



## KNR Constructions Limited.

Date: 19<sup>th</sup> February 2024

Ref: KNRCL/SD/2024/681&682

To, The Manager BSE Limited, P J Towers, Dalal Street, Fort, Mumbai – 400001 Scrip code: 532942	To, The Manager, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. Scrip Code: KNRCON
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Dear Sir/Madam,

**Sub: Notice of Postal Ballot**

**Ref: Reg. 30 of SEBI (LODR) Regulations, 2015**

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we herewith submit to the Exchanges a copy of the notice of postal ballot seeking members' approval through special resolution(s) for the following:

Brief Description of the Resolution	Type of Resolution
Alteration to the Memorandum of Association with respect to the Objects of the Company	Special Resolution
Alteration(s) to the Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013.	Special Resolution
Appointment of Dr. Wdaru Rampulla Reddy (IAS Retd.) (DIN: 03081486) to the office of Independent Director of the Company	Special Resolution
Appointment of Mr. K. Udaya Bhaskara Reddy (DIN: 06926054) to the office of Independent Director of the Company.	Special Resolution
Re-appointment of Mrs. G Chandra Rekha (DIN:08464587) to the office of Independent Director of the Company.	Special Resolution

The Company has commenced dispatch of the said notice on 19<sup>th</sup> February 2024 and the referred documents are also uploaded on the website of the Company [www.knrcl.com](http://www.knrcl.com). A copy of calendar of events is also enclosed herewith.

This is for the information of the Exchange, please.

Thanking you,

Yours Truly,

For **KNR Constructions Limited**

**Haritha Varanasi**  
Company Secretary

Regd.Office : 'KNR House',3rd & 4th Floor, Plot No.114,Phase-I,Kavuri Hills,  
Hyderabad -500 033 Phone.:+91-40-40268759 ,40268761/ 62, Fax : 040- 40268760 ,

E-mail : [info@knrcl.com](mailto:info@knrcl.com), Web : [www.knrcl.com](http://www.knrcl.com)

CIN: L74210TG1995PLC130199

**CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT**  
**KNRCL POSTAL BALLOT - 2024**

<b>Sl.</b>	<b>Events</b>	<b>Date</b>
1.	Date of Board Meeting Resolution authorizing Company Secretary of the Company and/or Mr. K. Narsimha Reddy, the Managing Director, severally to be responsible for the entire Postal Ballot process.	08.02.2024, Thursday
2.	Date of appointment of Scrutinizer	08.02.2024, Thursday
3.	Date on which consent given by the Scrutinizer to act as Scrutinizer	07.02.2024, Thursday
4.	Cut-off date to determine the members eligible to cast their vote	09.02.2024, Friday
5.	Cut-off date for dispatch of postal ballot notice to members.	09.02.2024, Friday
6.	Date of dispatch of notice for conducting postal ballot	19.02.2024, Monday
7.	Date of completion of dispatch of notice along with postal ballot	19.02.2024, Monday
8.	Publication of advertisement informing dispatch of Postal Ballot forms	20.02.2024, Tuesday
9.	Postal Ballot / voting period	20.02.2024, Tuesday to 20.03.2024, Wednesday
10.	Effective Date of passing of resolutions	20.03.2024, Wednesday
11.	Declaration of results of the postal ballot by the Scrutinizer	21.03.2024, Thursday
12.	Date of signing of the Minutes by the Chairman in which the results of ballot is recorded	21.03.2024, Thursday
13.	Date of intimating to the Stock Exchanges	21.03.2024, Thursday

For **KNR Constructions Limited**

Place: Hyderabad  
Date: 19.02.2024

**Haritha Varanasi**  
**Company Secretary**



**KNR Constructions Limited**

Registered office: KNR House, 3<sup>rd</sup> and 4<sup>th</sup> Floor, Plot No. 114, Phase-I, Kavuri Hills,  
Hyderabad, Telangana- 500033.

Tel: 040-40268759 40268761/62, Fax: 040-40268760

Website: [www.knrcl.com](http://www.knrcl.com), Email: [investors@knrcl.com](mailto:investors@knrcl.com)

CIN:L74210TG1995PLC130199

**Notice of Postal Ballot**

**[Pursuant to Section 110 of the Companies Act, 2013]**

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 read with section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the rules”), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) from time to time in this regard (hereinafter collectively referred to as “MCA Circulars”), Secretarial Standard-2 on General meetings issued by the Institute of Company Secretaries of India and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company, as on the cut-off date, (“Members” or “Equity shareholders”) is sought by way of postal ballot process through electronic voting only (e voting / voting through electronic means) for the following items of business :

- 1) **Alteration to the Memorandum of Association with respect to the Objects of the Company.**
- 2) **Alteration(s) to the Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013.**
- 3) **Appointment of Dr. Wdaru Rampulla Reddy (IAS Retd.) (DIN: 03081486) to the office of Independent Director of the Company.**
- 4) **Appointment of Mr. K. Udaya Bhaskara Reddy (DIN: 06926054) to the office of Independent Director of the Company.**
- 5) **Re-appointment of Mrs. G Chandra Rekha (DIN:08464587) to the office of Independent Director of the Company.**

The resolutions and their relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts and the reasons for the proposed resolutions are appended herewith for your consideration. The notice of postal ballot will also be placed on the website of the Company at [www.knrcl.com](http://www.knrcl.com) , respective

website of stock exchanges i.e BSE Limited and National Stock Exchange of India Limited, and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

The Board of Directors of the Company has appointed Mr. Vikas Sirohiya, Practising Company Secretary (M. No.15116& C.P. No. 5246), as the Scrutinizer for conducting the voting process in a fair and transparent manner. He has communicated his willingness to act as the Scrutinizer and will be available for the said purpose.

The Company is offering e-voting facility to its members to enable them to cast their votes electronically on CDSL e-voting platform. 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. The e-voting period shall commence on 20<sup>th</sup> February, 2024 at 09:00 AM and end on 20<sup>th</sup> March 2024 at 05:00 PM. Shareholders are requested to cast their vote through the e-voting process not later than 5 P.M. on 20<sup>th</sup> March 2024 (being the last date for e-voting) 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 Scrutinizer will submit his report to the Chairman of the Company or a person authorised by him, after completion of scrutiny of the voting process.

The results of the Postal Ballot will be declared by the Chairman of the Company or by any person authorized by him, and the resolutions will be deemed to have been passed effectively on the last date of e-voting i.e., 20<sup>th</sup> March, 2024, subject to the receipt of assent from the requisite majority of the Shareholders 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](http://www.knrcl.com), on the website of the Stock Exchanges i.e. BSE and NSE, i.e., at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL, i.e., [www.evotingindia.com](http://www.evotingindia.com).

### **Special Business:**

#### **1. Alteration to the Memorandum of Association with respect to the Objects of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations, made thereunder, including any amendment, re-enactment or statutory modification thereof and subject to the approval of the Registrar of Companies and / or any other authority in this regard, consent of the members be and is hereby accorded for

effecting the alteration to the Memorandum of Association (MOA) of the Company with respect to its Objects, i.e, Clause III (A) as hereunder:

a) replacing the existing Clause III (A) (2) with the following new Clause III (A) (2) which shall read as hereunder:

2) To construct, erect, build, improve, develop, repair, remodel, demolish, grade, curve, pave, macadamize, cement and maintain buildings, structures, houses, apartments, townships, multi storied complexes, landscapes, hospitals, schools, places of worship, highways, roads, paths, streets, sideways, sea port, airport, Metro railways, bridges, flyovers, subways alleyes, pavements, and to do other similar constructions, levelling or paving work and to build, construct, maintain and repair railways, tramways, waterways, harbours, piers, electrical works, tunnels, canals, wharves, ports, docks, water-works, irrigation works, structures, pump houses, pipelines, reservoirs, bunds, dams, canals, bridges, drainage works, sanitary, gas works, light houses, power houses, and floor and to do all kinds of excavating, dredging and digging of work and to make all kinds of iron, wood, glass, machinery and earth construction and to design, devise, decorate, plant, model and to furnish labour and all kinds of material, to supervise construction or other work, to act as valuers, contractors, agents, appraisers, referees and assessors to investigate into the condition of buildings and other structures of all kinds and to supply efficient and honest arbitrators amongst its personnel. To carry on the business of contractors and agents, anywhere in the world.

b) appending the following sub-clauses 6 to 9 after the existing sub clause 5 in Clause III (A) as hereunder:

6) To act as electrical engineers and to carry out all or any of the business of manufacturing, dealing, exporting, importing, trading of all kinds of electrical goods, instruments, apparatus, appliances and machinery used in solar, wind energy and other forms of energy, constructing, operating, maintaining, procuring on EPC or in any other format, of transformers, converters, transmission lines, transmitters, sub stations, in the field of electricity and electrical engineering and of any products or by-products derived from any such businesses and of any products derived from or connected with any other form of energy including without limitation, and the business related to non-conventional energy resources such as firewood, bio-mass, bagasse and also heat, solar, wind, hydro, thermal, geo-hydel, wave, tidal, geo-thermal, biological, integrated coal gratification combined cycle, fuel, oil, gas and any other form of waste.

7) To plan, locate, design, build, construct, equip, operate, make, use, administer, manage and maintain, service, improve, inspect, enlarge, alter, protect, develop, extend, repair, replace, refurbish, refurnish, pull down and remove and carryout works in respect of the whole or any part of any electricity generating stations, generating sets, sub-stations, transformers and transformer stations, pumping station, buildings for plants, plant equipment, main transmission lines, electric main works, depots, distribution station and sub-station, pumping stations, compressor stations, laboratories, research

stations, wharves, jetties, terminals, transport facilities, canals, roads, railways, branches or sidings, bridges, reservoirs, water courses, tunnels and structures of all kinds, and to do all acts connected with designing, construction, project management, commissioning of plants and its operation and maintenance of conventional and non-conventional electrical assets and / or of any of the products resulting therefrom in all modes of contracts including EPC format or any other format to be introduced by the Procuring Agencies including State Governments, Central Government, Corporations, Autonomous Bodies, either in the individual capacity or in JV/association with any other Companies, etc.

8) To construct, operate, maintain and service Water Treatment Plants, Sewerage Treatment Plants, Effluent Treatment Plants, whether exclusive, individual or common and all types of pollution control equipment and machinery and to undertake research work in establishing water and wastewater treatment plants and marketing indigenous technologies for manufacturing pollution control equipment such as incinerators, dissolved air flotation systems, slow speed and high-speed mixers, clarifiers and clariflocculators, fixed and floating aerators, wet scrubbers ventilation systems, bag filters, cyclones, multi clones and electro-static precipitators and create laboratory facilities for analysis of water, air, noise, soil, wastewater, solid wastes and to carry out studies for treatment of water, waste water, sewage, effluents and all other types of pollutants and to carry out Environmental Impact Assessment, Environmental Audits, Risk Assessments and all other works pertaining to Environmental Engineering and Management.

9) To undertake prospecting, exploring, design & engineering, developing, operating and working on mines including mines' infrastructure, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rock-phosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminium, titanium, vanadium, mica, apatite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and providing consultancy services and to search, survey, discover and find out and acquire concession, grant, purchase, barter, lease, license, tenders the allotment, mine developer & operator business or otherwise from government, semi-government, local authorities, private bodies, corporations and other persons, such rights, powers, and privileges whatsoever for obtaining the business of mines, open cast mines, quarries, deposits, etc. and to do development, construction, prospecting, designing, planning, promoting, exploring, operating, and maintaining mining facilities and other ancillary facilities, installation and operation of coal washeries and/or to engage third parties for the same and transportation of mining extracts/minerals from the mining facilities to any point of delivery all the facilitation, incidental and ancillary activities for acquiring land, undertaking

rehabilitation & resettlement for the project affected families/persons in connection with the development of the mine, setting up of washery and power plant and provide all types of consultancy services in the field of mining, preparation of techno economy feasibility report and project reports.

**“RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorized 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 on any Director(s), Company Secretary or any other officer of the Company.”

**2. Alteration(s) to the Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations, made thereunder, including any amendment, re-enactment or statutory modification thereof and subject to the approval of the Registrar of Companies and / or any other authority in this regard, Clause III (C) as contained in the Memorandum of Association of the Company be and is hereby deleted in entirety.”

**“FURTHER RESOLVED THAT** the existing title of Clause III (B) be and is hereby replaced as hereunder:

III (B) – “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)”

**“RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorized 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 on any Director(s), Company Secretary or any other officer of the Company.”



**3. Appointment of Dr. Wdaru Rampulla Reddy (IAS Retd.) (DIN: 03081486) to the office of Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 & 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, Dr. Wdaru Rampulla Reddy (DIN:03081486), who was appointed as an Additional Director (in the capacity of Independent Director) with effect from 08<sup>th</sup> February 2024 and in respect of whom the Company has received a notice in writing, from a member of the Company, under Section 160(1) of the Act, proposing his candidature to the office of director, be and is hereby appointed to the office of Independent Director, for a term of 5 years commencing on 8<sup>th</sup> February 2024, who shall not be liable to retire by rotation.

**“FURTHER RESOLVED THAT** Mr. K Narsimha Reddy, Managing Director and / or Mr. K Jalandhar Reddy, Executive Director and / or Mrs. Haritha Varanasi, Company Secretary of the Company be and are hereby severally authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to the resolution.”

**4. Appointment of Mr. K. Udaya Bhaskara Reddy (DIN: 06926054) to the office of Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 & 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. K Udaya Bhaskara Reddy (DIN:06926054), who was appointed as an Additional Director (in the capacity of Independent Director) with effect from 08<sup>th</sup> February 2024 and in respect of whom the Company has received a notice in writing, from a member of the Company, under Section 160(1) of the Act, proposing his candidature to the office of director, be and is hereby appointed to the office of Independent Director, for a term of 5 years commencing on 8<sup>th</sup> February 2024, who shall not be liable to retire by rotation.



**“FURTHER RESOLVED THAT** Mr. K Narsimha Reddy, Managing Director and / or Mr. K Jalandhar Reddy, Executive Director and / or Mrs. Haritha Varanasi, Company Secretary of the Company be and are hereby severally authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to the resolution.”

**5. Re-appointment of Mrs. G Chandra Rekha (DIN:08464587) to the office of Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Regulation 17, Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. G Chandra Rekha (DIN:08464587), who was initially appointed as an Independent Director of the company by the members to hold the office as such upto May 29, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature to the office of Director of the Company, be and is hereby reappointed to the office of Independent Director of the Company for another term of five years, i.e., upto May 28, 2029, who shall not be liable to retire by rotation.”

**“FURTHER RESOLVED THAT** Mr. K Narsimha Reddy, Managing Director and / or Mr. K Jalandhar Reddy, Executive Director and / or Mrs. Haritha Varanasi, Company Secretary of the Company be and are hereby severally authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to the resolution.”

**Notes:**

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the items of Special Business to be transacted are annexed hereto.
2. In terms of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed by way of postal ballot process through remote e voting.
3. The members are provided with the facility to cast their vote, electronically, through e-voting service provided by Central Depository Services (India) Limited (CDSL) on the resolutions set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s). Pursuant to General Circular No.17/2020 dated April 13, 2020 and other circulars issued by the MCA in this regard, and decided by the Company, members would be able to cast their votes and convey their assent or dissent to the proposed resolutions through remote e-voting process only.

4. The Postal Ballot Notice is uploaded on the website of the Company: 'www.knrcl.com' and on the website of Central Depository Services (India) Limited (CDSL): "www.evotingindia.com".
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of beneficial ownership as received from the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on 09<sup>th</sup> February 2024 (cut-off date) only by electronic mode. Physical copies of the Postal Ballot Notices, postal ballot forms and pre-paid business reply envelopes are not being sent to members.
6. The Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Members may note that the Postal Ballot Notice will also be available on the Company's website, [www.knrcl.com](http://www.knrcl.com), on the website of the Stock Exchange, i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).

Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively. They may also contact the Company Secretary of the Company at [secretarial@knrcl.com](mailto:secretarial@knrcl.com).
7. Dispatch of the Postal Ballot Notice will be completed by 19<sup>th</sup> February, 2024.
8. The voting through remote e-voting will commence on 20<sup>th</sup> February 2024, at 9:00 A.M. (IST) and end on 20<sup>th</sup> March 2024 at 5:00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 09<sup>th</sup> February 2024, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, he or she shall not be allowed to change it subsequently.
9. Resolutions passed by the members through Postal Ballot, including voting by electronic means (e-voting), are deemed to have been passed effectively at a General Meeting of the Members of the Company. A Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
10. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

11. The results of the Postal Ballot will be declared by the Chairman of the Company or by any person authorized by him, and the resolution will be deemed to have been passed effectively on the last date of e-voting i.e. 20<sup>th</sup> March 2024, subject to the requisite majority of the Shareholders had assented to the Resolution.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot process will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad district (in vernacular language, i.e. Telugu)
13. The documents, if any, referred to in the Notice / Statement will be available electronically and at the Registered Office of the Company, for inspection, during working hours on all working days from the date of dispatch of this Notice till 20<sup>th</sup> March 2024.

#### **14. Procedure and Instructions for E-Voting :**

- i. The voting period begins on -20<sup>th</sup> February 2024, at 9:00 a.m. (IST) and ends on 20<sup>th</sup> March 2024 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 09<sup>th</sup> February 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- iv. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.

- v. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting for Individual shareholders holding securities in demat mode.”
- vi. The details of the process and manner for remote e-voting and are explained herein below:

## **GENERAL INFORMATION RELATING TO E-VOTING**

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
  - (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank	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



Details <b>OR</b> Date of Birth (DOB)	order to login. <ul style="list-style-type: none"><li>• 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.</li></ul>
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@knrc.com](mailto:investors@knrc.com)(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

### **Item Nos. 1 & 2:**

As the members are aware, your Company, since incorporation has been engaged in the business of construction, development and maintenance of road infrastructure and allied activities. Further, over the recent few years, your Company is also taking up irrigation infrastructure and other related activities. Your Company enjoys an enviable position in the areas of its business. Your Board of Directors felt that it is high time the Company expands its reach in other niche areas of infrastructure such as power and power transmission, renewable and non-renewable energy, mining of coal and minerals and development of mines, waste management etc. The existing Objects Clause in the Memorandum of Association (MOA) of your Company, though broadly covers various activities falling within the purview of “Infrastructure / construction”, it is advisable, keeping in view various regulatory, local approvals and permissions, few key nomenclatures be inserted in the Objects Clause of the MOA of the Company, thus necessitating alteration of the MOA. Further, such alteration would ensure more clarity on the proposed business plans of the Company, thus enabling the investors, business partners, regulators and other stakeholders to take informed decision in the context of the Company.

Hence, the proposed alteration to the Clause III(A) of the MOA.

Further with an intent to align few parts / sections in the MOA in line with the Companies Act, 2013 as amended and in force as of now, it is proposed that the title / heading of Clause III (B) be modified suitably and Clause III (C) be deleted in its entirety.

Pursuant to the provisions contained under Section 4 and 13 of the Companies Act, 2013, any such alteration(s) to the MOA requires approval of the members of the Company, which in turn shall be subject to the approval of the Registrar of Companies.

Hence, the draft resolutions at Item Nos. 1 and 2 in the Notice hereto are proposed for your consideration and approval, if deemed fit and proper.

A copy of the draft MOA is available for inspection by the members electronically and at the Registered Office of the Company up to the last date of e-voting.

Your Board considers the proposed resolutions in the interest of the Company and accordingly, recommends passing of the resolution set out at Item Nos. 1 and 2 of the notice as special resolutions.

None of the directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of shares held by them, if any, in the Company.

Shareholding of Directors of the Company:

S.No	Name of the Director	No. of shares	% of holding
1	Kamidi Narsimha Reddy	9,14,20,000	32.51%
2	Kamidi Jalandhar Reddy	3,77,59,210	13.43%
3	Kamidi Yashoda	80,15,010	2.85%

The Board recommends the special resolution as set out at Item Nos. 1 & 2 of this notice for the approval of members.

**Item Nos. 3 & 4**

The Board of directors at their meeting held on 08<sup>th</sup> February 2024, based on the recommendations of the Nomination and Remuneration Committee, appointed Dr. WdaruRampulla Reddy (DIN:03081486) and Mr. K. Udaya Bhaskara Reddy (DIN: 06926054) as Additional Directors (in the capacity of Independent Directors) of the Company, w.e.f. 08<sup>th</sup> February 2024 for a period of 5 consecutive years i.e., upto 7<sup>th</sup> February 2029, under section 161 read with sections 149, 150 and 152 of the Act and Articles of the Association of the Company.

Pursuant to the provisions of Regulation 17(c) of SEBI Listing Regulations, 2015, Dr Wdaru Rampulla Reddy and Mr. K. Udaya Bhaskara Reddy (DIN: 06926054) shall hold office till the next general meeting or for a period of three months from the date of appointment, whichever is earlier. Dr. Wdaru Rampulla Reddy and Mr. K. Udaya Bhaskara Reddy (DIN: 06926054) are eligible to be appointed as Independent Directors. The Company has received separate individual notices under Section 160 of the Act proposing the candidature of Dr. WdaruRampulla and Mr. K. Udaya Bhaskara Reddy (DIN: 06926054) as Independent Director(s) of the Company. The Company has received declaration of independence from both the said Directors, that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015. Further, they are neither disqualified from being appointed as Director(s) in terms of Section 164(2) of the Act, nor debarred from holding the office of Director(s) by virtue of any SEBI order or any other authority and not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as independent directors of the company. They have got themselves registered in the Independent Directors' Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Dr. Wdaru Rampulla Reddy and Mr. K. Udaya Bhaskara Reddy fulfils the conditions specified in the Act and rules made thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company and are independent of the Management.

### **Brief Profile of Dr. WdaruRampulla Reddy:**

Dr. Wdaru Rampulla Reddy had a career spanning around 33 years in the Indian Administrative Service, where he had held several senior positions in the central and state governments.

He served as Director General, National Institute of Rural Development and Panchayat Raj. He had also served in various positions such as Additional Chief Secretary, Principal Secretary, Special Secretary in Taxes Department, Government of Kerala,

He has also served for Government of India as Joint Secretary for Ministry of Agriculture, Director – Department of Personnel and Training.

In addition, he has also served as Deputy Secretary/Joint Secretary – Irrigation and Command Area Development Department, Project Director- District Rural Development Agency for Government of Andhra Pradesh (prior to separation).

Further, he has also served as Sub-Collector, District Collector, Government of Kerala, Managing Director for Kerala Water Authority, Managing Director for Kerala Milk Marketing Federation and Milk Development Commission for the Government of Kerala.

During his service, he has significantly contributed in the areas of rural development, planning and development of watershed areas for sustainable livelihood of the people in rain fed areas, planning, execution of irrigation projects, integrated tribal development, promoting water conservation, revitalizing the co-operative movement in dairy sector of Kerala and turning around the business of Kerala Co-operative Milk Federation, Promoting productivity of Livestock through artificial insemination in Kerala state, Revival of NIRDPR and launched numerous programs for sustainable rural development in India.

He headed the PSUs of Kerala viz., Kerala State Financial Enterprises, Kerala State Forest Development Corporation as Chairman. He also worked as Director on the Board of GSTIN, a PSU of Government of India.

He has also represented the Government of India at various international platforms like United Nations at UN Convention against Corruption during the year 2003-04, Member of delegation to India Brazil South Africa multilateral co-operation, head of the delegation of bilateral discussions with Brazil, Argentine, USA, Canada etc.,

Currently, he is serving as

- a) Board of Directors in APMAS, an NGO working in women empowerment and enterprise development in agriculture and allied sectors.

- b) Board of Director in SEEDS, a social sector enterprise working for rural upliftment
- c) Member of executive Committee of Indian Panchayat Foundation, a Society working with strengthening of the Local Governments in the country.
- d) Set up an institution of excellence for agribusiness sector, and works as Guest professor in Food and Agri Business School (FABS), Sagar Group of Institutions, Hyderabad.

**Brief profile of Mr. K Udaya Bhaskara Reddy:**

Mr. K Udaya Bhaskara Reddy has a vast experience of around 40 years in banking sector. He had held various senior positions in Indian Bank viz., Deputy General Manager, Deputy Zonal Manager, General Manager, Zonal Manager and Chief Risk Officer at various locations in several departments like Treasury, Inspection and Control, MSMEs, International Division, Administration, Business Development and Profit Monitoring.

He was also associated with Syndicate Bank as Assistant Manager and Manager.

His area of expertise includes risk management, formulating risk management policies and their implementation, credit monitoring and underwriting, treasury management, International banking and business development.

He served as Nominee Director in IndBank Merchant Banking Services Limited and IndBank Housing Limited.

Currently he is serving as an Independent Director in NabFins Limited and Director in SYFX Treasury Foundation.

The Nomination and Remuneration Committee has identified several attributes for the selection of independent directors such as experience, expertise and independence and the NRC and the Board are of the view that Dr Wdaru Rampulla Reddy and Mr. K Udaya Bhaskara Reddy possess the requisite skills like leadership capabilities, expertise in governance, administration, industry knowledge and experience. The Board is of the opinion that the Company would be immensely benefitted by virtue of their rich and vast experience in their respective fields. Hence it recommends the resolutions for their appointment as Independent Directors, for the approval by the shareholders of the Company.

The letter of appointment of the said Directors setting out all the terms and conditions of appointment as Independent Directors shall be open for inspection during the business hours.

The profile and specific areas of expertise and other relevant information as required under Secretarial Standard – 2 and the SEBI Listing Regulations are provided in additional information part of this notice.

Pursuant to the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the members. Further, pursuant to the provisions of Regulation 25 (2A) of SEBI Listing Regulations, 2015, appointment of an Independent Director shall be subject to approval of the members by way of special resolution. Accordingly, appointment of Dr. Wdaru Rampulla Reddy and Mr. K Udaya Bhaskar Reddy as Independent Directors requires approval of the members by way of Special Resolution.

Dr. Wdaru Rampulla Reddy and Mr. K Udaya Bhaskara Reddy are deemed to be interested in the passing of their respective resolution(s). None of their relatives neither holds any shares in the Company nor are in any interested, whether financially or otherwise in the said resolutions. None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolutions set out at Nos. 3 & 4 in the notice.

Shareholding of Directors of the Company:

S.No	Name of the Director	No. of shares	% of holding
1	Kamidi Narsimha Reddy	9,14,20,000	32.51%
2	Kamidi Jalandhar Reddy	3,77,59,210	13.43%
3	Kamidi Yashoda	80,15,010	2.85%

The Board recommends the special resolutions as set out at Item Nos. 3 & 4 of this notice for the approval of members.

**Item No. 5:**

Mrs. G Chandra Rekha (DIN: 08464587) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with applicable rules made thereunder, effective 30<sup>th</sup> May 2019 and she is due for retirement from the first term as an Independent Director on 29<sup>th</sup> May 2024. As per Section 149 of the Act, an Independent Director may hold office for two consecutive terms of upto five (5) years each. Mrs. G Chandra Rekha fulfils the requirements of an Independent Director as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

The NRC, after taking into account the performance evaluation of Mrs. G Chandra Rekha during her first term of five (5) years and considering her expertise and experience, contribution and time commitment, has recommended to the Board her re-appointment for a second term of five (5) years. The NRC and Board has considered her diverse skills, expertise in Industrial Health and Safety, general management which would be advantage to the Company and hence, it is desirable to re-appoint her as an Independent Director.

Based on the recommendation of NRC, the Board recommends the re-appointment of Mrs. G Chandra Rekha as an Independent Director, not liable to retire by rotation, for a



second term of five (5) years effective from 29<sup>th</sup> May 2024 upto 28<sup>th</sup> May 2029 (both days inclusive)

The Company has received the required statutory declarations/disclosures including consent to act as Director in Form DIR-2, intimation in Form DIR-8 to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013, declaration that she meets the criteria of independence under section 149(6) of the Act, declaration that she is not debarred from holding office of a Director by virtue of any order passed by SEBI or any other authority and she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company. Further, the Company has received notice in writing from a member proposing her candidature under Section 160 of the Act, she has also provided confirmation that she had not been a partner of a firm that had transactions during the last three financial years with KNR Constructions Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board and based on its evaluation, Mrs. G Chandra Rekha fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for her re-appointment as an Independent Director of the Company and she is independent of the Management of the Company.

The Board considers that the continued association of Mrs. G Chandra Rekha would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

The resolution specified in item no. 5 of the notice seeks approval of the members for re-appointment of Mrs. G Chandra Rekha as an Independent Director of the Company for a second term of five (5) years commencing on 29<sup>th</sup> May 2024 and concluding on 28<sup>th</sup> May 2029, by way of special resolution pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in additional information section of this Notice.

No director, KMP or their relatives except Mrs. G Chandra Rekha, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 5.

Shareholding of Directors of the Company:

S.No	Name of the Director	No. of shares	% of holding
1	Kamidi Narsimha Reddy	9,14,20,000	32.51%
2	Kamidi Jalandhar Reddy	3,77,59,210	13.43%

3	Kamidi Yashoda	80,15,010	2.85%
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The Board recommends the special resolution as set out at Item no. 5 of this notice for the approval of members.

**By order of the Board of Directors of  
KNR Constructions Limited  
Sd/-  
Haritha Varanasi  
Company Secretary**

**Information in respect of Directors seeking appointment/ re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by the ICSI.**

Name	Dr.Wdaru Rampulla Reddy	K Udaya Bhaskara Reddy	G Chandra Rekha
Date of Birth	01.06.1960	01.09.1960	17.07.1975
Qualification	Retired IAS PG Diploma in public administration Doctorate in Genetics	MBA (Finance) from IGNOU Master of Business Law from National Law School of India University, Bengaluru Certified Financial Risk Manager – Global Association of Risk Professionals. CAIIB – Indian Institute of Bankers. Diploma in Bank Management, International Banking and financial services – Indian Institute of Bankers. Diploma in Business Finance – The Indian Institute of Chartered Financial Analysts Diploma in cyber law- NALSAR University of Law- Hyderabad.	B.Com., Basic Computers, Medical Terminology, Hospital Billing and Coding
Experience (including	Dr. Wdaru Rampulla Reddy had a career	He has around 40 years of experience in	Worked as billing and coding specialist and

expertise in specific functional area)/Brief Resume	spanning around 33 years in the Indian Administrative Service. Has expertise on administration, taxes and on the industry	banking sector. His expertise includes risk management, formulating risk management policies and their implementation, credit monitoring and underwriting, treasury management, International banking and business development	administrator in health sector
Terms and Conditions of Appointment / Reappointment	As per the draft resolution at item no. 3 of this notice and explanatory statement thereto.	As per the draft resolution at item no. 4 of this notice and explanatory statement thereto.	As per the draft resolution at item no. 5 of this notice and explanatory statement thereto.
Details of Remuneration sought to be paid	Sitting fees to be paid for attending the Board/committee meetings as approved by the Board.		
Remuneration last drawn	NA	NA	Rs. 12,40,000/- (sitting fees for the FY 2022-23)
Date of first appointment on the Board	NA. (maiden appointment)	NA. (maiden appointment).	30.05.2019
Shareholding in the Company as on the date of notice	Nil	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None	None
Number of meetings of the Board attended during the year (2022-23)	NA	NA	5

Directorships of other Boards as on the date of postal ballot	1	1	1
Membership / Chairmanship of Committees of other Boards as on the date of postal ballot	Nil	Nil	Patel KNR Heavy Infrastructures Limited Member – Audit Committee Member- CSR Committee Member – and Nomination Remuneration Committee