

Date: 12th April 2019

Ref: KNRCL/SD/2019/66 & 67

To
Dept. of Corporate Services,
BSE Limited
P J Towers, Dalal Street,
Fort, MUMBAI - 400001

To
National Stock Exchange of India Limited
"Exchange Plaza",
Bandra Kurla Complex,
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Sir,

Sub: - Corporate Governance Report for the quarter ended 31st March 2019

Ref: - Reg. 27 of SEBI (Listing Obligations and Disclosure Regulations), 2015
KNR Constructions Limited,
BSE Code: 532942, NSE Symbol: KNRCON

With reference to the above please find attached Corporate Governance Report of the Company for the Quarter ended 31st March 2019 as per Reg. 27 of SEBI (Listing Obligations and Disclosure Regulations), 2015.

This is for your information and records.

Yours truly,
for KNR Constructions Limited



M. V. VENKATA RAO
Company Secretary



ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - KNR Constructions Limited
2. Quarter ending - 31-Mar-2019

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive /Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No 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	Membership in Committees of the Company	Remarks
Mr.	KAMIDI NARSIMHA REDDY	00382412	AEDPK2315 K	ED	CEO -MD	01-Apr-2016			1	0	0		
Mr.	KAMIDI JALANDHAR REDDY	00434911	AEMPK021 9B	ED		01-Apr-2016			1	1	0	AC,SC	
Mr.	B V RAMA RAO	00972552	ABXPB8793 K	ID,C & NED		30-May-2014		60	1	1	0	AC,NR C	
Mr.	L B REDDY	00956445	AAIPL9438 P	ID		01-Oct-2014		60	1	1	1	AC,NR C	
Mrs.	KAMIDI YASHODA	05157487	AKSPK2197 A	NED		01-Oct-2014			1	1	1	SC,NR C	

Company Remarks	
Whether Permanent chairperson appointed	Yes



ii. **Composition of Committees**

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	L B REDDY	ID	Chairperson	01-Oct-2014	
2	B V RAMA RAO	ID,C & NED	Member	01-Oct-2014	
3	KAMIDI JALANDHAR REDDY	ED	Member	01-Apr-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	KAMIDI JALANDHAR REDDY	ED	Member	30-May-2014	
2	KAMIDI YASHODA	NED	Chairperson	01-Apr-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date

Company Remarks	
Whether Permanent chairperson appointed	



d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	KAMIDI YASHODA	NED	Member	30-May-2014	
2	B V RAMA RAO	ID,C & NED	Member	01-Oct-2014	
3	L B REDDY	ID	Chairperson	01-Oct-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
12-Nov-2018	11-Feb-2019
	28-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	12-Nov-2018	11-Feb-2019	3	Yes
Stakeholders Relationship Committee	12-Oct-2018	08-Jan-2019	2	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90



v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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. - **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name :
Designation :

M V VENKATA RAO
Company Secretary & Compliance Officer



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.knrcl.com
Terms and conditions of appointment of	Yes		www.knrcl.com/investors
Composition of various committees of	Yes		www.knrcl.com/policies
Code of conduct of board of directors and	Yes		www.knrcl.com/policies
Details of establishment of vigil mechanism/	Yes		www.knrcl.com/policies
Criteria of making payments to non-	Yes		www.knrcl.com/policies
Policy on dealing with related party	Yes		www.knrcl.com/policies
Policy for determining 'material' subsidiaries	Yes		www.knrcl.com/policies
Details of familiarization programs imparted	Yes		www.knrcl.com/policies
Contact information of the designated officials of the listed	Yes		www.knrcl.com/investorsfaq
email address for grievance redressal and	Yes		www.knrcl.com/investorsfaq
Financial results	Yes		www.knrcl.com/quarterly
Shareholding pattern	Yes		www.knrcl.com/shareholding
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		



II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7) &	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Not Applicable	
Approval for material related party transactions	23(4)	Not Applicable	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	



<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : M V VENKATA RAO
 Designation : Company Secretary & Compliance Officer

