



**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,

22nd Annual General Meeting of Equity Shareholders of

KNR CONSTRUCTIONS LIMITED

C-125, Anand Niketan,

New Delhi -110021

Held on Thursday, 28th September, 2017 at 11:00 A.M. at Hotel Mappel Emerald, Nh-8, Rajokri,
New Delhi - 110038

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, 2017, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 22nd 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 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 Linkintime 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) transacted at the 22nd Annual General Meeting (AGM) of the Company which was held on Thursday, 28th day of September, 2017, at 11:00 A.M. at Hotel Mappel Emerald, Nh-8, Rajokri, New Delhi - 110038. The service provider, accordingly had 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.

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 22nd September, 2017. 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 25th September, 2017 and was closed at 5:00 P.M. on 27th September, 2017.

On 27th September, 2017 after 5:00 P.M, the voting portal of the service provider was blocked forthwith.

After the time fixed for closing of the poll by the chairman 1 (one) Ballot box kept for polling was locked in my presence with due identification marks placed by me.

After completion of polling, I unblocked the votes cast through e-voting facility in the presence of Mr. Vishal Sirohiya and Mr. B. Nageswara Rao who acted as the witnesses, (signed hereunder) as prescribed under Rule 20 (3) (xi).


Vishal Sirohiya


B. Nageswara Rao

Then, the locked Ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Share Transfer Agent of the Company and the authorizations lodged with the company.

I did not find any poll papers invalid.

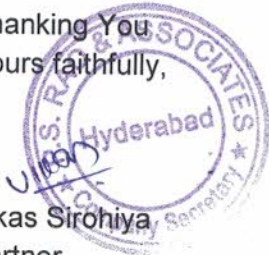


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As a Scrutinizer, I have prepared separate Reports on the remote e-voting and on the voting by physical poll at the AGM held on 28th September, 2017. I hereby submit the consolidated Report on all the resolutions contained in the Notice of the said AGM and transacted upon by way of remote e-voting and by way of physical poll, as **Annexure I** hereto.

The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking You,
Yours faithfully,



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

Place: Hyderabad
Date: 29th September, 2017

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, 2017
(Stand-alone and Consolidated)

Resolution required

Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

whether promoter/ promoter
Group are interested in the
Agenda/ resolution

No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
		1	2	3	4	5	6	7
				$(3) = \frac{(2)}{(1)} \times 100$			$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E - Voting	80680705	80680705	100.00	80680705	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		80680705	100.00	80680705	0	100.00	0.00
Public Institutions	E - Voting		41839359	91.89	35275102	6564257	84.31	15.69
	Poll	45533902	2375000	5.22	2375000	0	100.00	0.00
	Total		44214359	97.10	37650102	6564257	85.15	14.85
Public Non Institutions	E - Voting		1370777	9.52	1370527	250	99.98	0.02
	Poll	14402693	320	0.00	320	0	100.00	0.00
	Total		1371097	9.52	1370847	250	99.98	0.02
TOTAL		140617300	126266161	89.79	119701654	6564507	94.80	5.20



P S Rao & Associates
Company Secretaries

ORDINARY BUSINESS

Agenda Item No. 2

Declaration of Dividend

Details of Agenda

Declaration of Dividend @ Re 0.50 per Equity Share of Rs.2 each

Resolution required

Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

whether promoter/ promoter Group are interested in the Agenda / resolution

No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes 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
				$(3) = \frac{(2)}{(1)} * 100$			$(6) = \frac{(4)}{(2)} * 100$	
Promoter and Promoter Group	E - Voting	80680705	80680705	100.00	80680705	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		80680705	100.00	80680705	0	100.00	0.00
Public Institutional Holders	E - Voting		41857659	91.93	41857659	0	100.00	0.00
	Poll	45533902	2375000	5.22	2375000	0	100.00	0.00
	Total		44232659	97.14	44232659	0	100.00	0.00
Public Non Institutions	E - Voting		1370777	9.52	1370527	250	99.98	0.02
	Poll	14402693	320	0.00	320	0	100.00	0.00
	Total		1371097	9.52	1370847	250	99.98	0.02
TOTAL		140617300	126284461	89.81	126284211	250	100.00	0.00



P S Rao & Associates
Company Secretaries

ORDINARY BUSINESS

Agenda Item No. 3

Reappointment of Shri K Jalandhar Reddy to the office of Director of the Company

Details of Agenda

Reappointment of Shri K Jalandhar Reddy to the office of Director of the Company

Resolution required

: Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

whether promoter/ promoter Group are interested in the Agenda / resolution

No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E - Voting		80680705	100.00	80680705	0	100.00	0.00
	Poll	80680705	-	-	-	-	-	-
	Total		80680705	100.00	80680705	0	100.00	0.00
Public Institutional Holders	E - Voting		41857659	91.93	38934430	2923229	93.02	6.98
	Poll	45533902	2375000	5.22	2375000	0	100.00	0.00
	Total		44232659	97.14	41309430	2923229	93.39	6.61
Public Non Institutions	E - Voting		1370777	9.52	1369742	1035	99.92	0.08
	Poll	14402693	320	0.00	320	0	100.00	0.00
	Total		1371097	9.52	1370062	1035	99.92	0.08
TOTAL		140617300	126284461	89.81	123360197	2924264	97.68	2.32



P S Rao & Associates
Company Secretaries

ORDINARY BUSINESS

Agenda Item No. 4

Appointment of Statutory Auditors

Details of Agenda

Appointment of M/s K P Rao & Co., Chartered Accountants as Statutory Auditors

Resolution required

: Ordinary Resolution

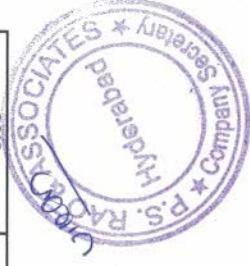
Mode of Voting

Electronic Voting & Physical Poll at AGM

whether promoter/ promoter Group are interested in the Agenda/ resolution

No

Category	Mode of Voting	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	E - Voting	80680705	80680705	100.00	80680705	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		80680705	100.00	80680705	0	100.00	0.00
Public Institutional Holders	E - Voting	45533902	41857659	91.93	41853732	3927	99.99	0.01
	Poll		2375000	5.22	2375000	0	100.00	0.00
	Total		44232659	97.14	44228732	3927	99.99	0.01
Public Non Institutions	E - Voting	14402693	1370777	9.52	1370527	250	99.98	0.02
	Poll		320	0.00	320	0	100.00	0.00
	Total		1371097	9.52	1370847	250	99.98	0.02
TOTAL		140617300	126284461	89.81	126280284	4177	100.00	0.00



SPECIAL BUSINESS

Agenda Item No. 5

Ratification of Remuneration of Cost Auditors

Details of Agenda

Ratification of Remuneration of Cost Auditors

Resolution required

: Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

whether promoter/ promoter Group are interested in the Agenda/ resolution

No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes Favor	No. of Votes Against	% of Votes Favor on votes polled	% of Votes against on votes polled
		1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	6	7
Promoter and Promoter Group	E - Voting	80680705	80680705	100.00	80680705	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		80680705	100.00	80680705	0	100.00	0.00
Public Institutional Holders	E - Voting	45533902	41857659	91.93	38979906	2877753	93.12	6.88
	Poll		2375000	5.22	2375000	0	100.00	0.00
	Total		44232659	97.14	41354906	2877753	93.49	6.51
Public Non Institutional Holders	E - Voting		1370777	9.52	1370527	250	99.98	0.02
	Poll	14402693	320	0.00	320	0	100.00	0.00
	Total		1371097	9.52	1370847	250	99.98	0.02
TOTAL		140617300	126284461	89.81	123406458	2878003	97.72	2.28

