

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

To,
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400001

Date: 10.02.2023

Dear Sir/ Madam,

Sub: Outcome of 1ST Extraordinary General Meeting (EGM) and Voting Results for FY 2022-23.

Unit: K&R Rail Engineering Limited

With reference to the subject cited above, this is to inform the Exchanges that 1st Extraordinary General Meeting of **K&R Rail Engineering Limited** for FY 2022-23 was held on Friday, 10.02.2023 at 10.00 A.M. through video conference/other audio-visual means.


In this regard, please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I.**
- (2) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II.**
- (3) Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure – III.**

The Meeting concluded at 10:23 a.m.

Thanking you.

Yours faithfully
For K&R Rail Engineering Limited


Latha Pamula
Company Secretary and Compliance Officer

Encl: as above

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BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400001

Date: 10.02.2023

Dear Sir/ Madam,

Sub: Proceedings of 1st Extraordinary General Meeting for FY 2022-23 held on Friday, 10.02.2023 at 10.00 A.M. held through video conference/other audio-visual means as required under Regulation 30, PART – A of the schedule III of the SEBI (Listing Obligations and Disclosure Requirements), 2015

Unit: K&R Rail Engineering Limited

Summary of proceedings of the Extraordinary General Meeting:

The 1st Extraordinary General Meeting (EGM) for FY 2022-23 of the Members of **K&R Rail Engineering Limited** ('the Company') was held on Friday, 10.02.2023 at 10.00 A.M. (IST) through video conference/other audio-visual means.

Directors and KMP present

Sl. No	Name	Designation
1.	Mrs. Maniza Khan	Chairperson & Independent Director
2.	Mr. Amit Bansal	Executive Director
3.	Mr. Suresh Solanki	Executive Director
4.	Mr. Suresh Solanki	Executive Director
5.	Mr. Rabindra Kumar Barik	Non-Executive - Independent Director
6.	Mr. Sanjay Kothapalli	Non-Executive - Non-Independent Director

Other Invitees in attendance:

S. No.	Name	Designation
1	Mr. Kulkarni Prahallada Rao	Chief Financial Officer
2	Ms. Latha Pamula	Company Secretary & Compliance Officer

Latha

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3	Ms. Aakanksha	Scrutinizer
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Quorum of the Meeting:

A total of 46 members attended the meeting.

The meeting commenced at 10:00 AM (IST) and concluded at 10:23 AM (IST).

Ms. Latha Pamula, Company Secretary and Compliance Officer has initiated the process of meeting with a welcome to the members of the Company and the Board of Directors and CFO of the Company.

The requisite quorum being present, the Company secretary, with the permission of the Chair commenced the meeting and informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the EGM and had not cast their votes electronically were provided an opportunity to vote electronically at the EGM.

The Company Secretary proceeded with the agenda and informed the members about the procedure to be followed for e-voting at the EGM.

The Board of Directors had appointed Ms. Aakanksha, Practicing Company Secretary as the Scrutinizer to scrutinize the process for remote e-voting & e-voting at EGM.

The Company Secretary read the agenda items for the information of members.

Special Business:

1. Increase in the Authorised Share Capital and consequent alteration of the capital clause in the Memorandum of Association of the Company.
2. To issue convertible warrants on preferential basis to certain identified promoters and non-promoter persons/entities.
3. Extension of Period of Conversion of Optionally Convertible Redeemable Preference Shares (OCRPS).

Since, all the Resolutions had been already put to vote through remote e-voting, there was no proposing and seconding of the Resolutions and no voting by show of hands. The members, who had registered as speakers, were then invited to speak / ask questions or express their views. The queries raised by members and responses were duly clarified.

Latha

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The Company Secretary then announced opening of e-voting (poll) for the members who had not already cast their vote by means of remote e-voting, which was made available for fifteen minutes after the conclusion of the Meeting.

The details of the voting results (remote e-voting and e-voting at the EGM) on all the resolutions as set out in the Notice of EGM along with the Scrutinizer's Report will be disseminated to BSE Limited and will be placed on the Company's website, in due course.

The meeting concluded at 10:23 a.m.

Thanking you.

Yours faithfully
For K&R Rail Engineering Limited



Latha Pamula
Company Secretary and Compliance Officer

General information about company	
Scrip code	514360
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE078T01026
Name of the company	K&R RAIL ENGINEERING LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-02-2023
Start time of the meeting	10:00 AM
End time of the meeting	10:23 AM

Latha

Scrutinizer Details	
Name of the Scrutinizer	AAKANKSHA
Firms Name	
Qualification	CS
Membership Number	49041
Date of Board Meeting in which appointed	16-01-2023
Date of Issuance of Report to the company	10-02-2023

Latha

Voting results	
Record date	03-02-2023
Total number of shareholders on record date	17599
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	46
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Latha

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in the Authorised Share Capital and consequent alteration of the capital clause in the Memorandum of Association of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11816880	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11816880	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3963225	122303	3.0859	122303	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3963225	122303	3.0859	122303	0	100
Total		15780105	122303	0.775	122303	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Latha

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Latha

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To issue convertible warrants on preferential basis to certain identified promoters and non-promoter persons/entities.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11816880	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11816880	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3963225	122303	3.0859	122293	10	99.9918	0.0082
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3963225	122303	3.0859	122293	10	99.9918
Total		15780105	122303	0.775	122293	10	99.9918	0.0082
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Latha

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Latha

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Extension of Period of Conversion of Optionally Convertible Redeemable Preference Shares (OCRPS).				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11816880	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11816880	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3963225	122303	3.0859	122293	10	99.9918	0.0082
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3963225	122303	3.0859	122293	10	99.9918
Total		15780105	122303	0.775	122293	10	99.9918	0.0082
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

Latha

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Latha

Latha

FORM NO.MGT-13

Report of Scrutinizer(s)

*[Pursuant to section 108 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To,
The Chairperson
K&R Rail Engineering Limited
12-5-32/8, Bhatukammakunta, Vijaypuri,
South Lallaguda, Secunderabad,
Telangana, 500017
Dear Sir,

**Sub: Scrutiniser Report for the 1st Extra-Ordinary General Meeting for the
FY 2022-2023 of the Shareholders of K&R Rail Engineering Limited held on
Friday, 10.02.2023 at 10.00 A.M. (IST) through video conferencing (VC)/ Other
Audio-Visual Means (OAVM).**

Unit: K&R Rail Engineering Limited

I, Aakanksha, Practicing Company Secretary was appointed as the Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolution(s) proposed at the Extra-Ordinary General Meeting; and
- (ii) Voting through electronic voting system ("Instapoll") at the EGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules and circulars issued by MCA and SEBI relating to conducting of EGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of Extraordinary General Meeting of the Shareholders dated 16.01.2023. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in

**AAKANKSHA
PRACTICING COMPANY SECRETARY**

H. No. 11-1-439
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Ph. 9989234382
e-mail-aakanksha.shuklacs@gmail.com

favour” and/ or “against” the resolutions stated in the notice of the EGM, based on the report generated from e-voting system provided by CDSL, the agency authorized under the Rules and engaged by the company to provide remote e-voting facilities and e-voting facilities to vote at the EGM ("Instapoll").

I submit my report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Tuesday, February 7, 2023 up to 5.00 p.m. Thursday, February 9, 2023.
2. The Notice of EGM and the e-voting instructions were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants.
3. The equity shareholders holding shares as on February 3rd, 2023 (“cut-off date”), were entitled to vote on the resolutions stated in the Notice of the Extra Ordinary General Meeting of the Company.
4. After the conclusion of the EGM, the votes cast through remote e-voting were unblocked after 15 minutes from the conclusion of EGM i.e. on February 10th, 2023 at 10:38 A.M. in the presence of two witnesses.
5. After the Chairperson put the resolutions in the notice of the EGM to vote, the shareholders present at the EGM through VC cast their respective votes through e-voting facility provided by CDSL.
6. As per the information given by CDSL, the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the EGM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM.
7. Based on the report generated from the e-voting website of CDSL the consolidated report on the results of the voting for the resolutions starting from serial Nos 1, 2 to 3 are given here under:

a) Resolution No. 1 (Special Resolution):

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

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	61	1,22,303	100
E-Voting at the EGM	--	--	--
Total	61	1,22,303	100

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	--	--	--
E-Voting at the EGM	--	--	--
Total	--	--	--

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	--	--
E-Voting at the EGM	--	--
Total	--	--

b) Resolution No. 2 (Special Resolution):

To issue convertible warrants on preferential basis to certain identified promoters and non-promoter persons/entities.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	60	1,22,293	99.99
E-Voting at the EGM	--	--	--
Total	60	1,22,293	99.99

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	1	10	0.01
E-Voting at the EGM	--	--	--
Total	1	10	0.01

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	--	--
E-Voting at the EGM	--	--
Total	--	--

c) Resolution No. 3 (Special Resolution):

Extension of Period of Conversion of Optionally Convertible Redeemable Preference Shares (OCRPS).

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	60	1,22,293	99.99
E-Voting at the EGM	--	--	--
Total	60	1,22,293	99.99

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	1	10	0.01
E-Voting at the EGM	--	--	--
Total	1	10	0.01

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	--	--
E-Voting at the EGM	--	--
Total	--	--

**AAKANKSHA
PRACTICING COMPANY SECRETARY**

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8. A list of Equity Shareholders who voted “FOR” and “AGAINST” the Resolutions (Both through Remote E-Voting and e-Voting at the EGM) has been handed over to the Company.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company for preserving safely after the Chairperson considers, approves and sign the Minutes of the aforesaid EGM.

**Place : Hyderabad
Date : 10.02.2023**

**Aakanksha
Practicing Company Secretary
M. No. A49041, CP No: 20064
UDIN: A049041D003135168**