



KNR CONSTRUCTIONS LIMITED

CIN: L74210TG1995PLC130199

Regd. Off. KNR House, 3rd& 4th Floors, Plot No.114, Phase –I, Kavuri Hills,
Hyderabad – 500033

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Website: www.knrcl.com, email: investors@knrcl.com

POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

Notice is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (hereinafter referred to as the 'Rules') (including any statutory modification(s) or amendment(s) thereto, and as amended from time to time) and pursuant to other applicable laws and regulations, that the resolutions below, in relation to:-

1. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association
2. Issue of Bonus Shares
3. Re-appointment of Shri K Narsimha Reddy to the office of Managing Director
4. Re-appointment of Shri K Jalandhar Reddy to the office of Executive Director

are proposed to be passed by the members through postal ballot/electronic voting (e-voting).

The resolutions and the relevant statement pursuant to section 102 of the Act setting out the material facts and the reasons for the proposed resolutions are appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 22(5) of the aforesaid Rules, appointed Mr. Vikas Sirohiya, Practicing Company Secretary (ACS: 15116, CP:5246) and Partner M/s. P S Rao & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In case you wish to vote through physical ballot by way of post, you are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of the working hours i.e. by 5:00 P.M. on Friday, the 22nd January 2021, being the date of closure of ballot / voting

period. The Postal Ballot Notice, along with Postal Ballot Form shall be available on the website of the Company, www.knrcl.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL, www.evotingindia.com.

Further, the Company is pleased to offer e-voting facility as an alternate to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. Shareholders are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 P.M. on Friday, the 22nd January 2021 for being considered valid, failing which it will be strictly considered that no vote has been received from the respective shareholder. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The voting period (physical ballot / evoting) shall commence at 9:00 A.M. (IST) on Thursday, 24th December, 2020 and shall end at 5:00 P.M. (IST) on Friday, 22nd January, 2021.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the voting process. The results shall be announced by the Chairman or in his absence by any Director of the Company on Sunday, the 24th January, 2021 at the Registered Office of the Company and will be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The results, along with the Scrutinizers Report will be placed on the website of the Company, www.knrcl.com, on the website of the Stock Exchanges i.e. BSE and NSE, i.e., at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL, i.e., www.evotingindia.com.

SPECIAL BUSINESS:

ITEM NO. 1

Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) equity shares of ₹ 2/- (Rupees Two only) to ₹ 60,00,00,000 (Sixty Crores) divided into 30,00,00,000 (Thirty Crores) equity shares of ₹ 2/- (Rupees Two only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

"V.

- a) The Authorised Share Capital of Company is ₹ 60,00,00,000 (Rupees Sixty Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 2/- each.
- b) The Share Capital of the Company (whether original increased or reduced) may be subdivided, consolidated or divided into such classes of shares as may be allowed under the law for time being in force relating to companies with such privileges or rights as may be attached and to be held upon such terms as may be prescribed by the Regulations of the Company.

RESOLVED FURTHER THAT the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred on any Director(s), Company Secretary or any other officer of the Company.

ITEM NO. 2

Issue of Bonus Shares

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations"), the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 28,12,34,600 (Rupees Twenty Eight Crores Twelve Lakhs Thirty Four Thousand and Six Hundred only) from and out of the securities premium reserve of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹ 2/- (Rupees Two only) each, credited as fully paid up to eligible members of the Company holding equity shares of ₹ 2/- (Rupees Two only) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of ₹ 2/- (Rupees Two only) each for every 1 (One) existing fully paid-up equity share of ₹ 2/- (Rupees Two only) each held by them, (i.e., in the ratio of 1:1) and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and to delegate all or any of such powers to the Committee(s), and its decision shall be final and binding."

ITEM NO. 3

RE-APPOINTMENT OF SHRI K NARSIMHA REDDY, TO THE OFFICE OF MANAGING DIRECTOR

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196,197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereto, the reappointment of Shri K Narsimha Reddy by the Board of Directors, upon recommendation of Nomination and Remuneration committee, to the office of Managing Director of the Company, a Key Managerial Personnel as defined U/s 2 (51) of the Companies Act, 2013, for a further period of 5 years, i.e., with effect from 1st April 2021 to 31st March, 2026 on such remuneration and other terms and conditions as laid in the Explanatory Statement annexed hereto, be and is hereby approved.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and subject to all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the annexed Explanatory Statement be paid as minimum remuneration to Shri K Narsimha Reddy, Managing Director, notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has no profits or profits are inadequate."

"RESOLVED FURTHER THAT Mr. M V Venkata Rao, Company Secretary or any Director of the Company be and are hereby severally authorized to take necessary steps as may be required for giving effect to this resolution."

ITEM NO. 4

RE-APPOINTMENT OF SHRI K JALANDHAR REDDY, TO THE OFFICE OF EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196,197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereto, the reappointment of Shri K Jalandhar Reddy, by the Board of Directors, upon recommendation of Nomination and remuneration committee, to the office of Executive Director of the Company, for a further period of 5 years, i.e., with effect from 1st April 2021 to 31st March, 2026 on such remuneration and other terms and conditions as laid in the Explanatory Statement annexed hereto, be and is hereby approved.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and subject to all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the annexed Explanatory Statement be paid as minimum remuneration to Shri K Jalandhar Reddy, Executive Director notwithstanding that in any financial year of the Company during his tenure as Executive Director, the Company has no profits or profits are inadequate."

"RESOLVED FURTHER THAT Mr. M V Venkata Rao, Company Secretary or any Director of the Company be and are hereby severally authorized to take necessary steps as may be required for giving effect to this resolution."

By Order of the Board of Directors

M. V. VENKATA RAO
Company Secretary

Place: Hyderabad
Date: 18.12.2020

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. Information in respect of Directors seeking re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI is attached herewith to the Notice.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours till the conclusion of the Postal Ballot voting period, i.e., 22nd January, 2021.
4. The Postal Ballot Notice is being sent to the shareholders of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, 18th December, 2020.
5. The Postal Ballot Notice is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and by way of Registered Post to others. The Postal Ballot Notice will also be available on the Company's website at www.knrc.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, i.e., www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL, i.e., www.evotingindia.com.
6. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s Link Intime India Private Limited (RTA),C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083. Members may note that the Company has additionally enabled a

process for the limited purpose of receiving shareholder communications during the calendar year 2020 and the Members may update their email address by accessing, investors@knrcl.com

7. In accordance with the provisions of the Companies Act, Shareholders can either vote through the remote e-voting process or way of post (physical ballot).
8. Shareholders whose names appear in the Register of Members/List of Beneficial Owners as on the Cut Off date, i.e., Friday, 18th December, 2020, will be considered for the purpose of e-voting.
9. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
10. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 18th December, 2020. A person who is not a shareholder on the said cut off date should treat this notice for information purpose only.
11. In compliance with the provisions of Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically, through the e-voting service facility arranged by CDSL, or by way of post (physical ballot) and the business may be transacted through such voting. The instructions for e-voting are provided as part of this Postal Ballot Notice.
12. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 P.M. on Friday, 22nd January, 2021 or return the Postal Ballot Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of the working hours i.e. by 5 P.M. on Friday, the 22nd January 2021, failing the said it will be strictly considered that no vote has been received from that particular shareholder.
13. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the voting process. The results shall be announced by the Chairman or in his absence by any Director of the Company on Sunday, 24th January, 2021 at the Registered Office of the Company and be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
14. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Friday, 22nd January,

2021 i.e., the last date specified for receipt of votes through the e-voting process / postal ballot form.

General information and instructions relating to e-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24th December, 2020, 9:00 A.M and ends on 22nd January, 2021, 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS AS REQUIRED UNDER SECTION 102 (2) OF THE COMPANIES ACT, 2013

ITEM NOS. 1 AND 2

The Board of Directors at its meeting held on 18th December 2020, subject to the consent of the members of the Company, approved and recommended issue of bonus equity shares of ₹ 2/- (Rupees Two only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (one) new fully paid-up equity share of ₹ 2/- (Rupees Two only) each for every 1 (one) existing fully paid-up equity share of ₹ 2/- (Rupees Two only) each by capitalising a sum not exceeding ₹ 28,12,34,600 (Rupees Twenty Eight Crores Twelve Lakhs Thirty Four Thousand and Six Hundred only) from and out of the securities premium reserve of the Company, as may be considered appropriate.

Article 59 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of the Company's securities premium account by issuing fully paid bonus shares.

Further, the members may note that the existing Authorised Share Capital of the Company is ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) consisting of 17,50,00,000 (Seventeen Crores Fifty Lakhs) equity shares of ₹ 2/- (Rupees Two only) each.

In order to facilitate issue of bonus shares, if approved by members, it is proposed to increase the Authorised Share Capital to ₹ 60,00,00,000 (Rupees Sixty Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 2/- each. The increase in the Authorised Share Capital, as aforesaid, would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of the sums standing to the credit of securities premium account of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or

interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board commends the Ordinary Resolutions set out at Item Nos. 1 and 2 in this Postal Ballot Notice for approval by the members.

ITEM NOS: 3 AND 4

Your Board of Directors at their meeting held on 18th December 2020 have, subject to the members' approval, reappointed Shri K Narsimha Reddy to the office of Managing Director and Shri K Jalandhar Reddy to the office of Executive Director of the Company for a further period of 5 years on such remuneration and other terms and conditions as laid hereunder:

Sl. No.	Name & Designation	Tenure of Office	Proposed	
			Remuneration in ₹ Per Month Fixed Pay	Variable Pay
1	K Narsimha Reddy Managing Director	01.04.2021 - 31.03.2026	65.00 lacs	Not exceeding 100% of respective Consolidated Salary, payable annually for each financial year, as may be determined by the Board
2.	K Jalandhar Reddy Executive Director	01.04.2021 - 31.03.2026	45.00 lacs	

In addition to the above, Shri K Narsimha Reddy and Shri K Jalandhar Reddy shall be entitled, individually, to the following benefits at the company's cost.

- i) Medical Reimbursement: Actual expenses incurred for self and Family shall be reimbursed subject to maximum of one month salary per annum.
- ii) Club Fees: This includes Admission and Membership Fee not exceeding ₹ 50,000/- per annum
- iii) Personal Accident Insurance: Premium shall not exceed ₹ 20,000/- per annum.
- iv) Provident Fund and Superannuation Fund: Contribution towards Provident Fund and Superannuation Fund shall be as per the company's policy.
- v) Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service.
- vi) Car for office use and Telephone facility at residence will be provided.

The proposed variable pay will be as determined by the Board based on the performance of the company and other factors as deemed fit, but shall not exceed

2021-22	50 % of Fixed Pay PA
2022-23	60 % of Fixed Pay PA
2023-24	75 % of Fixed Pay PA
2024-25	85 % of Fixed Pay PA
2025-26	100 % of Fixed Pay PA

Shri K Narsimha Reddy and Shri K Jalandhar Reddy shall not be entitled to sitting fee for attending meetings of the Board or of any Committees thereof.

Keeping in view the contributions made by the said Directors to the sustained growth and development of the Company, your Board of Directors are of the opinion that their experience continues to be of immense benefit to the Company and hence be reappointed for another term of 5 years.

Taking into account the good work that the management has been doing, more particularly by Shri K Narsimha Reddy, Managing Director and ably assisted by Shri K Jalandhar Reddy, the Executive Director, who is also the CFO of the Company, it is felt that the proposed reappointment for another term of 5 years at the revised remuneration is just and reasonable and commensurate with the size and scale of the Company and also with the Industry standards.

Pursuant to the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act, any such appointment needs to be approved by the members in their General Meeting.

In view of the aforesaid, the resolutions set out at Item Nos. 3 & 4 are recommended for your consideration.

A Copy of draft letter of appointment of Shri K Narsimha Reddy, Managing Director and that of Shri K Jalandhar Reddy, the Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during the working hours on any working day till the conclusion of the Postal Ballot voting period, i.e., 22nd January, 2021.

Shri K Narsimha Reddy is the husband of Smt. K. Yashoda and father of Shri K Jalandhar Reddy. In other words, Shri K Jalandhar Reddy is the son of Shri K Narsimha Reddy and Smt. K. Yashoda, Director of the Company. Apart from the said, they are not related to any Director of the Company. Further, Shri K Narsimha Reddy, Smt. K. Yashoda and Shri K Jalandhar Reddy belong to the promoter / promoter group of the Company and holds shares in the Company.

Thus, Shri K Narsimha Reddy, Smt. K. Yashoda and Shri K Jalandhar Reddy may be deemed to be concerned in the resolutions set out at Item Nos. 3 and 4 in the Notice.

Save and except the aforesaid, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item Nos. 3 & 4 in the Notice, except to

the extent of shares held by them in the paid up share capital of the Company.

Brief profile of Shri K Narsimha Reddy

Shri K Narsimha Reddy aged 72 years, is the Founder Promoter and the Managing Director of the Company. He holds a Bachelor's degree in Arts from Kakatiya University. He has over 50 years of experience in the roads and infrastructure sector, and has been the driving force behind the Company's establishment and growth, and Company has grown to the current size and scale under his able leadership. He started his career in 1968 as sub-contractor for other construction companies. In 1979, he formed a partnership in the name and style of M/s K Narsimha Reddy & Company, which was engaged in the business of undertaking civil and mechanical contracts. Shri Reddy has extensive knowledge and experience in project planning, scheduling, cost controls, and quality surveying in addition to overall construction project management. Shri Reddy oversees the implementation of all the projects and has formulated the corporate vision of the Company. Shri K Narsimha Reddy is presently the Managing Director of KNR Constructions Limited and director of Patel KNR Heavy Infrastructures Limited, Patel KNR Infrastructures Limited, KNR Muzaffarpur Barauni Tollway Private Limited, KNR Srirangam Infra Private Limited, KNR Shankarampet Projects Private Limited, KNR Tirumala Infra Private Limited, KNR Somwarpet Infraproject Private Limited and KNR Palani Infra Private Limited as on 31st March 2020.

It is proposed to seek member's approval for his reappointment and remuneration payable to him as the Managing Director of the Company, in terms of the applicable provisions of the Act.

Brief profile of Shri K Jalandhar Reddy

Shri K Jalandhar Reddy aged 49 years, is the Promoter and Executive Director of KNR Constructions Limited. He is the son of the Company's founder Promoter and Managing Director, Shri K Narsimha Reddy. He holds a Bachelor's Degree in Computer Engineering from Bangalore University. He has over 24 years of experience in the roads and infrastructure sector. He started his career with KNR Constructions as a project manager and was elevated as Executive Director from the year 1997. He heads the tendering and bidding activities of the company, as also is in charge of the projects execution. Shri Jalandhar Reddy is presently the Executive Director & CFO of KNR Constructions Limited and Director of Vishnu Publicity Solutions Private Limited, KNR Muzaffarpur Holdings Private Limited, Siriadhvaitha Agrotech Private Limited, KNR Muzaffarpur Barauni Tollway Private Limited, KNR Walayar Tollways Private Limited, KNR Srirangam Infra Private Limited, KNR Shankarampet Projects Private Limited, KNR Tirumala Infra Private Limited, KNR Somwarpet Infraproject Private Limited and KNR Palani Infra Private Limited as on 31st March 2020

It is proposed to seek member's approval for his reappointment and remuneration payable to him as the Executive Director of the Company, in terms of the applicable provisions of the Act.

By Order of the Board of Directors

M. V. VENKATA RAO
Company Secretary

Place: Hyderabad
Date: 18.12.2020

Information in respect of Director seeking appointment/ re-appointment as required under SEBI(Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Name of the Director	Kamidi Narsimha Reddy
Date of Appointment including terms and conditions of appointment	For the current term, he was appointed as the Managing Director of the Company for a period of 5 years, w.e.f 01.04.2016. It is proposed to reappoint for another term of 5 years w.e.f 01.04.2021 at such remuneration and on such terms and conditions as laid in the Explanatory Statement, attached herewith.
Date of first appointment on the Board	11.07.1995
Date of Birth	27.11.1948
Expertise in Specific Functional areas and Experience	He has over 50 years of experience in the roads and infrastructure sector, and has been the driving force behind the Company's establishment and growth, and Company has grown to the current size and scale under his able leadership
Educational Qualification	Bachelor's degree
Directorships in other Limited Companies (other than KNR Constructions Limited)	Patel KNR Heavy Infrastructures Limited, Patel KNR Infrastructures Limited
Membership / Chairmanship of Committees of Other Boards (other than KNR Constructions Limited)	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Remuneration last drawn: Rs.7,92,00,000 for the FY 2019-20 Proposed remuneration : As laid in the explanatory statement, attached herewith.
Shareholding in the Company as on 31.03.2020	4,57,43,595 Equity Shares
Relationship between Directors inter-se/ Manager and KMPs	Kamidi Yashoda – Spouse Kamidi Jalandhar Reddy - Son
Number of Meetings of the Board attended during the year 2019-20	5

Name of the Director	Kamidi Jalandhar Reddy
Date of Appointment including terms and conditions of appointment	For the current term, he was appointed as the Executive Director of the Company for a period of 5 years, w.e.f 01.04.2016 . It is proposed to reappoint for another term of 5 years w.e.f 01.04.2021 at such remuneration and on such terms and conditions as laid in the Explanatory Statement, attached herewith.
Date of first appointment on the Board	11.07.1995
Date of Birth	08.06.1971
Expertise in Specific Functional areas and Experience	He has over 24 years of experience in the roads and infrastructure sector. He started his career with KNR Constructions Limited as a project manager and was elevated as Executive Director from the year 1997. He heads the tendering and bidding activities of the company, as also is in charge of the projects execution
Educational Qualification	Bachelor's Degree in Computer Engineering
Directorships in other Limited Companies (<i>other than KNR Constructions Limited</i>)	Nil
Membership / Chairmanship of Committees of Other Boards (<i>other than KNR Constructions Limited</i>)	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Remuneration last drawn: Rs.5,49,60,000 for the FY 2019-20 Proposed remuneration : As laid in the explanatory statement, attached herewith.
Shareholding in the Company as on 31.03.2020	1,96,29,605 Equity Shares
Relationship between Directors inter-se/ Manager and KMPs	Kamidi Narsimha Reddy – Father Kamidi Yashoda – Mother
Number of Meetings of the Board attended during the year 2019-20	6