

MINUTES BOOK

MINUTES OF THE MEETING OF 20TH ANNUAL GENERAL MEETING OF MEMBERS OF KNR CONSTRUCTIONS LIMITED HELD ON WEDNESDAY THE 30TH DAY OF SEPTEMBER 2015 AT 11.00 AM. AT HOTEL MAPPLE EMERALD, NH-8, RAJOKRI, NEW DELHI 110038

DIRECTORS PRESENT

1. Shri L B Reddy, Director
2. Shri K Narasimha Reddy, Managing Director
3. Shri K Jalandhar Reddy, Executive Director

IN ATTENDANCE

1. Mr. C Sukumar Babu, Partner, M/s Sukumar Babu and Co.,
2. Mr. G Sravana Kumar, CGM
3. M V Venkata Rao, Company Secretary
4. Mr. Vikas Sirohiya, Scrutinizer

Members: 40 (including proxy)

After ascertaining the quorum, the Company Secretary, welcomed the shareholders to the 20th Annual General Meeting and requested Shri L B Reddy, Chairman of the Audit Committee of the Company, to preside over the meeting.

The following documents / Registers of the Company remained open and accessible for inspection during the continuance of the AGM:

- a. Financial Statements for the Financial Year ended 31.03.2015, including the Consolidated Financial Statement for the said Financial year and the Report of the Board of Directors and Auditors
- b. Register of Directors and Key Managerial Personnel and their shareholding.
- c. Register of Contracts or Arrangements in which Directors are Interested.

Shri L B Reddy, Chairman, commenced the proceedings of the meeting. The Chairman welcomed the Shareholders to the 20th Annual General Meeting and introduced the Directors present on the dais.

Notice convening the meeting and the Directors' Report were taken as read with the permission of the members.

CHAIRMAN'S INITIALS



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Auditor's Report

The Chairman requested the Statutory Auditors to read out the Auditors Report to the shareholders. Mr. C Sukumar Babu, Partner M/s Sukumar Babu and Co., Chartered Accountants, Hyderabad read the Auditors Report.

Chairman's Address to the Members

The Chairman explained the state of affairs of the Company. He explained the performance of the Company for the financial year 2014-2015.

After clarifying questions from the shareholders, the agenda for the meeting was taken up for consideration.

The Chairman drew attention that the Company, pursuant to the provisions of the Companies Act, 2013, had provided the facility of remote e-voting on all the Resolutions forming part of the agenda of the AGM; the period for remote e-voting commenced from 27.09.2015 at 9:00 a.m and ended on 29.09.2015 at 5:00 p.m

The Chairman advised that those who had not been able to cast their votes by remote e-voting, may avail the facility of ballot voting provided at the AGM venue once the Resolutions as per the agenda are read.

The Chairman, thereafter read the resolutions as follows:

ORDINARY BUSINESS

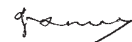
ITEM NO. 1

Ordinary resolution to receive, consider and adopt

- (a) the audited Statement of Profit and Loss for the financial year ended 31st March, 2015 and the Balance Sheet as on that date together with the Report of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated Statement of Profit and Loss for the financial year ended 31st March, 2015 and the Balance Sheet as on that date

“RESOLVED THAT the Audited Balance Sheet of the Company (Standalone and Consolidated) as at 31st March 2015 and the Statement of Profit and Loss Account (standalone and consolidate) for the year ended on that date together with the relevant schedules attached thereto and the Directors Report and Auditors Report thereon be and are hereby received, considered and adopted.”

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ITEM NO. 2

Ordinary resolution to declare Dividend of Rs. 1.00 Per Equity shares of Rs. 10.00 Each to the Shareholders for the financial year 2014-2015

“RESOLVED THAT a dividend of Rs. 1/- per every Equity Share of Rs. 10/- on the Equity Share Capital of the Company, as recommended by the Board of Directors be paid to those members of the Company, for the year 2014-2015, whose names are appearing on the Register of Members of the company as on 24th September 2015, the book closure date fixed for this purpose.”

ITEM NO. 3

Ordinary resolution to appoint a Director in place of Shri K Jalandhar Reddy (DIN: 00434911), who retires by rotation and being eligible, offers himself for reappointment

“RESOLVED THAT Shri K Jalandhar Reddy, Director who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.”

ITEM NO. 4

Ordinary resolution to appoint M/s Sukumar Babu & Co., Chartered Accountants (Registration No. 004188S) as Statutory Auditors of the Company

“RESOLVED THAT M/s Sukumar Babu & Co., Chartered Accountants (Registration No. 004188S), be and are hereby re-appointed as Statutory Auditors of the Company from the Conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be agreed upon by the Executive Finance Committee and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ended 31st March 2016.”

SPECIAL BUSINESS

ITEM NO. 5

Ordinary resolution to approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s K.K Rao & Associates, Cost Auditors to audit the Cost records maintained by the Company for the financial year ending March 31, 2016, on a remuneration of Rs. 300000 excluding taxes as may be applicable, be and is hereby ratified.”

CHAIRMAN'S INITIALS



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The Chairman thereafter announced that commencement of e-voting on the Resolutions which had been proposed and seconded as required under the Secretarial Standard of General Meetings.

The Chairman advised that Mr. Vikas Sirohiya, Practicing Company Secretary has been appointed as Scrutinizer by the Board of Directors for such e-voting, on completion of which the AGM would stand concluded.

The Scrutinizer Report dated 1st October 2015, inter alia, containing the Results of the remote e-voting and ballot voting at the AGM venue was presented to the Chairman, in terms of which all the Resolutions were approved by the requisite majority; the said results as annexed, were declared the same day and posted on the Company's website and on the website of the CDSL.

Place: Hyderabad
Date: 05.10.2015


CHAIRMAN

CHAIRMAN'S INITIALS

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Annexure

20th Annual General Meeting (AGM) – Results of Voting

| Particulars | | Remote e-voting | Physical Ballot at the AGM | Consolidated Votes | |
|--|---------------------|-----------------|----------------------------|--------------------|---------------------------|
| | | | | Total No. of Votes | % of votes against polled |
| ORDINARY BUSINESS | | | | | |
| Item No. 1 – Ordinary Resolution To receive, consider and adopt the Audited Balance Sheet of the Company (Standalone and Consolidated) as at 31 st March 2015 and the Statement of Profit and Loss Account (standalone and consolidate) for the year ended on that date together with the relevant schedules attached thereto and the Directors Report and Auditors Report thereon.” | No. of Votes Polled | 19663188 | 4850946 | 24514134 | 100.00 |
| | For | 19639196 | 4850946 | 24490142 | 99.90 |
| | Against | - | - | - | - |
| | Invalid | - | - | - | - |
| Item No. 2 – Ordinary Resolution Declare Dividend of Rs. 1.00 Per Equity shares of Rs. 10.00 Each to the Shareholders for the financial year 2014-2015 | No. of Votes Polled | 19663188 | 4850946 | 24514134 | 100.00 |
| | For | 19639196 | 4850946 | 24490142 | 99.90 |
| | Against | - | - | - | - |
| | Invalid | - | - | - | - |
| Item No. 3 – Ordinary Resolution Appoint a Director in place of Shri K Jalandhar Reddy (DIN: 00434911), who retires by rotation and being eligible, offers himself for reappointment | No. of Votes Polled | 19663188 | 4850946 | 24514134 | 100.00 |
| | For | 19594924 | 4850946 | 24445870 | 99.72 |
| | Against | 44272 | - | 44272 | 0.18 |
| | Invalid | - | - | - | - |
| Item No. 4 – Ordinary Resolution Appoint M/s Sukumar Babu & Co., Chartered Accountants (Registration No. 004188S) as Statutory Auditors of the Company | No. of Votes Polled | 19663188 | 4850946 | 24514134 | 100.00 |
| | For | 18009162 | 4850946 | 22860108 | 93.25 |
| | Against | 1630034 | - | 1630034 | 6.65 |
| | Invalid | - | - | - | - |
| SPECIAL BUSINESS | | | | | |
| Item No. 5 – Ordinary Resolution Approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 | No. of Votes Polled | 19663188 | 4850946 | 24514134 | 100.00 |
| | For | 19639196 | 4850946 | 24490142 | 99.90 |
| | Against | - | - | - | - |
| | Invalid | - | - | - | - |

CHAIRMAN'S- INITIALS

[Handwritten Signature]