



KNR Constructions Limited

CIN: L74210DL1995PLC238364

Regd. Off. C-125, Anand Niketan, New Delhi – 110021

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

Phone: +91 40 40268361 /62, Fax: +91 40 40268760

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 pursuant to section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014 that the resolutions appended below are proposed to be passed by way of postal ballot.

The Company is seeking your consent for the proposal as contained in the draft resolution. The Resolution and relevant Explanatory Statement setting out the material facts and the reasons for the Resolution are appended herewith for your consideration along with a Postal Ballot Form and a self-addressed postage pre-paid envelope.

The company has appointed Mr. Ch. Veeranjanyulu of VCSR& Associates, Practicing Company secretary as Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the notice and return the Form duly completed in all respect in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Thursday, 12thOctober, 2017 at the following address: Shri. ChVeeranjanyulu, Scrutinizer, KNR Constructions Limited, KRN house, 3rd& 4th Floors, Plot No. 114, Phase –I, Kavuri Hills, Hyderabad – 500033, Telangana. Members may choose to vote using the e-voting facility, the details whereof are also specified under “instructions for e-voting” as contained under notes.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the result of the postal ballot will be declared on 14th October, 2017 at the corporate office of the Company. The result will be hosted on the website of the Company (www.knrcl.com) and will be communicated to the BSE Limited and the National Stock Exchange Limited, where the equity shares of the Company are listed.

SPECIAL BUSINESS:

ITEM NO. 1

SHIFTING OF REGISTERED OFFICE FROM THE NATIONAL CAPITAL TERRITORY OF DELHI TO THE STATE OF TELANGANA.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13(4) of the Companies Act, 2013 read with Rule 30 of The Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, and subject to the confirmation of the Regional Director and such other approvals, as may be necessary, the consent of the Members of the Company be and are hereby accorded for shifting of Registered Office of the Company from the **“The National Capital Territory of Delhi”** to the **“State of Telangana”**.

RESOLVED FURTHER THAT the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new Clause II:

II. The Registered Office of the Company will be situated in the State of Telangana.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and / or severally authorized to sign, affirm and file the petition, affidavits, to publish newspaper notices and to file various other related documents with the Regional Director, the Registrar of Companies and such other authorities and also to appoint Authorized Representative to represent the Company before the Regional Director and other authorities and to do all such acts, deeds and things as may be necessary in connection therewith and incidental to give effect to this resolution.”

By Order of the Board of Directors

Sd/-
M. V. VENKATA RAO
Company Secretary

Place: Hyderabad
Date: 06.09.2017

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

ITEM NO. 1

Presently, the Registered Office of the Company is situated in The National Capital Territory of Delhi.

However, keeping in view the administrative convenience, cost effectiveness, growth potential and the opportunities existing, it is proposed to shift the registered office of the Company to the State of Telangana, Hyderabad.

The Management has an outlook that the Company's future growth depends in Telangana. Hence, the Management is of the view that for further development, the Company's registered office should be shifted from the "National Capital Territory of Delhi" to "State of Telangana". It will be more beneficial for the company in terms cost effectiveness as well as for better control of day to day affairs of the Company.

Therefore, it is proposed to change the situation of the registered office of the Company from the "The National Capital Territory of Delhi" to "State of Telangana" and this needs an alteration of Memorandum of Association of the Company in relation to the Situation clause i.e. Clause II. This alteration is aimed to carry on the business of the Company more economically or more efficiently and smooth functioning of various operations of the Company as well as enlarge local area of its operations.

The above change cannot be effected without amending clause II of the Memorandum of Association of the Company. Hence, the special resolution(s) as set out in the notice are submitted for your consideration and approval. On obtaining the sanction of members, steps will be taken to obtain the sanction of Regional Director as required under Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014.

Accordingly, pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 the proposed resolution is recommended for your approval by way of Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives is in any way, concerned or interested, in the proposed resolution.

However, there is no contract or agreement involved in the above business.

By Order of the Board of Directors

Sd/-
M. V. VENKATA RAO
Company Secretary

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 12th September 2017 from 9:00 AM and ends on Thursday, 12th October 2017 upto 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 1st September 2017, 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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 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.