



KNR Constructions Limited.

Date: 03rd September 2026

Ref: KNRCL/SD/2026/1103&1104

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 31st Annual General Meeting of the members of the Company

We refer to the above captioned subject, we herewith intimate to the Exchanges that the 31st Annual General Meeting of the members of the Company is scheduled to be held on Friday, 25th September 2026 at 12.30PM through Video Conference or Other Audio Visual Means (VC/OAVM) in compliance with the General Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. Notice of the 31st Annual General Meeting is annexed herewith.

The Board of Directors at their meeting held on 13th August 2026 has appointed Mr. Vikas Sirohiya, a partner of P S Rao and Associates, Company Secretaries, Hyderabad, as scrutinizer to scrutinize the process of e-voting.

The e-voting period commences on Tuesday, 22nd September 2026 at 09:00 AM and ends on Thursday, 24th September 2026 at 05:00PM. The cut-off date for the purpose of e-voting is 18th September 2026.

This is for your information and records, please.

Thanking you,
Yours truly
For **KNR Constructions Limited**

Haritha Varanasi
Company Secretary

Notice

ORDINARY BUSINESS

1. To receive, consider and adopt
 - (a) the audited Financial Statement of the Company for the financial year ended March 31, 2026 and the Report of the Board of Directors and Auditors thereon; and
 - (b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2026 and the Report of Auditors thereon.
2. To declare final Dividend of ₹ 0.25 Per Equity share of ₹ 2.00 each for the financial year 2025-26.
3. To appoint a Director in place of Smt. K Yashoda (DIN:05157487), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. **Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2027.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Suneel and Associates., Cost Accountants, Nellore (Firm Registration No. 002296), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027, amounting to ₹ 3,00,000/- (Rupees Three Lakhs only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified."

5. **To enter into material related party transactions with M/s KNRHC Baidyanath Banhardih Coal Mine Private Limited, subsidiary of M/s KNR Constructions Limited ("the Company")**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Meetings and Powers of the Board) Rules, 2014 ("the Rules") and Regulation 23 read with Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all other applicable laws and statutory provisions, if any, made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force) and the Company's policy on related party transactions, as amended, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the Board which shall also include any Committee constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or carry out contract(s)/arrangement(s)/transaction(s) as detailed in explanatory statement, with KNRHC Baidyanath Banhardih Coal Mine Private Limited, a subsidiary company of M/s KNR Constructions Limited ("the Company"), a related party of the Company, on such terms and conditions as may be agreed between the Company and KNRHC Baidyanath Banhardih Coal Mine Private Limited for an aggregate value not exceeding ₹ 3,552.43 Crores (excluding GST) subject to such contract(s)/arrangement(s)/transaction(s), for sale/supply of services, being carried out at arm's length and in the ordinary course of business."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, files, applications and make necessary representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Notice (Contd.)

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any authorised representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient, to give effect to the above resolution."

"RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the aforementioned resolution be and hereby approved, ratified and confirmed in all respects."

6. **To enter into material related party transaction(s) with M/s KNR-SIML (JV), related party of M/s KNR Constructions Limited ("the Company").**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Meetings and Powers of the Board) Rules, 2014 ("the Rules") and Regulation 23 read with Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all other applicable laws and statutory provisions, if any, made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force) and the Company's policy on related party transactions, as amended, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the Board which shall also include any Committee constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or carry out contract(s)/arrangement(s)/transaction(s) as detailed in explanatory statement, with M/s KNR-SIML (JV), a related party of M/s KNR Constructions Limited ("the Company"), on such terms and conditions as may be agreed between the Company and KNR-SIML (JV) for an aggregate value not exceeding ₹ 3,311.71 Crores (excluding GST) (₹ 1,714.17 Crores (Excluding GST) further ₹ 1,597.54 Crores (Excluding GST) will be done on back to back basis from JV partner) subject to such contract(s)/arrangement(s)/transaction(s), for sale/supply of services, being carried out at arm's length and in the ordinary course of business."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, files, applications and make necessary representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any authorised representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient, to give effect to the above resolution."

"RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the aforementioned resolution be and hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
For **KNR Constructions Limited**

Place: Hyderabad
Date: August 13, 2026

Haritha Varanasi
Company Secretary
(ACS 34293)

Registered Office:
KNR Constructions Limited
KNR House, 3rd and 4th Floors,
Plot No.114, Phase I, Kavuri Hills,
Hyderabad, Telangana- 500033.
Ph: 040 - 40268760
Email: investors@knrcl.com
Website: www.knrcl.com
CIN: L74210TG1995PLC130199

Notice (Contd.)

NOTES FOR MEMBERS:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General circular 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"). and the Securities Exchange Board of India ('SEBI'), vide its Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 06, 2023 and October 03, 2024, and other applicable circulars in this regard have permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) / other audio-visual means (OAVM), without the physical presence of the Members at a common venue. In view of the same, the 31st Annual General Meeting is being held through VC/OAVM on Friday, September 25, 2026 at 12.30 P.M. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
2. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not attached to this Notice.
3. As per the provisions of Clause 3.A. II of the General Circular No.20/2020 dated May 05, 2020, issued by the MCA, the matters of Special Business as appearing at item Nos. 5 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. The Explanatory Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
5. In case you are holding the Company's shares in dematerialised form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate etc.
6. In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. MUFG Intime India Private Limited (RTA), C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083 and update your bank account details by enclosing a photocopy of blank cancelled cheque of your bank account.
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, Even the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form with effect from January 24, 2022. In view of the same and to eliminate any risk associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. M/s. Link Intime India Private Limited (RTA). C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083 are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialisation and change in the address of the members may be communicated to the Company or RTA.
8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
9. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company's email id investors@knrcl.com, a certified copy of the Board resolution, authorisation, etc., authorising their representative to attend the AGM through VC/OAVM and vote through e-voting on their behalf at the meeting.
10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialised form may contact their respective depository participant(s) for recording nomination in respect of their shares.
11. The register of members and the Register of share transfers of the Company shall be closed from September 18, 2026 to September 25, 2026 (both days inclusive) and Record date has been fixed as September 15, 2026 for the purpose of payment of dividend for the financial year ended March 31, 2026. The final dividend, once approved by the members in the ensuing AGM, will be paid on or before October 20, 2026.

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Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to investors@knrcil.com on or before September 14, 2026.

Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investors@knrcil.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before September 14, 2026.

With effect from April 01, 2024, Dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon Folio being KYC compliant i.e. the PAN, choice of nomination, contact details and specimen signature are registered with the RTA/ Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]

Note: To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and Nomination details.

12. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven)

years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. In view of this members are requested to claim their dividend from the Company, within the stipulated timeline.

The Members/Claimants whose shares and/or unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 which is available on www.iepf.gov.in and on the website of the Company www.knrcil.com along with requisite fee as decided by it from time to time.

Members who have not yet encashed the dividend warrants from the financial year ended March 31, 2018 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents without any further delay. It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amount which were lying with the Company upto and in respect of the year ended on March 31, 2018, have already been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website at www.knrcil.com and on the website of Ministry of Corporate Affairs at www.iepf.gov.in. Members are requested to contact the Company's Registrar and Share Transfer Agent or the Company to claim the unclaimed/unpaid dividends.

13. Members seeking any information or clarification on the Financial statements are requested to send their queries to the Company, in writing, at least ten days before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.

Notice (Contd.)

14. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no.MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company/RTA.

15. The register of Directors and Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and arrangements in which Directors are interested, maintained under Section 189 of the Act, will be electronically available for inspection by the members during the AGM.

Members may also note that the Notice of the 31st Annual General Meeting is available on the Company's website, www.knrcil.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at investors@knrcil.com.

In compliance with the aforementioned MCA Circulars and SEBI Circulars Notice of the AGM along with Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants. Members may note that the Notice and the Annual Report 2025-26 will also be available on the Company's website at www.knrcil.com on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.

To support 'Green Initiative', 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.

16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/ HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
19. Members seeking any information or clarification on the financial statements are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. The same will be replied by the Company suitably.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.
21. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for financial year 2025-26 can be accessed.
22. Additional information in respect of Directors seeking appointment/ re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure

Notice (Contd.)

Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by the ICSI forms part of this Notice. Requisite consent/declaration has been received in this regard.

23. The Company has appointed Shri Vikas Sirohiya, Practicing Company Secretary (Membership No. A15116, C.P. No. 5246), a Partner of M/s P S Rao and Associates, Company Secretaries, Hyderabad as the Scrutiniser to conduct and scrutinise the voting process in a fair and transparent manner. The cut-off date for the purpose of e voting has been fixed as Friday, September 18, 2026.

E-VOTING

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. Pursuant to MCA and SEBI Circulars the forthcoming AGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.knrcil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL at www.evotingindia.com.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period (remote e-voting) begins on Tuesday, September 22, 2026 at 09.00 AM and ends on Thursday, September 24, 2026 at 05.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, September 18, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. However, the e-voting module shall be enabled for voting by the members during the AGM which shall continue till 15 minutes upon conclusion of the Meeting.
- (ii) The Board of Directors has appointed Shri Vikas Sirohiya, Practicing Company Secretary (Membership No. A15116, C.P. No. 5246), a Partner of M/s P S Rao and Associates, Company Secretaries, Hyderabad to act as Scrutiniser to conduct and scrutinise the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

Notice (Contd.)

- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 and joining virtual meetings 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 CDSL Depository	- 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. - 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 & 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. - If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Notice (Contd.)

Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022- 4886 7000 and 022 - 2499 7000

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

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.

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- 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 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR Date of Birth (DOB)	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 order to login. 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 as mentioned in instruction.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
 - (viii) 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.
 - (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the EVSN for the relevant Company, i.e., KNR Construction Limited on which you choose to vote
 - (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiii) 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.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xvi) 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.
 - (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutiniser for verification

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(xviii) **Additional Facility for Non – Individual Shareholders and Custodians – 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 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.
- 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 scrutiniser to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address investors@knrcil.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@knrcil.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@knrcil.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by a shareholder through the e-voting available during the AGM and if the same shareholder has not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NOS. 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

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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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free No. 1800 21 09911

General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on **September 18, 2026** the Cut- off date
- ii. The Scrutiniser, after scrutinising the votes cast during the meeting and through remote e-voting will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutiniser's report and submit the same to the Chairman. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company, www.knrcl.com and on the website of www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., September 25, 2026.
- iii. The voting result will be announced by the Chairman or any other person authorised by him within two days of conclusion of the AGM. A copy the same shall be submitted to BSE & NSE and also placed on the web site of the Company.

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EXPLANATORY STATEMENT

[PURSUANT TO THE PROVISIONS OF SECTION 102 (2) OF THE COMPANIES ACT, 2013]

Item No. 4

The Board of Directors at its meeting held on May 29, 2026, upon the recommendation of the Audit Committee, has appointed M/s Suneel & Associates., Cost Accountants, Hyderabad (Firm Registration No. 002296), issued by the Institute of Cost Accountants of India, as the Cost Auditors of the Company for the financial year 2026-27 at a remuneration of ₹ 3 Lakhs excluding applicable taxes. Certificate issued by M/s Suneel & Associates., confirming their eligibility to be appointed as Cost Auditors of the Company will be available for inspection electronically by the members.

In accordance with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors requires ratification by the members. Hence this resolution is proposed for consideration of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, whether financial or otherwise in the Resolution as set out at Item no. 4.

Item No. 5

Background, details and benefits of the transaction

KNRHC Baidyanath Banhardih Coal Mine Private Limited (KBBCMPL) is a subsidiary company of M/s KNR Constructions Limited ("KNRCL" or "the Company") and consequently, a related party of KNRCL.

M/s KNRHC Baidyanath Banhardih Coal Mine Private Limited is an SPV formed to undertake the work of executing the project Mine Developer cum Operator for Development and Operation of Banhardih Coal Mining Block in the State of Jharkhand, including operation and maintenance of the Mines, excavation and delivery of Coal and performance and fulfilment of all other obligations of the Mine Operator and matters incidental thereto or necessary for the performance

of any or all of the obligations of the Mine Operator. KBBCMPL now intends to engage KNRCL as sub-contractor to carry out the work awarded to KBBCMPL. The value of the contract is ₹ 3552.43 crores (Excluding GST) and it being a material related party transaction, approval of the members is being sought.

Considering the manpower, skilled personnel and equipment KNRCL possesses, KBBCMPL has engaged KNRCL as Engineering, Procurement and Construction (EPC) contractor for execution of the aforementioned work.

The Audit Committee was provided with the relevant details of the proposed related party transaction including material terms. The Independent Directors in the Audit Committee after reviewing all the necessary information, granted approval for entering into related party transaction with KNRCL for an aggregate value upto ₹ 3552.43 crores (Excluding GST). The Audit Committee has noted that the said transaction will be in ordinary course of business of the Company and at arm's length basis.

The aforesaid transaction/arrangement of sub-contract significantly contributes to the EPC turnover of KNRCL for a period of 7 years from the date of commencement of the work. Hence, considering the benefits of the transaction, the Audit Committee, Board of Directors of the Company recommend the resolution as set out at item no. 5.

The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and KBBCMPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Minimum Information required to be provided to the Audit Committee and shareholders for approval of RPTs and per the RPT industry standards

Part A – Minimum information of the proposed RPT, applicable to all RPTs.

A(1) Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	KNRHC Baidyanath Banhardih Coal Mine Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Coal Mining

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A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. -While calculating indirect shareholding, shareholding held by relatives shall also be considered.	KNR Constructions Limited is holding Company of KBBCMPL and KBBCMPL is subsidiary of the Company. KNRCL holds 74% of the shareholding in KBBCMPL KBBCMPL was incorporated as a private limited company and a deemed public company as it is subsidiary of public company.

A(3) Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Nil
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil

A(4) – Amount of proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholder	₹ 3552.43 Crores (Excluding GST)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	155.37%

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S. No.	Particulars of the information	Information provided by the management
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	0.00%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.00%
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	The Company was incorporated on August 04, 2025 as an SPV to execute the project and the operations are yet to be commenced as on date.

A(5) Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Supply of services for execution of the project.
2.	Details of each type of the proposed transaction	Supply of services to undertake the work of Short Term Contract for Development and Operation of Banhardih Coal Mining Block in the State of Jharkhand
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	7 Years
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	1st year - ₹ 100 Crores Subsequent 6 years – ₹ 575.405 Crores per annum.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The said contract for execution of the project enables timely completion of the project as KNRCL is in possession of skilled labour, manpower and necessary equipment for the construction of the project. By entering into said EPC contract, it significantly facilitates to the EPC turnover of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	None of the Directors are interested financially or otherwise in the said related party transaction except that Shri K Narsimha Reddy and Shri K Jalandhar Reddy are Directors in the wholly owned subsidiary of the Company and Shri K Narsimha Reddy, Shri K Jalandhar Reddy and Smt K Yashoda holds one share each as nominee shareholders of the Company.
	a. Name of the director / KMP	Shri K Narsimha Reddy Shri K Jalandhar Reddy

Notice (Contd.)

S. No.	Particulars of the information	Information provided by the management
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Shri K Narsimha Reddy, Shri K Jalandhar Reddy and Smt K Yashoda holds one share each as nominee shareholders of the Company.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Nil
9.	Other information relevant for decision making.	Nil

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B(1).

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	KNRCL was the bidder for the aforementioned project and as per the Concession Agreement separate SPV need to be formed for development and operations the Project and KNRCL will execute the EPC Works on behalf of SPV. Hence, no further bidding or other process is required.
2.	Basis of determination of price.	The price is fixed by the employer and no change in the same.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NIL

Information as required under Rule 15 of Companies (Meetings and Powers of the Board) Rules, 2014 is provided hereunder.

S. No.	Particulars	Details
1.	Name of the related party	KNRHC Baidyanath Banhardih Coal Mine Private Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any.	Shri K Narsimha Reddy Shri K Jalandhar Reddy
3.	Nature of Relationship	Shri K Narsimha Reddy and Shri K Jalandhar Reddy are Directors of the Company. The related party company is a subsidiary of the Company and they are directors acting on behalf of the holding company, i.e, KNRCL. Other than the above, they are in no way financially or individually interested in the said material related party transaction.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Nature of the Contract – Rendering of EPC services, supply of services. Material Terms - Supply of services to undertake the work of Short Term Contract for Development and Operation of Banhardih Coal Mining Block in the State of Jharkhand. The contract period is 7 years from the date of commencement of operations. Monetary value – The value of contract is ₹ 3552.43 Crores (excluding GST)

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None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, whether financial or otherwise in the Resolution as set out at Item no. 5.

The Board, based on the recommendations of the Audit Committee, recommends the resolution as set out in item no. 5 for the approval of the members as Ordinary Resolution.

Item No. 6:

The Company along with Sushee Infra Mining Limited has formed JV namely KNR – SIML (JV) for the purpose of bidding of several mining works at Kusmunda, Chhattisgarh. KNRCL holds 51% of the share in the JV. The project was awarded to the JV by Southern East Coal Fields Limited. The Company intends to enter into Engineering Procurement and Construction (EPC) contract with the JV for execution of the mining works awarded to the JV. KNRCL being the lead partner in the KNR – SIML (JV), it is considered as a related party.

The value of the contract awarded to the JV is ₹ 3361.11 Crores (Excluding GST). The EPC contract is being entered into with the JV for an amount of ₹ 1,714.17 Crores (Excluding GST) further ₹ 1,597.54 Crores (Excluding GST) will be done on back to back basis from other JV Partner M/s Sushee Infra Mining Limited (SIML).

Considering the manpower, skilled personnel and equipment KNRCL possesses, JV has engaged KNRCL as Engineering, Procurement and Construction (EPC) contractor for execution of the aforementioned work.

The Audit Committee was provided with the relevant details of the proposed related party transaction including material terms. The Independent Directors in the Audit Committee after reviewing all the necessary information, granted approval for entering into related party transaction with KNRCL for an aggregate value upto ₹ 3,361.11 Crores. The Audit Committee has noted that the said transaction will be in ordinary course of business of the Company and at arm's length basis.

The aforesaid transaction/arrangement of sub-contract facilitates to the EPC turnover of KNRCL for a period of 8 years from the date of commencement of the work. Hence, considering the benefits of the transaction, the Audit Committee, Board of Directors of the Company recommend the resolution as set out at item no. 6.

The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and JV, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Minimum Information required to be provided to the Audit Committee for approval (including ratification) of RPTs.

Part A– Minimum information of the proposed RPT, applicable to all RPTs.

A(1) Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	KNR-SIML (JV)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	JV is formed for the purpose of bidding for the mining project.

Notice (Contd.)

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. -While calculating indirect shareholding, shareholding held by relatives shall also be considered.	None of the Directors are interested financially or otherwise in the said related party transaction except that KNRCL holds 51% of share in the JV.

A(3) Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Nil
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil

A(4) – Amount of proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	₹ 1,714.17 Crores (Excluding GST) further ₹ 1,597.54 Crores (Excluding GST) will be done on back to back basis from JV partner
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

Notice (Contd.)

S. No.	Particulars of the information	Information provided by the management
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	63.53%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	0.00%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.00%
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	Nil

A(5) Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Supply of services for execution of the project.
2.	Details of each type of the proposed transaction	Supply of services for execution of mining work awarded by Southern East Coal Fields Limited.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	8 Years
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	1st year - ₹ 200 Crores Subsequent 7 years ₹ 216.31 Crores per annum.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The said contract for execution of the project enables timely completion of the project as KNRCL is in possession of skilled labour, manpower and necessary equipment for the construction of the project. By entering into said EPC contract, it facilitates to the EPC turnover of the Company.

Notice (Contd.)

S. No.	Particulars of the information	Information provided by the management
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director/KMP b. Shareholding of the director/KMP, whether direct or indirect, in the related party	None
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Nil
9.	Other information relevant for decision making.	Nil

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B(1).

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	KNRCL is the JV partner and KNR SIML JV was the bidder of the project and was awarded to the JV. Hence no further bidding is required.
2.	Basis of determination of price.	The price is fixed by the employer i.e, Southern East Coal Fields Limited and there is no change in the pricing.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Nil

Notice (Contd.)

Information as required under Rule 15 of Companies (Meetings and Powers of the Board) Rules, 2014 is provided hereunder:

S. No.	Particulars	Details
1	Name of the related party	KNR-SIML (JV)
2	Name of the Director or Key Managerial Personnel who is related, if any.	None
3.	Nature of Relationship	KNRCL is lead partner in the JV holding 51% of share.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Nature of the Contract – Rendering of EPC services, supply of services. Material Terms - Supply of services to undertake the work of several mining job works in Kusumanda, State of Chhattisgarh. The contract period is 8 years from the date of commencement of operations. Monetary value – The value of contract is ₹ 1,714.17 Crores (Excluding GST) further ₹ 1,597.54 Crores (Excluding GST) will be done on back to back basis from JV partner i.e, SIML.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, whether financial or otherwise in the Resolution as set out at Item no. 6.

The Board, based on the recommendations of the Audit Committee, recommends the resolution as set out in item no. 6 for the approval of the members as Ordinary Resolution

By Order of the Board of Directors
For **KNR Constructions Limited**

Haritha Varanasi
Company Secretary
(ACS 34293)

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CIN: L74210TG1995PLC130199

Place: Hyderabad
Date: August 13, 2026