

# 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: 19.04.2024

Dear Sir/ Madam,

**Sub: Submission of EGM notice which is dispatched to shareholders of the Company-reg.**

In terms of Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended we are forwarding the notice of EGM of the Company, which is being dispatched to our Shareholders on 18th April, 2024. The Extra Ordinary General Meeting of the company is scheduled to be held on Saturday, the 11th day of May, 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC") /other Audio-Visual Means.

Please find the enclosed the Notice of EGM. Same will be made available on the company's website, at [www.krrailengg.com](http://www.krrailengg.com)

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

Thanking you.

Yours faithfully,  
For K&R Rail Engineering Limited

**Chandraka  
nt**

Digitally signed by Chandrakant  
DN: c=IN, o=Personal, title=9884,  
pseudonym=5C644cn5Ht3MLZgff08Fj02c.gbbMde,  
2.5.4.20=9884c9989aa27d6cda27774c1f59d6592ab4d  
4f284d620b264bdc7d041ad4, postalCode=201013,  
st=Uttar Pradesh,  
serialNumber=d51cb6653d10828894c95c2980d0745a  
a332843590ec4d834f145c55ae73b, cn=Chandrakant  
Date: 2024.04.19 14:44:13 +05'30'

Chandrakant  
Company Secretary cum  
Compliance officer

**K&R RAIL ENGINEERING LIMITED**  
Notice of Extra -Ordinary General Meeting

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") (1st meeting of 2024- 2025) of the Members of K&R Rail Engineering Limited will be held on Saturday, the 11th day of May, 2024 at 11:00 A.M. through video conferencing and other audio-visual means, to transact the following business:

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### **SPECIAL BUSINESS:**

#### **1. Appointment of Mr. Shaik Suhail Nasir (DIN: 06866848) as an Additional (Executive) Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, provisions of SEBI (LODR) Regulations, 2015 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shaik Suhail Nasir, who was appointed by the Board of Directors as an Additional Director (category-Executive) of the Company on recommendation of Nomination and Remuneration Committee with effect from 13.04.2024 who holds office up to the date of forth coming Annual General Meeting be and is hereby appointed as Executive Director of the Company, liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, as amended from time to time, approval of the members be and is hereby accorded for the appointment of Mr. Shaik Suhail Nasir, as the Executive Director of the Company for a period of 5 years with effect from 13th April 2024 at a remuneration of Rs. 30,000/- per month as mentioned in the explanatory statement."

**"RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits in any financial year during her tenure, the Company shall pay a gross monthly salary of Rs 30,000 to Mr. Shaik Suhail Nasir, remuneration by way of salary and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government of India from time to time."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

## **2. Appointment of statutory auditor to fill the casual vacancy caused by resignation:**

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 139(8) and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and provisions of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. P Murali & Co., and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Extra Ordinary General Meeting till the conclusion of the ensuing (41st AGM) Annual General Meeting of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors, M/s C. Ramachandram & Co., Chartered Accountants, to conduct audit of the accounts of the Company for the financial year ending 31 March 2024, at such remuneration and other terms as specified in the explanatory statement, approved by the Board of Directors of the Company on the recommendation of the Audit Committee.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

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

Place: Hyderabad  
Date: 13.04.2024

Sd/-  
Maniza Khan  
Chairperson

**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**Item No. 1: Appointment of Mr. Shaik Suhail Nasir (DIN: 06866848) as an Additional (Executive) Director of the Company.**

The members may note that Mr. Shaik Suhail Nasir was inducted into Board as an Additional Director of the company in the executive category, with effect from 13th April, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Pursuant to recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 13th April 2024, approved the appointment of Mr. Shaik Suhail Nasir as Whole-time Director of the Company with effect from 13th April 2024 for a period of 5 years commencing from 13th April 2024 to 12th April 2029 at a remuneration with effect from 13th April, 2024 of Rs. 30,000/- p.m. which is subject to approval of the shareholders with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mr. Shaik Suhail Nasir in this regard.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 1.

Except Mr. Shaik Suhail Nasir, Executive Director, none of the other Directors /Key Managerial Personnel and their relatives, are in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

**Information in accordance with Schedule V of Companies Act, 2013**

**I. General information:**

1	Nature of Industry: Computers – Railway Projects & Consulting
2	Date or expected date of commencement of commercial: 11.05.1994
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable

4	Financial performance based on given indications			
	<b>Particulars</b>	<b>2022-23 (Rs. in lakhs)</b>	<b>2021-22 (Rs. in lakhs)</b>	<b>2020-21 (Rs. in lakhs)</b>
	Turnover	30778.49	19465.06	12993.66
	Net profit after Tax	522.31	605.54	423.71
5	Foreign investments or collaborations, if any: <b>Not Applicable</b>			

## II. Information about the appointee:

1.	<b>Background Details:</b> Mr. Shaik Suhail Nasir has been associated with the Company since 2019 having rich experience of more than 20 years in railway project management. Mr. Shaik Suhail Nasir administer and manages the railway projects under him.
2.	<b>Past Remuneration:</b> Not Applicable
3.	<b>Recognition or awards:</b> Not Applicable
4.	<b>Job Profile and his suitability:</b> Keeping in mind the background details, past record and proficiency of Mr. Shaik Suhail Nasir, the Board is of the view that she is the most suitable person for the job
5.	<b>Remuneration proposed:</b> Rs. 30,000/- per month Apart from other perquisites and allowances.
6.	<b>Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):</b> Taking into consideration of the size of the Company, the profile of : Mr. Shaik Suhail Nasir and the responsibilities shouldered on her, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:</b> None
8.	<b>Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years:</b> None

## III. Other information:

1.	<b>Reasons for inadequate profits:</b> The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.
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2.	<b>Steps taken or proposed to be taken for improvement:</b> Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. The company is planning to recruit new talent to meet the market demands of new technology solutions.
3.	<b>Expected increase in productivity and profit in measurable terms:</b> The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

**Annexure-A:**

Details of Directors seeking appointment at the Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

<b>Name of the Director</b>	Mr. Shaik Suhail Nasir
<b>DIN</b>	06866848
<b>Date of Birth</b>	20/01/1960
<b>Date of first appointment</b>	NA
<b>Board Meetings attended during the year</b>	NA
<b>Brief Resume, Qualification and Experience</b>	Mr. Shaik Suhail Nasir has been associated with the Company since 2019 having rich experience of more than 20 years in railway project management. Mr. Shaik Suhail Nasir administer and manages the railway projects under him.
Expertise in specific functional area	Railway project management, consulting and operations.
<b>Terms and conditions of appointment</b>	Appointment as Executive Director w.e.f. 13.04.2024 for a period of 5 years
<b>Remuneration drawn, if any</b>	Not Applicable
<b>Relationships between Directors inter se</b>	Except Mr. Shaik Suhail Nasir, Executive Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.
<b>Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities</b>	NIL

<b>from which the person has resigned in the past three years*</b>	
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	NIL
<b>Number of shares held in the Company</b>	Mr. Shaik Suhail Nasir is not holding any equity shares of the Company as on date.

**Item No. 2: Appointment of Statutory Auditors to fill Casual Vacancy caused by Resignation:**

M/s. C. Ramachandram & Co., Chartered Accountants Hyderabad, have tendered their resignation on 14.02.2024 from the position of Statutory Auditors for the financial year 2023-24 Detailed reasons for resignation mentioned below by the statutory auditor:

- We were appointed in Extraordinary General Meeting (EGM) dated 08th January 2024, which was communicated to us on 02nd February 2024. Wherein we have communicated the company that “once we have communicated with the previous auditor and addressed any potential concerns, we will promptly inform you of our decision regarding the appointment. We expect this process to be completed within a reasonable timeframe and anticipate having a definitive answer for you within 15 business days.”. Accordingly, we have received No Objection Letter from the previous auditor on 10th February 2024.
- As a part of our acceptance initiation procedures, we have visited company’s office on 12th February 2024 to identify any potential concerns which might affect our decision regarding the appointment. Further during our visit for the said purpose, we have requested more information consisting of around 14 requirements on the same day of our visit to your office. Except for incorporation documents, no other information requested was made available to us. We understand that the Accounts team associated with the company is preoccupied with other related parties of the company, which has hindered the timely provision of information required.
- As the flow of information is not as per the agreed timelines, which is the essence of Audit schedule and also a key factor behind our consent for the audit, we hereby formally convey our non-acceptance/resignation to the appointment as the Statutory Auditor for M/s. K & R Rail Engineering Limited for the FY 2023-24.

The Audit Committee & Board at its meeting held on February 19, 2024 noted that the statutory auditors have not raised any concern or issue on the financial statements of the Company except the above-mentioned reasons, resulting into a casual vacancy in the



office of Statutory Auditors of the Company pursuant to section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company pursuant to the recommendation of the Audit Committee, in their meeting held on 19.02.2024, approved that M/s. P Murali & Co., Chartered Accountants, (FRN: 007257S), Hyderabad be appointed as the Statutory Auditors of the Company, subject to the consent of the members, to fill the casual vacancy caused by the non-acceptance/ resignation of M/s. C. Ramachandram & Co., Chartered Accountants.

M/s. P Murali & Co., Chartered Accountants have conveyed their consent for appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, will be within the limits specified under section 144 of the Companies Act. They have also confirmed that they are not disqualified from the appointment as Statutory Auditors in terms of the Provisions of Sections 139 (1), 141 (2) and 141 (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

In terms of requirements of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended effective April 1, 2019, details of proposed remuneration and credentials of the proposed Statutory Auditors are provided below:

<b>a.</b>	Proposed fees payable to the statutory auditor(s).	The proposed fee to be paid to M/s. P Murali & Co., Chartered Accountants towards statutory audit and quarterly financial results and limited review reports along with the issuance of certificates in accordance with guidelines laid down under SEBI and Companies Act, 2013 for the financial year 2023-24 aggregating to Rs,5,00,000/- plus applicable taxes along with out-of-pocket expenses.
<b>b.</b>	Terms of appointment	M/s. P Murali & Co., Chartered Accountants, shall hold office commencing from the conclusion of this Extra Ordinary General Meeting till the conclusion of ensuring Annual General Meeting of the Company to conduct the audit of financial statements of the Company for the financial year ending 31 March, 2024.
<b>c.</b>	any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change the fee payable to such auditor from that paid	There is no material change in fee to be paid to the incoming Statutory Auditors proposed to be appointed through the ordinary resolution as set out at Item No. 2 of the Notice of this EGM.

	to the outgoing auditor along with the rationale for such change	
d.	Basis of Recommendation for appointment/ Re-appointment	The Audit Committee and the Board of Directors, while recommending the appointment of M/s. P Murali & Co., as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record for the firm and eligibility criteria prescribed under the Act.
e.	credentials of the statutory auditor(s) proposed to be appointed	M/s. P Murali & Co., Chartered Accountants is an ICAI Registered firm (Reg. No 007257S). The Firm provides range of Advisory for Financial Services, Fraud Investigation & Forensic Services, Corporate Tax Planning, Valuation & Business Modelling, GST and Other Indirect Taxes, Accounting Compliance and Reporting and Risk Advisory services. The audit firm practice has significant experience in auditing listed and multinational companies for statutory audit as well as other services.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out in the Notice of EGM for approval of the members.

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

Place: Hyderabad  
Date: 13.04.2024

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, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (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 Extra Ordinary General Meeting (“EGM”) 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 EGM of the Company is being held through VC / OAVM (e-EGM).

Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Deemed Venue of the EGM of the Company shall be its Registered Office.
3. Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
4. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM 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 will also be available on the Company’s website [www.krrailengg.com](http://www.krrailengg.com) and websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).

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 EGM.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
8. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
9. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
10. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts.
11. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, which extended vide SEBI circular dated January 15, 2021, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
14. For any communication, the shareholders may also send requests to the Company's investor email id: [krrail1994@gmail.com](mailto:krrail1994@gmail.com)
15. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the EGM of the Company being conducted through Video Conferencing (VC) herein after called as "e-EGM"
16. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-EGM):

- a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-EGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
17. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
18. Up to 10000 members will be able to join on a FIFO basis to the e-EGM.
19. No restrictions on account of FIFO entry into e-EGM in respect of 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.
20. The company has appointed Mrs. Aakanksha, Practicing Company Secretary as scrutinizer of the company to scrutinize the voting process.

**THE INTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING EGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:**

21. The voting period begins on 08.05.2024 at 9:00 A.M. and ends on 10.05.2024 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., on 04.05.2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
22. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
23. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

In case of Individual shareholders holding shares in demat mode:

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <u>CDSL</u>	<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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 &amp; 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>d. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/">https://evoting.cdslindia.com/Evoting/</a> Evoting Login. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in Demat mode with <u>NSDL</u></p>	<p>a. 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>b. 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.</p> <p>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 &amp; voting during the meeting.</p> <p>d. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p>



	<p>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.</p> <p>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 &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their <u>Depository Participants</u></p>	<p>a. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>b. 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.</p> <p>c. 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 &amp; voting during the meeting.</p>

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 <b>CDSL</b>	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 <b>NSDL</b>	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 990 and 1800 22 44 30



**i. 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](http://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](http://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:

<b>Login type</b>	<b>For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.</b>
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 <b>OR</b> 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](http://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](mailto: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](mailto: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; [krail1994@gmail.com](mailto:krail1994@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 EGM THROUGH VC AND E-VOTING DURING THE EGM:**

- i. The procedure for attending EGM and e-Voting on the day of EGM is same as the instructions mentioned above for e-Voting.
- ii. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM.
- 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 EGM.
- 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 EGM.

- 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 EGM may register themselves as a speaker by sending their request, on or before Wednesday, May 1, 2024, from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [krrail1994@gmail.com](mailto:krrail1994@gmail.com). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- x. Only those Shareholders, who are present in the EGM through VC facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- xi. If any Votes are cast by the Shareholders through the e-Voting available during the EGM 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 EGM.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

Sd/-

Maniza Khan  
Chairperson

Place: Hyderabad  
Date: 13.04.2024