



KNR Constructions Limited

Date: 13th October 2014

Ref: KNRCL/SD/2014/137 & 138

To
Dept. of Corporate Services,
Bombay Stock Exchange Limited
P J Towers, Dalal Street,
Fort, MUMBAI - 400001

To
National Stock Exchange of India Limited
"Exchange Plaza",
Bandra Kurla Complex,
Bandra (E), MUMBAI - 400051

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Sir,

Sub: - Minutes of 19th Annual General Meeting of the Company

Ref: - Clause 31 of Listing Agreement
KNR Constructions Limited,
BSE Code: 532942, NSE Symbol: KNRCON

With reference to the above please find attached copy of Minutes of the 19th Annual General Meeting of the Company held on 30th September 2014.

This is for your information and necessary records.

Yours truly,
for KNR Constructions Limited

M. V. Venkata Rao
M. V. VENKATA RAO
Company Secretary



MINUTES BOOK

MINUTES OF THE MEETING OF 19TH ANNUAL GENERAL MEETING OF MEMBERS OF KNR CONSTRUCTIONS LIMITED HELD ON TUESDAY THE 30TH DAY OF SEPTEMBER 2014 AT 11.30 AM. AT HOTEL MAPPLE EMERALD, NH-8, RAJOKRI, NEW DELHI 110038

DIRECTORS PRESENT

1. Shri B V Rama Rao, Chairman
2. Shri L B Reddy, Director
3. Shri K Narasimha Reddy, Managing Director
4. Shri M Rajesh Reddy, Executive Director

IN ATTENDANCE

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

Members: 33

Proxies: 3

e-voting: 18

After ascertaining the quorum, the Company Secretary, welcomed the shareholders to the 19th Annual General Meeting and requested Shri B V Rama Rao, Chairman of the Board of Directors of the Company, to preside over the meeting.

Shri B V Rama Rao, Chairman, commenced the proceedings of the meeting. The Chairman welcomed the Shareholders to the 19th Annual General Meeting and introduced the Directors present on the dias. Shri L B Reddy, Director chaired the proceedings in respect of the items of business where Shri B V Rama Rao was deemed interested.

Thereafter, the chairman requested the Company Secretary, to read the results of the e-voting facility offered to the shareholders pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

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

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 INITIALS

B V Rama Rao

MINUTES BOOK

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 2013-2014.

There being no questions from the members, the agenda for the meeting was taken up for consideration.

Thereafter the Chairman ordered for poll to be taken at the meeting physically and appointed Mr. Vikas Sirohiya, Practicing Company Secretary as Scrutinizer for the poll process and requested him for orderly conduct of the voting. The Chairman announced that the combined result of e-voting and poll will be put on the Company's website. Thereafter the following results specified in the Notice calling the meeting were put to the members present at the Meeting for a poll and was carried by the scrutinizer.

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, 2014 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, 2014 and the Balance Sheet as on that date

"RESOLVED THAT the Audited Balance Sheet of the Company (Standalone and Consolidated) as at 31st March 2014 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."

The resolution was passed unanimously

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 2013-2014

"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 2013-2014, whose names are appearing on the Register of Members of the company as on 24th September 2014, the book closure date fixed for this purpose."

The resolution was passed unanimously

CHAIRMAN'S INITIALS

B. Ramadani

MINUTES BOOK

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."

The resolution was passed with requisite majority

ITEM NO. 4

Ordinary resolution to appoint a Director in place of Shri M Rajesh Reddy (DIN: 00425439), who retires by rotation and being eligible, offers himself for reappointment

"RESOLVED THAT Shri M Rajesh Reddy, Director who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

The resolution was passed unanimously

ITEM NO. 5

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 2015."

The resolution was passed with requisite majority

SPECIAL BUSINESS

ITEM NO. 6

Ordinary resolution to appoint Smt. Kamidi Yashdoa (DIN: 05157487) as a Director

"RESOLVED THAT Smt. Kamidi Yashoda (DIN: 05157487) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

The resolution was passed unanimously

CHAIRMAN'S INITIALS

E. Rama Rao

MINUTES BOOK

ITEM NO. 7

Ordinary resolution to appoint Shri B V Rama Rao (DIN: 00972552) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made there under, Shri B V Rama Rao whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisite amount pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be appointed as Independent Director to hold office for 5 (five) consecutive years commencing from 1st October 2014."

The resolution was passed unanimously

ITEM NO. 8

Ordinary resolution to appoint Shri L B Reddy (DIN: 00956445) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made there under, Shri L B Reddy whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisite amount pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be appointed as Independent Director to hold office for 5 (five) consecutive years commencing from 1st October 2014."

The resolution was passed unanimously

ITEM NO. 9

Ordinary resolution to approve the appointment and remuneration of the Cost Auditors for the financial year ending March 31, 2015

"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, 2015, on a remuneration of Rs. 300000 excluding taxes as may be applicable, be and is hereby ratified

The resolution was passed unanimously

CHAIRMAN'S INITIALS

B. Rama Rao

MINUTES BOOK

ITEM NO. 10

Special resolution to authorize the Board of Directors for borrowing powers as per provisions of Section 180(1) (C) of the Companies Act, 2013

“RESOLVED THAT pursuant to Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of 2000 Crores (Rupees Two Thousand Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

The resolution was passed unanimously

ITEM NO. 11

Special resolution to authorize the Board of Directors to mortgage and/or create charge on the assets of the Company per Section 180(1) (a) of the Companies Act, 2013

“RESOLVED THAT pursuant to Section 180(1) (a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to authorize the Board to mortgage and /or create charge to the extent of new Borrowing limits of the Board of Directors, of all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of the Company to or in favour of any Financial Institutions, Banks, NBFCs or any other Agencies to secure the term loans and / or other financial assistance that has been or may in future be granted by them to the Company from time to time.”

The resolution was passed unanimously

The Company Secretary extended vote of thanks and the Chairman declared the meeting as concluded.

Shareholders representing 2,30,39,947 shares, utilized the e-voting facility. Shareholders representing 10,26,268 shares, utilized the poll. The combined result of e-voting and poll on the resolutions is as under:-

Resolution No.	Mode	No. of votes polled	Favour		Against	
			votes	%	votes	%
1	E-voting	23039947	23039947	100	0	0
	Poll	1002268	1002268	100	0	0
	Total	24042215	24042215	100	0	0

CHAIRMAN'S INITIALS

B. Rama Rao

MINUTES BOOK

2	E-voting	23039947	23039947	100	0	0
	Poll	1002268	1002268	100	0	0
	Total	24042215	24042215	100	0	0
3	E-voting	23039947	22890955	99.35	148992	0.65
	Poll	1002268	957268	95.51	45000	4.49
	Total	24042215	23848223	99.19	193992	0.81
4	E-voting	23039947	23039947	100	0	0
	Poll	1002268	1002268	100	0	0
	Total	24042215	24042215	100	0	0
5	E-voting	23039947	22890955	99.35	148992	0.65
	Poll	1002268	957268	95.51	45000	4.49
	Total	24042215	23848223	99.19	193992	0.81
6	E-voting	23039947	23039947	100	0	0
	Poll	1002268	1002268	100	0	0
	Total	24042215	24042215	100	0	0
7	E-voting	23039947	23039947	100	0	0
	Poll	1002268	1002268	100	0	0
	Total	24042215	24042215	100	0	0
8	E-voting	23039947	23039947	100	0	0
	Poll	1002268	1002268	100	0	0
	Total	24042215	24042215	100	0	0
9	E-voting	23039947	23039947	100	0	0
	Poll	1002268	1002268	100	0	0
	Total	24042215	24042215	100	0	0
10	E-voting	23039947	23039947	100	0	0
	Poll	1002268	1002268	100	0	0
	Total	24042215	24042215	100	0	0
11	E-voting	23039947	23039947	100	0	0
	Poll	1002268	1002268	100	0	0
	Total	24042215	24042215	100	0	0

VOTE OF THANKS

Chairman proposed a vote of thanks to the members present at the meeting and declared the meeting as concluded.

Place: Hyderabad

Date: 10.10.2014

CHAIRMAN

CHAIRMAN'S INITIALS

S. Ramakrishna