

To,
The Board of Directors
M/s. KNR Constructions Limited
Hyderabad

12th August, 2019

Dear Sir(s),

Sub: Passing of resolutions through postal Ballot.

Pursuant to the resolution passed by the Board of Directors of M/s. KNR Constructions Limited on 30th May, 2019, I have been appointed as scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated 09th July, 2019.

To enable wider participation of share holders, pursuant to the provisions of section 108 of the Companies Act, 2013 (the act) and the rules framed there under and as required under the listing agreement, listed Companies are required to provide e-voting facility to their share holders for all resolution to be passed at General Meeting or through postal ballot.

KNR Constructions Limited had therefore made arrangement with the system provider CDSL for providing system of recording votes of shareholders electronically through e-voting. KNR Constructions Limited had accordingly arranged through its Registrar and Transfer Agent M/s. Link Intime India Private Limited (RTA), Hereinafter referred to as RTA to set up the e-voting facility on the CDSL e-voting website: <https://www.evoting.india.com>.

KNR Constructions Limited through RTA uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. The registered of members was made up, for the purpose of dispatch of postal ballots to the shareholders as of 5th July, 2019 (cutoff date).

Description of Special Resolutions:

1. Authorization to issue equity shares to the lender on such terms and conditions as set forth in the loan agreement.
2. Revision of Remuneration to Shri K Narasimha Reddy, Managing Director.
3. Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director.
4. Re-appointment of Shri B V Rama Rao as an Independent Director.
5. Re-appointment of Shri L B Reddy as an Independent Director.



6. Appointment of Smt. G C Rekha as an Independent Director.
7. Authorization to the Board of Directors / Committee for Borrowing Powers as per Provisions of Section 180(1) (c).
8. Authorization to the Board of Directors / Committee to mortgage/create charges on the assets of the Company as per Provisions of Section 180(1) (a).

I report that the postal ballot notice date 09th July, 2019 under section 110 of the Companies Act, 2013 read with the relevant rules dispatched to 2594 shareholders in physical form along with self addressed prepaid business reply envelope on 09th July, 2019.

In addition to the above, postal ballot notices were also sent via electronic mode by the company, the system provider to the shareholders at their e-mail addresses registered with the Depository participants as per the data downloaded from the CDSL and NSDL as on 5th July, 2019 (cutoff date).

I report that I have received the postal ballot forms from the shares holders during the period starting from Wednesday, 10th July, 2019 to Saturday, 10th August, 2019. All the postal ballot forms together with all votes cast by E-voting through CDSL received up to 10th August, 2019 being the last date fixed by the Company for receipt of the ballot forms/ e-voting were considered for my scrutiny.

On scrutiny, I report that 152 (One Hundred and Fifty Two) shareholders have exercised their vote through e-voting and 13 (Thirteen) share holders have exercised their votes through postal ballot forms in physical mode.

The voting was reckoned in proportion to Members shares of voting rights on the paid up equity share capital of the company as on 5th July, 2019. The postal ballot notice was also placed on the website of the company during the period of voting i.e.10th July, 2019 to 10th august, 2019.

The locked E-votes on the website of CDSL has been unblocked by me in the presence of two witnesses namely Mr. Siva Prasad J and Mr. P Durga Prasad who are not employees of the company. The e-votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company.

The summary of the postal ballot is as per the attached **Annexure**.



Result of the Postal Ballot:


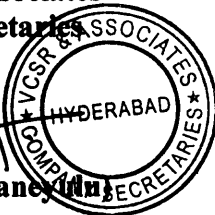
I report that the following Resolutions have been passed by the share holders by the requisite majority.

S. No	Particulars of Resolution	Resolution Passed as Ordinary/Special
1	Authorization to issue equity shares to the lender on such terms and conditions as set forth in the loan agreement.	Special Resolution
2	Revision of Remuneration to Shri K Narasimha Reddy, Managing Director	Special Resolution
3	Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director	Special Resolution
4	Re-appointment of Shri B V Rama Rao as an Independent Director	Special Resolution
5	Re-appointment of Shri L B Reddy as an Independent Director	Special Resolution
6	Appointment of Smt. G C Rekha as an Independent Director	Ordinary Resolution
7	Authorization to the Board of Directors / Committee for Borrowing Powers as per Provisions of Section 180(1) (c)	Special Resolution
8	Authorization to the Board of Directors / Committee to mortgage/create charges on the assets of the Company as per Provisions of Section 180(1) (a)	Special Resolution

Thanking you,

Yours faithfully,

**For VCSR & Associates
Company Secretaries**

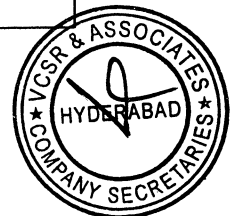
(Ch. Veeranjana)
Partner

CP No. 6392 F.C.S No. 6121

ANNEXURE

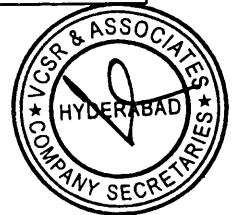
Physical Voting Result

S.No	Resolution	Assent			Dissent			Invalid		Summary of result	
		No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No. of Shares	No.of Shareholders	No.of Shares
1	Authorization to issue equity shares to the lender on such terms and conditions as set forth in the loan agreement	10	400	94.12	1	25	5.88	2	130	13	555
2	Revision of Remuneration to Shri K Narasimha Reddy, Managing Director	10	400	94.12	1	25	5.88	2	130	13	555
3	Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director	10	400	94.12	1	25	5.88	2	130	13	555
4	Re-appointment of Shri B V Rama Rao as an Independent Director	9	300	70.59	2	125	29.41	2	130	13	555
5	Re-appointment of Shri L B Reddy as an Independent Director	10	400	94.12	1	25	5.88	2	130	13	555
6	Appointment of Smt. G C Rekha as an Independent Director	10	400	94.12	1	25	5.88	2	130	13	555
7	Authorization to the Board of Directors / Committee for Borrowing Powers as per Provisions of Section 180(1) (c)	10	400	94.12	1	25	5.88	2	130	13	555
8	Authorization to the Board of Directors / Committee to mortgage/create charges on the assets of the Company as per Provisions of Section 180(1) (a)	10	400	94.12	1	25	5.88	2	130	13	555



Electronic Voting Result

S.No	Resolution	Assent			Dissent			Invalid		Summary of result	
		No. of Shareholders	No. of Shares	Percentage (%)	No. of Shareholders	No. of Shares	Percentage (%)	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
1	Authorization to issue equity shares to the lender on such terms and conditions as set forth in the loan agreement	116	118150871	96.67	36	4068697	3.33	0	0	152	122219568
2	Revision of Remuneration to Shri K Narasimha Reddy, Managing Director	115	117929354	96.49	33	4290214	9.61	0	0	152	122219568
3	Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director	114	117929344	96.49	34	4290224	9.61	0	0	152	122219568
4	Re-appointment of Shri B V Rama Rao as an Independent Director	123	119235365	97.56	29	2984203	2.44	0	0	152	122219568
5	Re-appointment of Shri L B Reddy as an Independent Director	123	119235365	97.56	29	2984203	2.44	0	0	152	122219568
6	Appointment of Smt. G C Rekha as an Independent Director	145	122218016	100	7	1552	0	0	0	152	122219568
7	Authorization to the Board of Directors / Committee for Borrowing Powers as per Provisions of Section 180(1) (c)	134	120327377	99.54	15	550445	0.46	0	0	149	120877822
8	Authorization to the Board of Directors / Committee to mortgage/create charges on the assets of the Company as per Provisions of Section 180(1) (a)	137	121706681	99.58	15	512887	0.42	0	0	152	122219568



Consolidated Results (Physical & E-voting)

S.No	Resolution	Assent			Dissent			Invalid		Summary of result	
		No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No.of Shares	Percentage (%)	No.of Shareholders	No. of Shares	No.of Shareholders	No.of Shares
1	Authorization to issue equity shares to the lender on such terms and conditions as set forth in the loan agreement	126	118151271	96.67	37	4068722	3.33	2	130	165	122220123
2	Revision of Remuneration to Shri K Narasimha Reddy, Managing Director	129	117929754	96.49	34	4290239	3.51	2	130	165	122220123
3	Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director	128	117929744	96.49	35	4290249	3.51	2	130	165	122220123
4	Re-appointment of Shri B V Rama Rao as an Independent Director	132	119235665	97.56	31	2984328	2.44	2	130	165	122220123
5	Re-appointment of Shri L B Reddy as an Independent Director	133	119235765	97.56	30	2984228	2.44	2	130	165	122220123
6	Appointment of Smt. G C Rekha as an Independent Director	155	122218416	100	8	1577	0	2	130	165	122220123
7	Authorization to the Board of Directors / Committee for Borrowing Powers as per Provisions of Section 180(1) (c)	144	120327777	99.54	16	550470	0.46	2	130	162	120878377
8	Authorization to the Board of Directors / Committee to mortgage/create charges on the assets of the Company as per Provisions of Section 180(1) (a)	147	121707081	99.58	16	512912	0.42	2	130	165	122220123

