

K&R RAIL ENGINEERING LIMITED

CIN: L45200TG1983PLC082576

**Registered Office : 12-5-32/8, Bhatukammakunta, Vijapuri, South
Lallaguda TG 500017**

**Email:krrailengineering@gmail.com Phone: +91 4027017617, +91 40 27000499
Fax: +91 40 270001295**

08/05/2023

To,

**The Bombay Stock Exchange,
P.J Towers, Dalal Street,
Mumbai- 400001.**

**SUB: SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT IN
PURSUANT TO REGULATION 24A**

Dear Sir,

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find enclosed the ANNUAL SECRETARIAL COMPLIANCE REPORT for the Year ended March 31st, 2023.

You are requested to take the same on your records.

Thanking you

Yours Faithfully,

**For K & R RAIL ENGINEERING LIMITED
(Formerly Known as AXIS RAIL INDIA LIMITED)**

**Latha Pamula
Company Secretary cum Compliance officer**

**Secretarial compliance report of K&R Rail Engineering Limited
(CIN: L45200TG1983PLC082576)
for the year ended 31st March 2023**

**To,
K&R Rail Engineering Limited
12-5-32/8, Bhatukammakunta Vijapuri, South Lallaguda
Secunderabad Hyderabad TG 500017**

I have examined:

- (a) all the documents and records made available to us and explanation provided by K&R Rail Engineering Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;




- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- **(Not Applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

Other Regulations, provisions and the circulars/guidelines issued thereunder, have been examined, include:-



I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	-
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	YES YES	- 

3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents/ information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	YES YES YES	- - -
4.	<p>Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	-
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <ul style="list-style-type: none">• Identification of material subsidiary companies.• Disclosure requirement of material as well as other subsidiaries.	YES YES	
6.	<p>Preservation of Documents:</p> <ul style="list-style-type: none">• The listed entity is preserving and maintaining records as prescribed under SEBI		



	Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	Performance Evaluation: <ul style="list-style-type: none">The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions: <ul style="list-style-type: none">The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	YES	-
9.	Disclosure of events or information: <ul style="list-style-type: none">The listed entity has provided all the required disclosures under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: <ul style="list-style-type: none">The listed entity is in compliance with Regulation		-



	3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	Actions taken by SEBI or Stock Exchange, if any: <ul style="list-style-type: none"> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. 	YES	-
12.	Additional Non-compliances, if any: <ul style="list-style-type: none"> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. 	YES	-



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr No.	Particulars	Comp liance Statu s (Yes/ No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit	NO	<ul style="list-style-type: none"> The Auditor of the Listed Entity has not resigned.

	<p>report for such quarter; or</p> <p>II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NO</p> <p>NA</p>	<ul style="list-style-type: none">• The Auditor of the Listed Entity has not resigned.• The Auditor of the Listed Entity has not resigned.
2.	Other conditions relating to resignation of statutory auditor		
	<p>I. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	<p>NA</p>	<ul style="list-style-type: none">• There was no concern with the management of listed entity. The audit process was smooth and the management of the listed entity was cooperative during the entire audit process.



	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	<p>NA</p>	<ul style="list-style-type: none"> The Auditor of the Listed Entity has not resigned.
	<p>II. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p>	<ul style="list-style-type: none"> The Auditor of the Listed Entity has not resigned.
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as</p>	<p>NA</p>	<ul style="list-style-type: none"> The listed entity has provided all the information which was required by the auditor. The Auditor of the Listed Entity has not resigned.



specified in Annexure- A in SEBI Circular CFD/CMD1/114/2019 18th October, 2019.	CIR/ dated	NA
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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr No.	Compliance Requirement (Regulation/s/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	The listed entity has complied with the provisions of all the Regulations and circulars/ guidelines issued thereunder	N.A.	N.A.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S r N o.	Com- pli- an- ce Requi- re- ment (Regu- lation s/ circu- lar- s/ guide lines inclu- ding speci- fic claus- e)	Reg- u- lati- on/ Circu- lar No.	D ev ia ti o ns	Ac tio n Ta ke n by	Typ e of Act ion	De tai ls of Vi ol ati on	Fin e Am oun t	Observations/ Remarks of the Practicing Company Secretary	Ma- n- age- ment Re- spo nse	Re- ma rks
1.	N.A.	N.A.	N. A.	N. A.	N.A.	N. A.	N.A.	There were no observations in the previous reports	N.A.	N.A.

Date: 20/04/2023

Place: New Delhi

**For Dabas S & Co.
(Company Secretaries)**



Sanjeev Dabas
M. No: A65138, COP: 24418
Peer Review Certificate No: 2098/2022

UDIN: A065138E000155800