

K&R RAIL ENGINEERING LIMITED

CIN: L45200TG1983PLC082576

Registered Office : 3rd floor, Sai Krishna, Plot No. 797 A, Road No. 36, Jubilee Hills, Hyderabad 500033

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

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Date: 08.09.2023

Dear Sir/ Madam,

Sub: Submission of 40th AGM notice which is dispatched to shareholders of the Company-reg.

Unit:K&R Rail Engineering Limited (BSE Scrip Code: 514360)

In terms of Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended we are forwarding the notice of 40th Annual General Meeting of the Company, which is being dispatched to our Shareholders on 8th September, 2023. The 40th Annual General Meeting of the company is scheduled to be held on Saturday, the 30th Day of September 2023 at 10.00 A.M through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

Please find the enclosed the Notice of the 40th AGM for the financial year 2023. Same will be made available on the company’s website, at www.krrailengg.com

This is for the information and records of the Exchange, please.

Thanking you.

Yours faithfully
For K&R Rail Engineering Limited

Chandrakant
Company Secretary cum Compliance officer
Mem. No. 63132



K&R RAIL Engineering Limited

40th ANNUAL REPORT
2022-2023



K & R RAIL ENGINEERING LIMITED

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Jubilee Hills, Hyderabad 500033



TABLE OF CONTENTS

Sl. No	Particulars	Page No.
1	CORPORATE INFORMATION	
2	AGM NOTICE	
3	NOTES	
4	EXPLANATORY STATEMENT	
5	DIRECTORS REPORT	
6	AOC-1	
7	AOC-2	
8	SECRETARIAL AUDIT REPORT	
9	DIRECTORS DISQUALIFICATION CERTIFICATE	
10	CG REPORT	
11	INDEPENDENT DIRECTORS DECLARATION	
12	CORPORATE GOVERNANCE CERTIFICATE	
13	INDEPENDENT AUDIT REPORT	
14	FINANCIAL	
15	NOTES TO AUDIT REPORT	



K & R Rail Engineering Limited

40th Annual Report 2022-23

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Maniza Khan	-Independent Director (DIN: 07146123) & Chairperson
Mr. Rabindra Kumar Barik	-Independent Director (DIN: 08773785)
Mr. Sanjay Kotthapalli	-Non-Executive Director (DIN: 00001401)
Mr. Sukesh Kumar Sharma	-Executive Director (DIN: 08449196)
Mr. Amit Bansal	-Executive Director (DIN: 06750775)
Mr. Suresh Solanki	-Executive Director (DIN: 02550445)
Mr. Prahallada Rao	-Chief Financial Officer (AKMPR1779B)
Mr. Chandrakanth	-Company Secretary-cum-Compliance Officer (Membership No: 63132)

REGISTERED OFFICE

3rd floor, Sai Krishna, Plot No. 797 A, Road No. 36,
Jubilee Hills, Hyderabad 500033

CIN: L45200TG1983PLC082576

STATUTORY AUDITORS:

M/s. Chowdary & Rao
Chartered Accountants
Address: 8-3-677/26, 1st Floor,
Sri Krishna Devaraya Nagar Colony,
Yellareddiguda, Hyderabad- 500073

INTERNAL AUDITORS:

M/s. E Srinivas and Co.,
Chartered Accountants
Address: F 402, H. No. 1-98/3/1/4
Suvarna Habitat
Cyberhills Colony, Jai Hind Enclave
Madhapur, Hyderabad- 500081

SECRETARIAL AUDITORS:

M/s. M/s. Dabas S & Co.
Sanjeev M/s. Dabas
Address: Office 110, B08,
GD ITL Tower NSP
Pitampura, Delhi- 110034

BANKERS:

ICICI Bank
Axis Bank



AUDIT COMMITTEE:

Ms. Maniza khan	-Independent Director	-	Chairperson
Mr. Rabindra Kumar Barik	-Independent Director	-	Member
Mr. Sanjay kothapalli	-Non Executive Director	-	Member

NOMINATION & REMUNERATION COMMITTEE:

Mr. Rabindra Kumar Barik	-Independent Director	-	Chairperson
Ms. Maniza khan	-Independent Director	-	Member
Mr. Sanjay kothapalli	-Non Executive Director	-	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Ms. Maniza khan	-Independent Director	-	Chairperson
Mr. Rabindra Kumar Barik	-Independent Director	-	Member
Mr. Sanjay kothapalli	-Non Executive Director	-	Member

CORPORATE SOCIAL RESONSIBILITY COMMITTEE:

Ms. Maniza khan	-Independent Director	-	Chairperson
Mr. Rabindra Kumar Barik	-Independent Director	-	Member
Mr. Sanjay kothapalli	-Non-Executive Director	-	Member

REGISTRAR & SHARE TRANSFER AGENTS:

Aarhi Consultants Private Limited
1-2-285, Domalguda, Hyderabad – 500 029
Phone: 040-27638111, 27634445
Email: info@aarhiconsultants.com

LISTED AT: Bombay Stock Exchange Limited**DEMAT ISIN NUMBER IN NSDL & CDSL:** INE078T01026**WEBSITE:** www.krrailengg.com**INVESTOR SERVICES E-MAIL ID:** krrail1994@gmail.com



NOTICE OF 40th ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of members of M/s. K&R Rail Engineering Limited will be held on Saturday, the 30th Day of September 2023 at 10.00 A.M to be held through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business:

1. To receive, consider, approve and adopt
 - a. the Standalone Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
 - b. the Consolidated Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors thereon.
2. To appoint a director in place of Mr. Sanjay Kothapalli (DIN: 08449196), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **Increase in the Authorised Share Capital and consequent alteration of the capital clause in the Memorandum of Association of the Company**

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

an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 13 and Section 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the authorized share capital of the Company of Rs. 45,00,00,000 (Rupees Forty-Five Crores only) Consisting of Rs. 30,85,00,000 (Rupees Thirty Crores and Eighty-Five Lakhs Only) divided into 3,08,50,000 (Three Crores Eight Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- each and Rs.14,15,00,000 (Rupees Fourteen Crores and Fifteen Lakhs Only) divided into 1,41,50,000 (One Crore Forty-one Lakhs



and Fifty Thousand) 7% Optionally Convertible Redeemable Preference Shares of Rs.10/- each **BE AND IS HEREBY INCREASED TO** Rs. 60,00,00,000 (Rupees Sixty Crores only) consisting of Rs. 45,85,00,000 (Rupees Forty-Five Crores and Eighty-Five Lakhs Only) divided into 4,58,50,000 (Four Crores Fifty-Eight Lakhs and Fifty Thousand) equity shares of Rs. 10/- each and Rs. 14,15,00,000 (Rupees Fourteen Crores Fifteen Lakhs Only) divided into 1,41,50,000 (One Crore Forty-one Lakhs and fifty Thousand) 7% Optionally Convertible Redeemable Preference Shares of Rs.10 each.

“FURTHER RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company consequently be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause V:”

“V. The Authorized Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores only) divided into Rs. 45,85,00,000 (Rupees Forty-Five Crores and Eighty-Five Lakhs Only) divided into 4,58,50,000 (Four Crores Fifty-Eight Lakhs and Fifty Thousand) equity shares of Rs. 10/- each and Rs. 14,15,00,000 (Rupees Fourteen Crores Fifteen Lakhs Only) divided into 1,41,50,000 (One Crore Forty-one Lakhs and fifty Thousand) 7% Optionally Convertible Redeemable Preference Shares of Rs.10 each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps/actions as may be deemed expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard.”

For and on behalf of the Board of Directors
K&R Rail Engineering Limited

Place: Hyderabad
Date:28.08.2023

Sd/-
Maniza Khan
Chairperson



NOTES

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars granted certain relaxations and thus permitted the holding of Annual General Meeting (“AGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, as applicable, the AGM of the Company is being held through VC / OAVM (e-AGM).
2. The Company has engaged the services of Central Depository Services (India)Limited (“CDSL”), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
3. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.



5. Compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2022-23 will also be available on the Company's website www.krrailengg.com website of the BSE Limited at www.bseindia.com and on the website of R&T Agent of the Company viz. Arthi Consultants Private Limited.

Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id – info@arthiconsultants.com for obtaining the Annual Report and Notice of e-AGM of the Company electronically.

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. The facility of joining the e-AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-AGM, and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2023 to 30.09.2023 (both days inclusive) for the purpose of AGM.
9. **Ms. Aakanksha**, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt



of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at www.bseindia.com, (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).

10. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email at aakanksha.shukla09@gmail.com and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
11. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in Demat mode and with RTA in case the shares are held by them in physical mode.
12. To register e-mail address for all future correspondence and update the bank account details, please follow the below process:
 - a. Members holding shares in Demat mode can get their details registered/updated only by contacting their respective DP.
 - b. Members holding shares in physical mode may register their email address and mobile number with the RTA by sending an e-mail request to the email ID info@arthiconsultanst.com along with signed scanned copy of the request letter providing the email address and mobile number, self-attested copy of Permanent Account Number Card (“PAN”) and copy of a share certificate for registering their email address. Additional details like name and branch of Bank along with bank account type, bank account number, 9-digit MICR code, 11-digit IFSC code and scanned copy of cancelled cheque will be required for updating bank account details.
13. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in Demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.
14. As per the provisions of Section 72 of the Companies Act, 2013 (“the Act”), the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination



are requested to register the same with their DP in case the shares are held by them in Demat mode, and to the RTA, in case the shares are held in physical mode.

15. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period commences on Wednesday, **the 27th day of September, 2023 (9.00 A.M. IST)** and ends on Friday, **The 29th day of September, 2023 (5.00 P.M. IST)**. During this period, Members holding shares either in physical mode or in Demat mode, as on **Saturday, the 23rd day of September, 2023 i.e. cut-off date**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Saturday, the 23rd day of September, 2023.
- v. Any person or non-individual Shareholders (in physical mode/ Demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.
- vi. **Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in Demat mode.**

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting



process, e-Voting process has been enabled to all individual Shareholders holding securities in Demat mode to vote through their Demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their Demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<p>a. Users who have opted for 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 is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider (“ESP”) i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL/, so that the user can visit the ESP website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered</p>



Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.

Individual Shareholders holding securities in Dematmode with [NSDL](#)

- a. If you are already registered for NSDL Ide AS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com>.
- b. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘Ide AS’ 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.
- c. 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- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- d. If the user is not registered for Ide AS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for Ide AS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- g. 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- CDSL and you will be redirected to e-Voting website of CDSL 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](#)

- d. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- e. 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.
- f. Click on Company name or e-Voting service provider name - CDSL and you will be redirected to e-Voting website of CDSL 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 022-23058738 and 22-23058542-43.
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.: 1800 1020 990and 1800 22 44 30



vii. **Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in Demat mode.**

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on Shareholders tab/ module.
- c) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

LOGIN TYPE FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE AND SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

PAN	Enter your 10-digit alpha-numeric “PAN” issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact 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 (iii).



- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode 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 account 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.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



q) 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 and enter the details as prompted by the system.

r) **[Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 scrutinizer 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 authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; aakanksha.shukla09@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING THE AGM:

- i. The procedure for attending AGM and e-Voting on the day of AGM is same as the instructions mentioned above for e-Voting.
- ii. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



- iii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM.
- iv. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- v. 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.
- vi. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- vii. Further Shareholders will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the AGM.
- viii. 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.
- ix. Members (holding shares as on Cut-off date) who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, on or before Friday, the 22nd day of September, 2023, from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at krrailengineering@gmail.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- x. Only those Shareholders, who are present in the AGM through VC 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.
- xi. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC 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 AGM.



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 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (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 on 022-23058542/43.

16. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM at e-Voting portal.
17. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the AGM along with details pursuant to SEBI Regulations and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to krailengineering@gmail.com
18. The term 'Members' or 'Shareholders' has been used to denote Shareholders of K&R Rail Engineering Limited
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.krailengg.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

For and on behalf of the Board of Directors
K&R Rail Engineering Limited

Sd/-

Maniza Khan
Chairperson

Place: Hyderabad
Date: 28.08.2023



EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 3: Increase in the Authorised Share Capital and consequent alteration of the capital clause in the Memorandum of Association of the Company

In order to accommodate the resultant shares to be allotted on conversion of warrants and/or Optionally Convertible Redeemable Preference Shares (OCRPS) and future requirements, the Board of Directors at their meeting held on 28.08.2023 have decided to increase the existing Authorized Share Capital from 45,00,00,000 (Rupees Forty-Five Crores only) Consisting of Rs. 30,85,00,000 (Rupees Thirty Crores and Eighty-Five Lakhs Only) divided into 3,08,50,000 (Three Crores Eight Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- each and Rs.14,15,00,000 (Rupees Fourteen Crores and Fifteen Lakhs Only) divided into 1,41,50,000 (One Crore Forty-one Lakhs and Fifty Thousand) 7% Optionally Convertible Redeemable Preference Shares of Rs.10/- each to Rs. 60,00,00,000 (Rupees Sixty Crores only) divided into Rs. 45,85,00,000 (Rupees Forty-Five Crores and Eighty-Five Lakhs Only) divided into 4,58,50,000 (Four Crores Fifty-Eight Lakhs and Fifty Thousand) equity shares of Rs. 10/- each and Rs. 14,15,00,000 (Rupees Fourteen Crores Fifteen Lakhs Only) divided into 1,41,50,000 (One Crore Forty-one Lakhs and fifty Thousand) 7% Optionally Convertible Redeemable Preference Shares of Rs.10 each. The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association.

The Board recommends the Ordinary Resolution as set out at Item No.3 of the Notice for approval of the shareholders for increase in authorised share capital.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolution.

For and on behalf of the Board of Directors
K&R Rail Engineering Limited

Place: Hyderabad
Date:28.08.2023

Sd/-
Maniza Khan
Chairperson