

Dated 1st October 2016

Ref: KNRCL/SD/2016/122 & 123

To

Dept. of Corporate Services, B S E Limited P J Towers, Dalal Street, Fort, MUMBAI – 400001

Fax: +91 - 22- 2272 2037 / 39 / 41 +91 22 2272 3121 / 3719 / 1557 To
National Stock Exchange of India
Limited
"Exchange Plaza",
Bandra Kurla Complex,
Bandra (E), MUMBAI – 400051

Fax: +91- 22- 6641 8124 / 25 / 26 +91 22 2659 8237 / 38 ,

+91 22 2659 8347 / 48

Sir,

Sub: - Voting results at the 21st Annual General Meeting (AGM) of the Company held on 30th September, 2016, under Regulation 44(3) of SEBI (LODR) Regulations, 2015

Ref: - KNR Constructions Limited, BSE Code: 532942, NSE Symbol: KNRCON

With reference to the above, please find attached the Voting results at the 21st Annual General Meeting (AGM) of the Company held on 30th September, 2016, under Regulation 44(3) of SEBI (LODR) Regulations, 2015 along with scrutinizer report.

This is for your records.

Yours sincerely,

For KNR Constructions Limited

M. V. VENKATA RAO

M. V. Venkata Ros

Company Secretary

# **VOTING RESULTS**

Voting results at the 21st Annual General Meeting (AGM) of the Company held on 30th September, 2016, under Regulation 44(3) of SEBI (LODR) Regulations, 2015

Date of the AGM	30.09.2016
Total Number of shareholders on record date	8530
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group Public	2 40
No. of Shareholders attended the meeting through video conferencing	Not provided
Promoter and Promoter Group Public	2



Agenda Item No. 1

Adoption of Financial Statements

Details of Agenda

Adoption of audited Fianancial Statements for the FY ended 31st Mach, 2016

Resolution required

Ordinary Resolution

Mode of Voting

	No. of. Shares held		I Office off	Votes in	No. of Votes Against	Favor on votes polled	% of Votes against on votes polled
		2	3	4	5	6	7
1	1	2	(3) ={ (2) / (1)} *100		8	(6) = {(4) / (2) } *100	(7) = { (5) / (2)} *100
Promoter and Promoter Group		v.		16336141	-	100.00	N.A
Electronic Poll		16336141	100.00	10550141	-		
			0.00	0		0.00	
Physical Poll at AGM	16336141	16336141	100.00	16336141		0 100.00	N.A
Sub Total	1033014.	10000					
Public Institutional Holders		673087	5 76.4	4 6730875	5	0 100.00	N.A
Electronic Poll		-	0 0.0			0.0	0 <b>N.A</b>
Physical Poll at AGM			0.0			0 100.0	0 N.A
Sub Total	880516	7 673087	5 76.4	4 673087		•	
Public-Others		15452	5 51	8 15452	5	0 100.0	0 N.A
Electronic Poll				.0		0 100.0	00 N.A
Physical Poll at AGM		16				100.6	
Sub Total	29821	52 15468	36 5.1	19 15468	36	0 100.0	70 1111
TOTAL	28123460	232217	02 82.	57 2322170	02	0 100.0	00



Agenda Item No. 2

Confirmation of Interim Dividend as Final Dividend

Details of Agenda

Confirmation of Interim Dividend of Re 1 per Equity Share of Rs.10 each as

Final Dividend

Resolution required

Ordinary Resolution

Mode of Voting

Category	No. of. Shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	. 4	5	6	7
		(M. )	$(3) = {(2)/(1)} *100$	= 8		(6) = {(4) / (2) } *100	(7) = { (5) / (2) *100
Promoter and Promoter Group	407						
Electronic Poll	10	16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM	, I	0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders						V	
Electronic Poll		6734535	76.48	6734535	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6734535	0	100.00	N.A
Public-Others		7					
Electronic Poll		154525	5.18	154525	0	100.00	N.A
Physical Poll at AGM	3 22	161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154686	C	100.00	N.A
TOTAL	28123460	23225362	82.58	23225362	0	100.00	



Agenda Item No. 3

Reappointment of Smt. K Yashoda as a Director of the Company

**Details of Agenda** 

Reappointment of Smt. K Yashoda as a Director of the Company

Resolution required

: Ordinary Resolution

Mode of Voting

Category	No. of. Shares		% of Votes Polled on		9 1	% of Votes in	0/ 06 370400
	held	No. of votes		No. of Votes	No of Water		
			shares	The second secon	Against	votes polled	against on
	1	polled 2	3	4	Agamst 5		votes polled
	1		5.	4	5	6	7
4		×	(3) ={ (2) / (1)} *100	-	" =	(6) = {(4) / (2) } *100	$(7) = { (5) / (2)} *100$
Promoter and Promoter Group							
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders		× ×		7 1			
Electronic Poll	11	6734535	76.48	6150137	584398	91.32	8.68
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6150137	584398	91.32	8.68
¥		1					
Public-Others							34.
Electronic Poll		154525	5.18	154500	25	99.98	0.02
Physical Poll at AGM	K V	161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154661	25	99.98	0.02
TOTAL	28123460	23225362	82.58	22640939	584423	97.48	2.52



Agenda Item No. 4

Reappointment of Statutory Auditors

Details of Agenda

Reappointment of M/s Sukumar & Co., Chartered Accountants as

Statutory Auditors

Resolution required

: Ordinary Resolution

Mode of Voting

Category	No. of.	-			<u> </u>		
	Shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes Against	% of Votes in Favor on votes polled	% of Vote against on votes
	1	2	3	4	5	6	7
a*	12		(3) ={ (2) / (1)} *100			(6) = {(4) / (2) } *100	(7) = { (5) / (2)} *100
Promoter and Promoter Group		D	- Service		1.	·	(-), 100
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM	-	0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders							
Electronic Poll		6734535	76.48	6310555	423980	93.70	6.30
Physical Poll at AGM		0	0.00	0	. 0	0.00	N.A
Sub Total	8805167	6734535	76.48	6310555	423980	93.70	6.30
Public-Others							
Electronic Poll		154525	5.18	154525	0	100.00	
Physical Poll at AGM		161	0.01	161	0		N.A
Sub Total	2982152	154686	5.19	154686	0	100.00	N.A N.A
						200.00	14.74
TOTAL	28123460	23225362	82.58	22801382	423980	98.17	1.83



#### SPECIAL BUSINESS

Agenda Item No. 5

Approval of remuneration to Cost Auditors

Details of Agenda

Approval of remuneration of Rs.3,00,000 to M/s K K Rao & Associates, Cost

Auditors

Resolution required

: Ordinary Resolution

Mode of Voting

Category	No. of. Shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
		21 - 15	$(3) = {(2)/(1)} *100$			(6) = {(4) / (2) } *100	$(7) = { (5) / (2)} *100$
Promoter and Promoter Group							
Electronic Poll	ia l	16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders			William Consult				
Electronic Poll	8 2	6734535	76.48	6734535	0	100.00	N.A
Physical Poll at AGM		Ó	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6734535	. 0	100.00	N.A
Public-Others		7					
Electronic Poll		154525	5.18	154525	. 0	100.00	N.A
Physical Poll at AGM		161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154686	0	100.00	N.A
TOTAL	28123460	23225362	82.58	23225362	0	100.00	*





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Web : www.psraoassociates.com

# SCRUTINIZER'S REPORT ON VOTING

(Remote e-voting and Physical Poll) Carried out for

# KNR CONSTRUCTIONS LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014, as amended]

To
The Chairman,
KNR CONSTRUCTIONS LIMITED
C-125, ANAND NIKETAN
NEW DELHI

Sub: Scrutinizer Report on Remote e-Voting & Physical Poll at the AGM

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of KNR CONSTRUCTIONS LIMITED (the Company) on 14th August, 2016, I have been appointed as Scrutinizer for the purpose of scrutinizing voting process (remote e-voting & physical poll at the AGM) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014, as amended, (the Rules) in respect of business items detailed in *Annexure – I* hereto.

I, hereby confirm that I am familiar and am aware of the concept of electronic voting system as prescribed under the said Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (remote e-voting) and voting by using Ballot forms by the shareholders on the resolutions proposed in the Notice of the 21st AGM of the Company is the responsibility of the management. My responsibility as the scrutinizer is to ensure that the voting process, both through electronic means and by use of Ballot Forms at the AGM, are conducted in a fair and transparent manner and provide Scrutinizer's Report to the Chairman on the resolutions, based on the Reports generated from the electronic voting system provided by the Central Depository Services (India) Limited (CDSL) and the Report prepared based on the physical poll at the AGM.

Contd....2

VIKAS SIROHIYA

Partner

P. No:5246

Company Secretaries

The Company has engaged Central Depository Services (India) Limited (CDSL) as the Service provider for providing the e - voting platform to the shareholders of the Company. M/s Link Intime India Private Limited is the Registrar and share Transfer Agent (RTA) of the Company. The service provider provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special business) to be transacted at the 21st Annual General Meeting (AGM) of the Company which was held on Friday, 30th day of September, 2016, at 11:00 A.M. at Hotel Mapple Emerald, NH - 8, Rajokri, New Delhi 110068. The service provider, accordingly has set up e-voting facility on its website. The company and the Service Provider had uploaded all the items of business (Notice of AGM) to be transacted on their respective websites to facilitate its shareholders to cast their vote electronically.

As on the cut off date, i.e., 23<sup>rd</sup> September, 2016 there were 8530 shareholders in the Company. Notice of the AGM was sent electronically to the shareholders whose email IDs were registered and by way of Registered Post to the remaining shareholders.

The cut- off date (record date) for the purpose of identifying the shareholders who were entitled to vote on the resolutions placed for consideration of the shareholders was fixed as 23<sup>rd</sup> September, 2016. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days. It commenced at 9:00 A.M., on 27<sup>th</sup> September, 2016 and was closed at 5:00 P.M. on 29<sup>th</sup> September, 2016.

On 29th September, 2016 after 5:00 P.M. the voting portal of the service provider was blocked forthwith.

On 30th September, 2016, I unblocked the votes cast through e-voting facility in the presence of Mr. Avneet Sigh Kohli and Ms. Vandana Modani who acted as the witnesses, (signed hereunder) as prescribed under Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, as amended.

Fo. P.S. RAD & ARECCIATES

OKAS SAMANA T Partnai C.P. No.5248 Further, on 30<sup>th</sup> September, 2016, after the completion of physical poll by the members, the Ballot Boxes were cut open and the ballot forms were taken in my custody. The Ballot forms were scrutinized and a Report on voting by physical poll was prepared by me.

As a Scrutinizer, I have prepared separate Reports on the remote e-voting and on the voting by physical poll at the AGM held on 30<sup>th</sup> September, 2016. I hereby submit the consolidated Report on all the resolutions contained in the Notice of the said-AGM and transacted thereat by way of remote e-voting and by way of physical poll as *Annexure I* hereto.

Thanking You
Yours faithfully
For P.S.RAO & ASSOCIATES
Company Secretaries

Vikas Sirohiya SIROHIYA
Partner
C.P. No:5248
P.S Rao & Associates
Company Secretaries
M.No. 15116, C.P No. 5246

Place: New Delhi

Date: 30th September, 2016

Agenda Item No. 1

Adoption of Financial Statements

Details of Agenda

Adoption of audited Fianancial Statements for the FY ended 31st Mach, 2016

Resolution required

Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Category	No. of. Shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
		57	(3) ={ (2) / (1)} *100			(6) = {(4) / (2) } *100	$(7) = { (5) / (2)} *100$
Promoter and Promoter Group							
Electronic Poll		16336141	100.00	16336141	(	100.00	N.A
Physical Poll at AGM		0	0.00	0	(	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	(	100.00	N.A
Public Institutional Holders		2	3				
Electronic Poll	1	6730875	76.44	6730875	(	100.00	N.A
Physical Poll at AGM		0	0.00		(	0.00	N.A
Sub Total	8805167	6730875	76.44	6730875	(	100.00	N.A
Public-Others				v			
Electronic Poll		154525	5.18	154525	(	100.00	N.A
Physical Poll at AGM		161	0.01	161	(	100.00	N.A
Sub Total	2982152	154686	5.19	154686	(	100.00	N.A
TOTAL	28123460	23221702	82.57	23221702	(	100.00	

Fo. P.S.RAD & ASSOCIATES Company Systetaties

> VIKAS SIROHIYA Furtner C.P. No:5246

Agenda Item No. 2

Confirmation of Interim Dividend as Final Dividend

Details of Agenda

Confirmation of Interim Dividend of Re 1 per Equity Share of Rs.10 each as

Final Dividend

Resolution required

Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Category	No. of. Shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			(3) ={ (2) / (1)} *100			(6) = {(4) / (2) } *100	$(7) = \{ (5) / (2) \}$ *100
Promoter and Promoter Group					e e e e e e e e e e e e e e e e e e e		
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders		V 2 35 a					
Electronic Poll	28	6734535	76.48	6734535	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6734535	0	100.00	N.A
Public-Others		,					
Electronic Poll		154525	5.18	154525		100.00	
Physical Poll at AGM		161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154686	0	100.00	N.A N.A
					- 0	100.00	N.A
TOTAL	28123460	23225362	82.58	23225362	0	100.00	

For P.S.RAO & ASSOCIATES
Company Secretaries

/IKAS SIROHIYA V Padnet C.P. No:5246

Agenda Item No. 3

Reappointment of Smt. K Yashoda as a Director of the Company

Details of Agenda

Reappointment of Smt. K Yashoda as a Director of the Company

Resolution required

: Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Category	No. of. Shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against		against on votes polled
N B I	1	2	3 (3) ={ (2) /	4	5	$6 \\ (6) = \{(4) / (2)$	7 (7) = { (5) /
			(1)} *100			} *100	(2)} *100
Promoter and Promoter Group							
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM	39	0	0.00	0	0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders							
Electronic Poll		6734535	76.48	6150137	584398	91.32	8.68
Physical Poll at AGM	2	0	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6150137	584398	91.32	8.68
Public-Others			0.				
Electronic Poll		154525	5.18	154500	25	99.98	0.02
Physical Poll at AGM	_ = #	161	0.01	161	. (	100.00	N.A
Sub Total	2982152	154686	5.19	154661	25	99.98	0.02
TOTAL	28123460	23225362	82.58	22640939		97.48	A CONTRACTOR OF THE PARTY OF TH

Company Septetaries

VIKAS SIROHIYA Partner C.P. No:5246

Agenda Item No. 4

Reappointment of Statutory Auditors

Details of Agenda

Reappointment of M/s Sukumar & Co., Chartered Accountants as Statutory Auditor

Resolution required

: Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Category	No. of.				Γ	I	
W	Shares held	2 9	% of Votes				% of Votes
		LENGTON Proje	Polled on		No. of	% of Votes	against on
		No. of votes		No. of Votes	Votes	in Favor on	votes
		polled		in Favor	Against	votes polled	polled
	1	2	3	4	5	6	7
			$(3) = {(2) / (1)} *100$	8		$(6) = {(4)/(2)}$ ${*100}$	$(7) = { (5) / (2)} *100$
Promoter and Promoter Group	V. XXVII.						
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	. 0	0.00	N.A
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders						,	
Electronic Poll		6734535	76.48	6310555	423980	93.70	6.30
Physical Poll at AGM		0	0.00	0	0	0.00	N.A
Sub Total	8805167	6734535	76.48	6310555	423980	93.70	6.30
Public-Others							· · · · · · · · · · · · · · · · · · ·
Electronic Poll		154525	5.18	154525	0	100.00	N.A
Physical Poll at AGM		161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154686	0	100.00	N.A
TOTAL	28123460	23225362	82.58	22801382	423980	98.17	1.83

For P.S.RAO & AFSOCIATES
Company Secretaries

VIKAS SIROHIYA Partner C.P. No:5248

# SPECIAL BUSINESS

Agenda Item No. 5

Approval of remuneration to Cost Auditors

Details of Agenda

Approval of remuneration of Rs.3,00,000 to M/s K K Rao & Associates, Cost

Auditors

Resolution required

: Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

Category	No. of. Shares held	No. of votes	shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			(3) ={ (2) / (1)} *100	* 322		(6) = {(4) / (2) } *100	$(7) = { (5) / (2)} *100$
Promoter and Promoter Group	Lanes 1				-		(-)) ===
Electronic Poll		16336141	100.00	16336141	0	100.00	N.A
Physical Poll at AGM		0	0.00	0	0	0.00	
Sub Total	16336141	16336141	100.00	16336141	0	100.00	N.A
Public Institutional Holders							
Electronic Poll		6734535	76.48	6734535	0	700.00	
Physical Poll at AGM		0	0.00	0,04000	0	100.00	N.A
Sub Total	8805167	6734535	76.48	6734535	0	100.00	N.A N.A
Public-Others						100.00	14.A
Electronic Poll		154525					
			5.18	154525	0	100.00	N.A
Physical Poll at AGM		161	0.01	161	0	100.00	N.A
Sub Total	2982152	154686	5.19	154686	0	100.00	N.A
TOTAL	28123460	23225362	82.58	23225362	. 0	100,00	

Company Secretaries