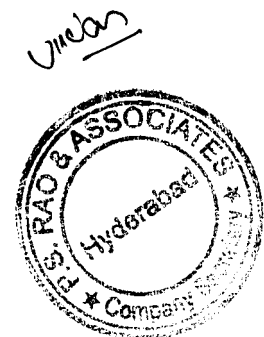
Place: Hyderabad  
Date: 1<sup>st</sup> October 2015

P. S. Rao & Associates  
Company Secretaries

**ORDINARY BUSINESS**

Agenda Item No. 1	Adoption of Audited Accounts
Details of Agenda	Adoption of audited Annual Accounts for the FY ended 31st March, 2015
Resolution required	Ordinary Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM

Promoter/Public	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
<b>Promoter and Promoter Group</b>							
Electronic Poll		13060220	76.44	13060220	0	100.00	N.A
Physical Poll at AGM		4025921	23.56	4025921	0	100.00	N.A
<b>Sub Total</b>	<b>17086141</b>	<b>17086141</b>	<b>100.00</b>	<b>17086141</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>Public Institutional Holders</b>							
Electronic Poll		6445510	84.34	6421518	0	99.63	N.A
Physical Poll at AGM		825000	10.79	825000	0	100.00	N.A
<b>Sub Total</b>	<b>7642661</b>	<b>7270510</b>	<b>95.13</b>	<b>7246518</b>	<b>0</b>	<b>99.67</b>	<b>N.A</b>
<b>Public-Others</b>							
Electronic Poll		157458	4.64	157458	0	100.00	N.A
Physical Poll at AGM		25	—	25	0	100.00	N.A
<b>Sub Total</b>	<b>3394658</b>	<b>157483</b>	<b>4.64</b>	<b>157483</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>TOTAL</b>	<b>28123460</b>	<b>24514134</b>	<b>87.17</b>	<b>24490142</b>	<b>0</b>	<b>99.90</b>	



**ORDINARY BUSINESS**

Agenda Item No. 2

Declaration of Dividend

Details of Agenda

Declaration of Dividend of Re 1 per Equity Share of Rs.10 each

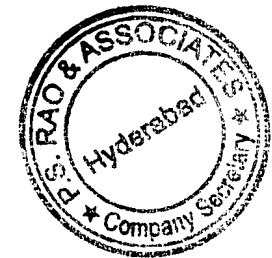
Resolution required

Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Promoter/Public	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
			$(3) = \frac{(2)}{(1)} * 100$			$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
<b>Promoter and Promoter Group</b>							
Electronic Poll		13060220	76.44	13060220	0	100.00	N.A
Physical Poll at AGM		4025921	23.56	4025921	0	100.00	N.A
<b>Sub Total</b>	<b>17086141</b>	<b>17086141</b>	<b>100.00</b>	<b>17086141</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>Public Institutional Holders</b>							
Electronic Poll		6445510	84.34	6421518	0	99.63	N.A
Physical Poll at AGM		825000	10.79	825000	0	100.00	N.A
<b>Sub Total</b>	<b>7642661</b>	<b>7270510</b>	<b>95.13</b>	<b>7246518</b>	<b>0</b>	<b>99.67</b>	<b>N.A</b>
<b>Public-Others</b>							
Electronic Poll		157458	4.64	157458	0	100.00	N.A
Physical Poll at AGM		25	—	25	0	100.00	N.A
<b>Sub Total</b>	<b>3394658</b>	<b>157483</b>	<b>4.64</b>	<b>157483</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>TOTAL</b>	<b>28123460</b>	<b>24514134</b>	<b>87.17</b>	<b>24490142</b>	<b>0</b>	<b>99.90</b>	



**ORDINARY BUSINESS**

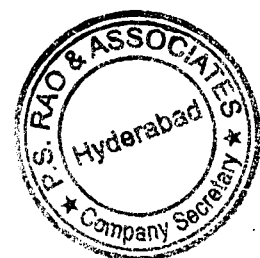
Agenda Item No. 3 Reappointment of Mr. K. Jalandhar Reddy as a Director of the Company

Details of Agenda Reappointment of Mr. K. Jalandhar Reddy as a Director of the Company

Resolution required : Ordinary Resolution

Mode of Voting Electronic Voting & Physical Poll at AGM

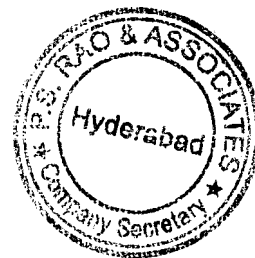
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			(3) = { (2) / (1) } *100			(6) = { (4) / (2) } *100	(7) = { (5) / (2) } *100
<b>Promoter and Promoter Group</b>							
Electronic Poll		13060220	76.44	13060220	0	100.00	N.A
Physical Poll at AGM		4025921	23.56	4025921	0	100.00	N.A
<b>Sub Total</b>	<b>17086141</b>	<b>17086141</b>	<b>100.00</b>	<b>17086141</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>Public Institutional Holders</b>							
Electronic Poll		6445510	84.34	6377246	44272	98.94	0.69
Physical Poll at AGM		825000	10.79	825000	0	100.00	N.A
<b>Sub Total</b>	<b>7642661</b>	<b>7270510</b>	<b>95.13</b>	<b>7202246</b>	<b>44272</b>	<b>99.06</b>	<b>0.61</b>
<b>Public-Others</b>							
Electronic Poll		157458	4.64	157458	0	100.00	N.A
Physical Poll at AGM		25	—	25	0	100.00	N.A
<b>Sub Total</b>	<b>3394658</b>	<b>157483</b>	<b>4.64</b>	<b>157483</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>TOTAL</b>	<b>28123460</b>	<b>24514134</b>	<b>87.17</b>	<b>24445870</b>	<b>44272</b>	<b>99.72</b>	<b>0.18</b>



**ORDINARY BUSINESS**

**Agenda Item No. 4** Reappointment of Statutory Auditors  
**Details of Agenda** Reappointment of M/s Sukumar & Co., Chartered Accountants as Statutory Auditors  
**Resolution required** : Ordinary Resolution  
**Mode of Voting** Electronic Voting & Physical Poll at AGM

Promoter/Public	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
			$(3) = \{(2) / (1)\} * 100$			$(6) = \{(4) / (2)\} * 100$	$(7) = \{(5) / (2)\} * 100$
<b>Promoter and Promoter Group</b>							
Electronic Poll		13060220	76.44	13060220	0	100.00	N.A
Physical Poll at AGM		4025921	23.56	4025921	0	100.00	N.A
<b>Sub Total</b>	<b>17086141</b>	<b>17086141</b>	<b>100.00</b>	<b>17086141</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>Public Institutional Holders</b>							
Electronic Poll		6445510	84.34	4791484	1630034	74.34	25.29
Physical Poll at AGM		825000	10.79	825000	0	100.00	N.A
<b>Sub Total</b>	<b>7642661</b>	<b>7270510</b>	<b>95.13</b>	<b>5616484</b>	<b>1630034</b>	<b>77.25</b>	<b>22.42</b>
<b>Public-Others</b>							
Electronic Poll		157458	4.64	157458	0	100.00	N.A
Physical Poll at AGM		25		25	0	100.00	N.A
<b>Sub Total</b>	<b>3394658</b>	<b>157483</b>	<b>4.64</b>	<b>157483</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>TOTAL</b>	<b>28123460</b>	<b>24514134</b>	<b>87.17</b>	<b>22860108</b>	<b>1630034</b>	<b>93.25</b>	<b>6.65</b>



**SPECIAL BUSINESS**

Agenda Item No. 5

Remuneration of Cost Auditors

Details of Agenda

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

Promoter/Public	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
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<b>Promoter and Promoter Group</b>							
Electronic Poll		13060220	76.44	13060220	0	100.00	N.A
Physical Poll at AGM		4025921	23.56	4025921	0	100.00	N.A
<b>Sub Total</b>	<b>17086141</b>	<b>17086141</b>	<b>100.00</b>	<b>17086141</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>Public Institutional Holders</b>							
Electronic Poll		6445510	84.34	6421518	0	99.63	N.A
Physical Poll at AGM		825000	10.79	825000	0	100.00	N.A
<b>Sub Total</b>	<b>7642661</b>	<b>7270510</b>	<b>95.13</b>	<b>7246518</b>	<b>0</b>	<b>99.67</b>	<b>N.A</b>
<b>Public-Others</b>							
Electronic Poll		157458	4.64	157458	0	100.00	N.A
Physical Poll at AGM		25	—	25	0	100.00	N.A
<b>Sub Total</b>	<b>3394658</b>	<b>157483</b>	<b>4.64</b>	<b>157483</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
<b>TOTAL</b>	<b>28123460</b>	<b>24514134</b>	<b>87.17</b>	<b>24490142</b>	<b>0</b>	<b>99.90</b>	<b>N.A</b>

